



INTRASOFT TECHNOLOGIES LIMITED



**ANNUAL
REPORT
2022-23**

Empowering Growth

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Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

EMPOWERING Growth

Empowering Growth has been the driving force behind our actions at IntraSoft throughout the past years. We recognize the importance of supportive networks and mentoring in fostering growth and success. Our focus has centered on scalable technology platforms and addressing consumer needs through active engagements with e-commerce marketplaces, brand manufacturers, and logistic partners.

In an ever-evolving market, we remain steadfast in our long-term vision of inclusive, sustainable, and impactful growth. To achieve this, we have continued to make investments in our people, processes, and technology. This year, our efforts have been focused on building partnerships with newer brands through a strategic brand acquisition strategy. By expanding our product assortment and implementing targeted sales and marketing programs, we are well-positioned to tap into new growth opportunities.

We have developed strong visibility within our supplier base and current pipeline, which provides us with a built-in opportunity to drive incremental value. By fostering an environment that supports the development and success of our organization, we provide our team with the necessary resources, tools, and opportunities to unlock their potential for absolute action.

At IntraSoft, empowering growth is not just a tagline; it is the driving force behind every decision we make. We strive to create an ecosystem that enables our partners, employees, and stakeholders to thrive. By embracing innovation, leveraging technology, and nurturing strong relationships, we are building a better **tomorrow**.



Corporate Snapshot

Ethos

'When what you believe in is in tune with what you do, success follows the way.'



Passion and profession go hand in hand: We believe in being passionate about everything we do. We take each day as if it is our first and give it our best shot. We believe excellence can only be achieved through passion.

Learning is a constant: We believe in the power of constant learning. In today's dynamic world, we strive to keep ourselves updated about our ecosystem. We see mistakes as learnings and use them only to improve.

Imagination leads to innovation: We are creative thinkers and believe that is the key to innovate and improve the little and big things. We push the frontiers of what we believe is possible and find ways to achieve outsized returns.

A happy customer is the key to success: We believe that a happy customer means a relationship lasts forever. We keep our customers at the forefront of every thought and action, we strive to make every interaction seamless.

We live in the present: We are hands-on with everything we do and take one step at a time. We dig deep into our ideologies and processes and come up with scalable solutions. We believe that living for today will lead to a brighter tomorrow.

TEAM



Our team is the backbone of our success. Comprised of talented individuals from diverse backgrounds, we foster an inclusive and collaborative work environment. We value the expertise and perspectives that each team member brings to the table. We encourage open communication, idea sharing, and creativity. By nurturing a culture of collaboration and empowerment, we have been able to tackle challenges head-on and find innovative solutions. Our team's dedication, passion, and commitment are the driving force behind our growth.

VALUE PROPOSITION



Our value proposition is centered around understanding the needs and desires of our brand partners. Through extensive market research and analysis, we gain deep insights into their preferences, pain points, and aspirations. By adopting a partner-centric approach, we provide tailored solutions that our brand partners truly value. Through our ecommerce subsidiary, 123Stores Inc., we enable brands to expand their market presence and increase revenue on leading US online marketplaces. Our proprietary technology platform empowers our customers to seamlessly manage the entire marketplace sales process, from product listing to marketing, order fulfillment, and customer support. By alleviating operational burdens, we enable our brand partners to focus on their core competence of product development.

STAKEHOLDERS



At Intrasoft, we recognize the importance of our stakeholders, including our shareholders, employees, customers, brand partners, logistic partners, and the communities we serve. We deeply appreciate the trust and support they have placed in us, and we remain committed to delivering value and driving sustainable growth. By building strong relationships, fostering collaboration, and making a positive impact, we create a mutually beneficial environment where everyone can thrive.

Brand partners

We comprise a network of brand partners who repose faith in our end-to-end solutions to succeed in complex online marketplaces. Our proprietary technology platform makes it possible for customers to seamlessly manage the entire marketplace sales process - from product listing to marketing to order fulfilment to customer support – enabling them to focus on their core competence of product development.

Logistics partners

We enjoy longstanding relationships with leading US logistics carriers who complete deliveries in the shortest time with accuracy. Our capacity to generate large order volumes with logistics partners has translated into economies of scale resulting in one of the most cost-effective marketplace solutions within our industry.

Marketplace integration

We have consistently maintained a life-time rating of 96%+ on US e-marketplaces by enriching shopping experiences for our customers. Our wide SKU selection, efficient orders fulfilment and reliable customer support has graduated us into a preferred seller among marketplace customers.

Letter to Shareholders



Through our dedication
to continuous learning,
embracing innovation,
and delivering
exceptional customer
experiences, we are
shaping a brighter future..



Dear Shareholders,

It is with great pleasure that I present to you IntraSoft's Annual Report for 2023. This report showcases our relentless dedication to empowering growth and the strides we have made in achieving sustainable success.

Over the past years, we have demonstrated our commitment to fostering an ecosystem that drives growth for our brand partners, team members, and stakeholders.

Through active engagements with e-commerce marketplaces, brand manufacturers, and logistic partners, we have harnessed scalable technology platforms to address consumer needs and create opportunities for expansion.

Our focus on building partnerships with newer brands through a strategic brand acquisition strategy has yielded positive results. By increasing our product assortment and implementing targeted sales and marketing programs, we have positioned ourselves for continued growth and success. We continue to focus on improving performance on operational parameters by driving efficiencies and remain committed to adding new brands in the coming months and our long-term vision remains intact as we continue to make investments in our people, processes and technology to grow the business. We are excited about the possibilities that lie ahead as we further strengthen our supplier base and explore new avenues for driving incremental value.

At IntraSoft, we believe that empowering growth is more than just a concept; it is the guiding principle behind everything we do. We are proud of the collaborative and inclusive work environment we have cultivated, where each team member is empowered to contribute their unique skills and perspectives. Through our dedication to continuous learning, embracing innovation, and delivering exceptional customer experiences, we are shaping a brighter future.

I extend my heartfelt appreciation to our stakeholders for their unwavering support. Your trust and confidence in IntraSoft have been instrumental in our journey towards growth and success. Together, we will continue to empower growth, foster innovation, and create lasting value.

Thank you for being a part of our journey.

Sincerely,



Arvind Kajaria
Managing Director

U.S. ecommerce sales reached \$1.03 trillion in 2022, passing \$1 trillion for the first time ever.

That remarkable level of sales comes with a slight bump in ecommerce penetration to 21.2% for the year from 21.0% in 2021.



Company Overview

Online marketplaces continue to offer significant opportunities for business growth and expansion.

As a \$3.2 trillion (and growing) industry, digital marketplaces have become a hub for retailers, brands, technology providers and more to tap into a wide-ranging customer base and save on overhead costs.

The leading global online marketplaces sold a little over \$3.24 trillion online and grew sales nearly 3% in 2022. In particular, hybrid marketplaces like Walmart and Amazon exhibited strong growth over the last year.

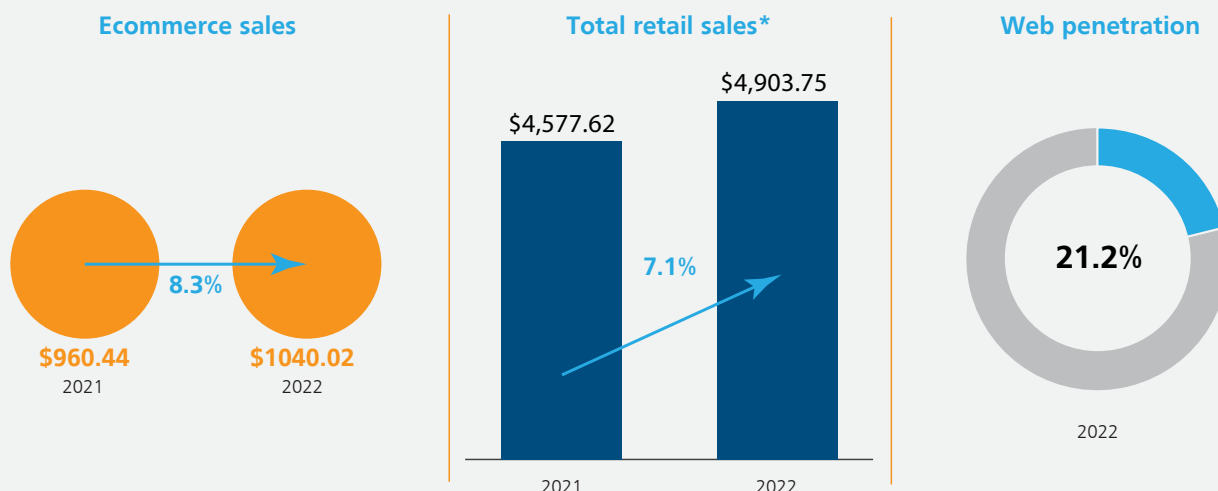
According to Digital Commerce 360's 2023 Global Online Marketplaces Database, consumer spending through platforms of

the big four—Taobao, Tmall, Amazon and JD.com—77% of total GMV by the Top 100 online marketplaces globally.

U.S. ecommerce sales reached \$1.03 trillion in 2022, passing \$1 trillion for the first time ever. That remarkable level of sales comes with a slight bump in ecommerce penetration to 21.2% for the year from 21.0% in 2021.

Ecommerce sales grew 7.7% in 2022 year over year. Ecommerce sales growth in 2022 was stayed slightly higher than the total retail sales growth of 6.8% that the Commerce Department reported in 2022. That's the closest yearly total sales growth has come to reach ecommerce sales growth since the Commerce Department started tracking online sales.

US ecommerce sales, in \$billions of USD



Source : Digital Commerce 360, U.S. Department of Commerce retail data; May 2023

*Total retail figures exclude sales of items not normally purchased online such as spending at restaurants, bars, automobile dealers, gas stations and fuel dealers



On a three-year basis focused on the post-pandemic period, CAGR is up to 21.9% growth, due to the strong early-pandemic shift to e-commerce.

The top online marketplaces sold \$3.25 trillion in goods in 2022. Third-party sales through platforms like those operated by Alibaba, Amazon.com Inc., eBay Inc. and others accounted for 77.5% of total gross merchandise value among the Top 100 companies in 2023 Online Marketplaces Database.

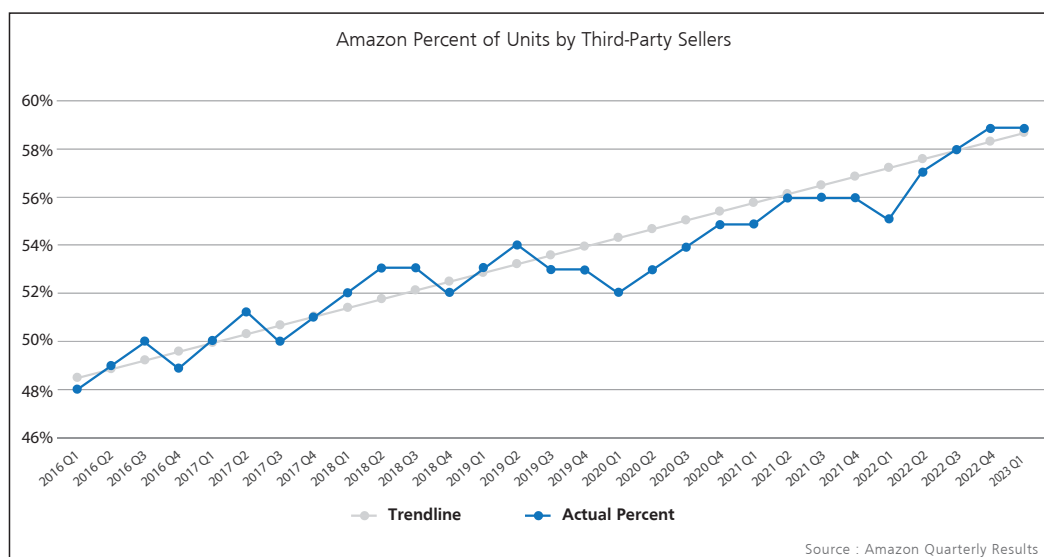
This year, growth came from hybrid marketplaces — those that sell goods they own along with goods from third-party sellers. Overall, marketplaces grew GMV by 2.9%, but hybrids like Amazon, Walmart Inc. and JD.com Inc. grew 7.2%, all well outperforming pure marketplaces like eBay, Wish.com and Alibaba's Chinese marketplaces Tmall and TaoBao, Pure players' GMV declined 0.9%. (Source: Digital Commerce 360)



Amazon continues to move away from 1P sales to 3P sellers - sellers will comprise 60% of overall units sold by the end of the year. But the shift is gradual.

Over the past eight years - since the marketplace overtook retail sales - sellers have been gaining 150 basis points in market share every year. The shift hadn't accelerated or slowed, except for 2020, when Amazon struggled to keep its warehouses operational and restricted many sellers from sending in inventory. Today it is back to the historical trendline.

The mix of the number of products (units) does not equal the value of goods sold (dollars) - the marketplace has a higher share of GMV than of units sold because Amazon retail sells more cheaper items. However, that slight difference doesn't change the overall trend.





If the shift to 3P continues at the current rate, it will reach 60% by the end of the year, but it won't be until 2030 before it exceeds 70%. So far, the shift has appeared controlled and deliberate because it has evolved at a relatively stable rate. Amazon could accelerate it, but it will likely never reduce retail to 0%. *(Source: Marketplace Pulse)*

At IntraSoft, we provide a one-stop end-to-end marketplace sales solution that enables our brands to grow their online business on key US marketplaces.

Our brand partners - largely small and medium-sized US businesses – do not merely transact through us; they have come to depend extensively on us to generate marketplace sales, fulfill orders and serve consumers.

Our business eco-system offers more than 400,000 products across major categories of home & kitchen, garden & outdoor, tools & home, sports & outdoor.

By managing their marketplace sales and operations, we help our brand partners spend less time on online marketplaces and more time on product development.

Online marketplace sales are complex, warranting specialized capabilities across functions that extend from supply chain management to marketing to strategy. The race for a presence in the marketplace 'buy-box' amidst fierce competition requires brands to offer products at the best possible price and perform consistently well across key marketplace metrics. For these brands, addressing these challenges in-house could prove time- and labour- intensive and in cases unviable. Our intervention provides cost and operational efficiencies to these brand partners, strengthening their capabilities in wading through business development challenges.

Our platform features leading customer experience, inventory management, marketing & advertising, comprehensive product listing, order management, data analytics, account management and brand protection.

Our Performance Highlights

E-COMMERCE FINANCIAL HIGHLIGHTS

Revenues (USD Million)



Operating cash-flow (USD Million)



CONSOLIDATED FINANCIAL HIGHLIGHTS

Revenue	PAT	Net Working capital	Net Worth	Book Value/ share
FY 2021-22 421.66 ₹ Crore	FY 2021-22 12.82 ₹ Crore	FY 2021-22 56.68 ₹ Crore	FY 2021-22 165.69 ₹ Crore	FY 2021-22 112.47 ₹
FY 2022-23 456.94 ₹ Crore	FY 2022-23 8.41 ₹ Crore	FY 2022-23 69.27 ₹ Crore	FY 2022-23 177.55 ₹ Crore	FY 2022-23 120.52 ₹

OPERATIONAL HIGHLIGHTS

Amazon

96%

Life-time rating with
269,000 reviews

Management Discussion & Analysis

GLOBAL ECONOMY OVERVIEW AND OUTLOOK

Weak spots in the global economy include housing, bank lending and the industrial sector. However, this is more than offset by strength in other sectors, most notably in service-sector activities and visible in labor markets. Incoming data for the first half of 2023 have therefore exceeded expectations, leading to upward revisions to the full year forecast for 2023 for many economies. However, despite being past their peak, inflationary pressures are only abating very moderately, prompting continued tight monetary policy conditions. This environment weighs against interest rate cuts by many monetary authorities. The expectation is therefore still for slowing growth in the second half of 2023 and the first half of 2024.

Global real GDP is forecasted to grow by 2.6 percent in 2023, down from 3.3 percent in 2022. Most of the weakness is concentrated in Europe, Latin America, and the US. Asian economies are expected to drive most of global growth in 2023, as they benefit from ongoing reopening dynamics and less intense inflationary pressures compared to other regions. Global GDP growth is expected to slow further to 2.4 percent in 2024, largely driven by flat growth for the US.

The 10-year economic outlook signals a prolonged period of disruptions and uncertainties for businesses, but there are also opportunities. Global growth will return to its slowing trajectory with mature markets making smaller contributions to global GDP over the next decade. Nonetheless, there are still opportunities for firms to invest in both mature markets—given their wealth and need for innovation to compensate for shrinking labor forces—and emerging markets—given their need for both physical and digital infrastructure to support their sizable and young labor forces. Keys to ensuring growth over the longer term include developing new lines of business; strengthening corporate culture; embracing digital transformation and automation; recruiting for talent with new skills not currently represented in the company; and maximizing the

hybrid work model where it makes sense. (Source: The Conference Board)

US ECONOMY OVERVIEW AND OUTLOOK

Meanwhile, business investment continued to cool in Q1 as high interest rates and concerns about the future weighed on companies. These trends will likely worsen under the weight of high interest rates and weakening consumer demand. Additionally, commercial and industrial lending by banks continues to slow in the wake of the US banking crisis. Residential investment, which is highly sensitive to Fed policy, has already contracted significantly as interest rates have climbed. We don't expect a recovery in this sector until rates begin to fall next year.

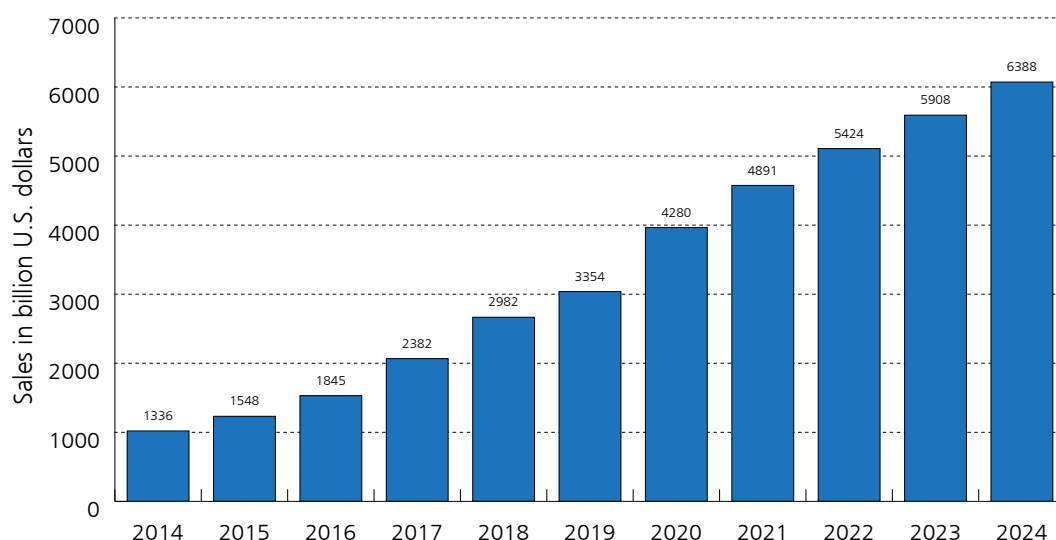
Government spending represented one of the few positive growth drivers for 2023 as federal non-defense spending benefited from outlays associated with infrastructure investment legislation passed in 2021 and 2022. However, reductions in discretionary outlays (\$1.5 Trillion over 10 years) detailed in the Fiscal Responsibility Act (which averted the debt ceiling crisis) will limit overall government spending and act as a drag on growth later this year and early next. (Source: The conference Board)

GLOBAL RETAIL AND E-COMMERCE OVERVIEW

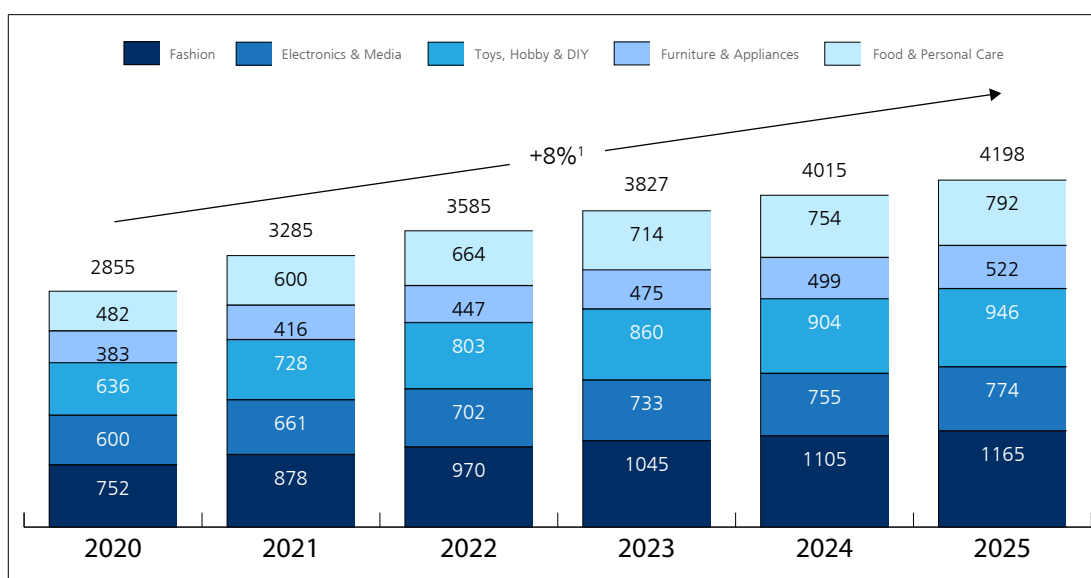
eCommerce sales for businesses have been steadily increasing for years, and with the migration of virtually all transactions to digital due to the COVID Pandemic, worldwide sales through ecommerce sales channels such as websites and online marketplaces increased overall in 2020.

RETAIL B2C ECOMMERCE

Retail consumer goods ecommerce is by far the most dynamic and leading of the two consumer focuses. It had an 18% share of the total global retail sales for 2020, and is forecast to have over a 1% annual growth rate, achieving a nearly 22% share of total global retail sales by 2024.

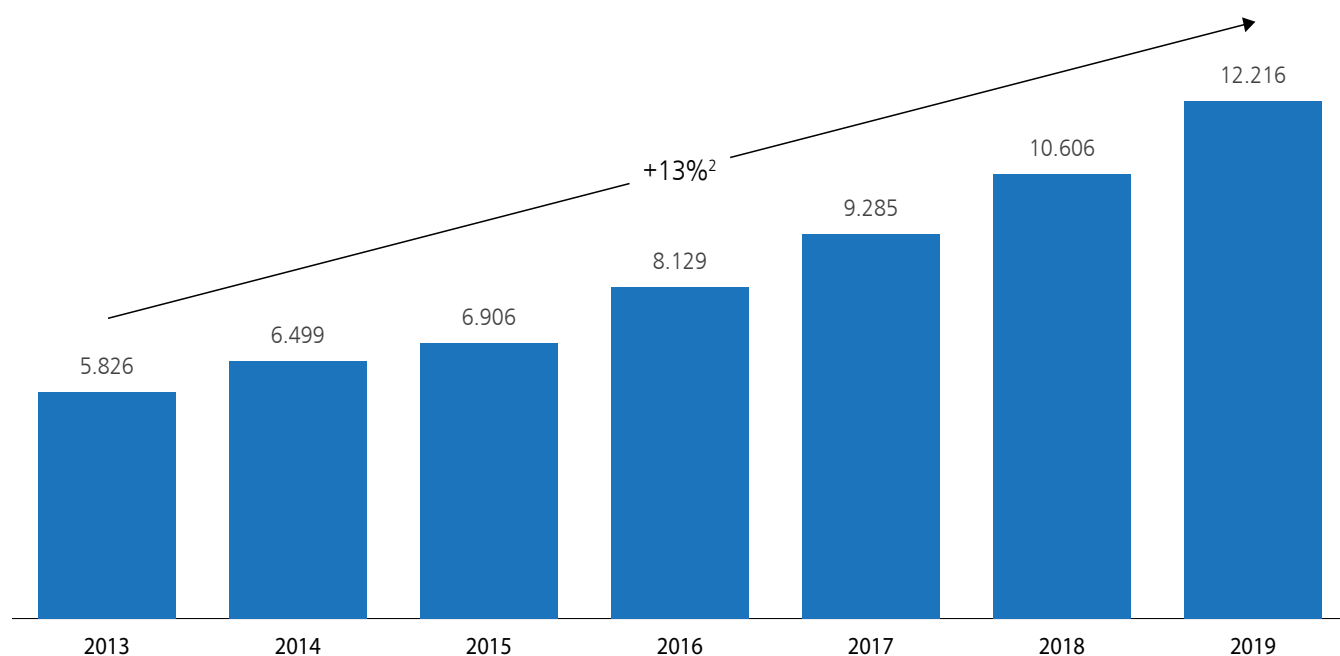


We can see worldwide retail ecommerce sales figures jump from 2019 to 2020, illustrating some of the Impact of the COVID Pandemic on eCommerce sales where pandemic lockdowns gave virtual purchases a boost. This forecast also signals continued, steady 8% growth for all worldwide retail ecommerce sectors sales through 2024 as we see illustrated broken down by retail sector in the chart below.



INDUSTRIAL, MANUFACTURING, AND SERVICES B2B ECOMMERCE

The B2B ecommerce sectors follows the trends and business adaptations of B2C, because people bring their learned consumer preferences and apply those two scenarios in their professional lives, such as being employed as a purchasing agent for B2B transactions. There is strong growth forecast for all B2B sectors due to the ongoing COVID Pandemic restrictions, in addition to consumer adaptation to the initially necessary - but now preferred - online interface in business purchases.



Source: Statista analysis

We see B2B ecommerce gross merchandise value growing at a similarly steady rate through 2019 as to mirror its retail B2C counterpart. Asia leading the regions for gross merchandise value of B2B ecommerce sales, followed by North America, Rest of the World, and the European Region. (Source: International Trade Administration)

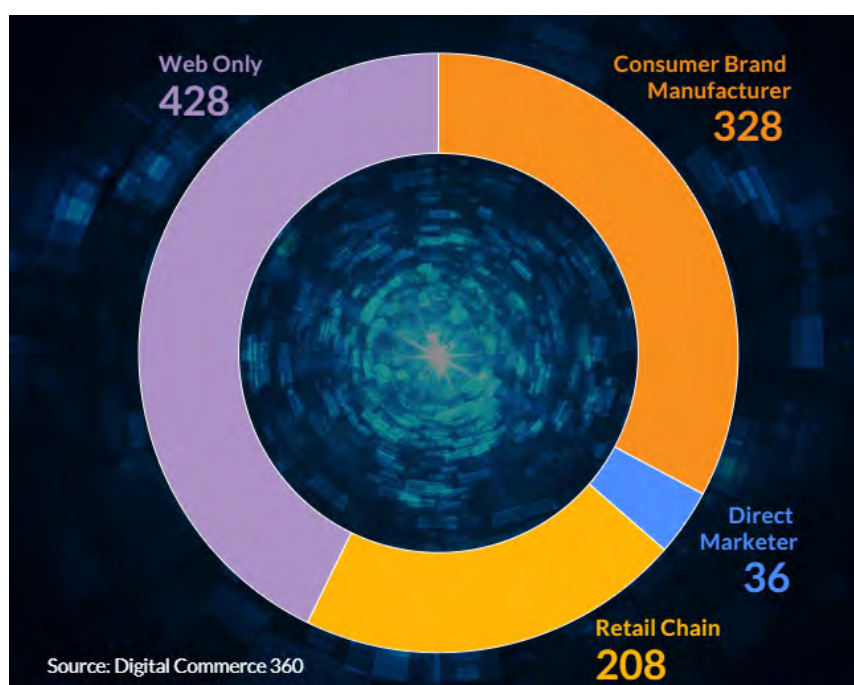
US RETAIL AND ECOMMERCE INDUSTRY

Overall ecommerce sales in the U.S. from domestic retailers were \$1.03 trillion in 2022, up 7.7% year over year. However, the Top 1000 retailers grew their overall ecommerce sales slower at 5.1%, dragged down by top players like Amazon.com Inc., which struggled internationally. That Top 1000 ecommerce growth was a significant slowdown after the pandemic drove 42.6% higher online sales in 2020 and 17.4% in 2021. Still, a long-term look at Top 1000 retailers' ecommerce growth since the pandemic puts it ahead of where it was in 2019. The compound annual growth rate of ecommerce sales for the three years since the pandemic began was 20.7%, above the 17.8% rate that Top 1000 retailers grew at in 2019.

RETAILER DEMOGRAPHICS

Multichannel vs. Online-only Retailers

Both web-only and brick-and-mortar retailers are well-represented in the ranks of the Top 1000 online retailers in North America. Although more than four in 10 — 42.8% — are web-based merchants, more than two in 10 — 20.8% — are store-based chains. Nearly a third — 32.8% — of the Top 1000 are consumer brand manufacturers, while just a few dozen are direct marketers. (Source: Digital Commerce 360)



BUSINESS PERFORMANCE, 2022-2023

The strides we have made in recent years to build a truly differentiated, partner-centered service offering, punctuated by a balanced, multi-category portfolio, positions us well to navigate in any environment. Our focus on strengthening our solution through investments, in making our technology robust and scalable over the last few years, has enabled us to deliver our services in a seamless and efficient manner to our brand partners unhindered by the supply chain and COVID challenges. Near-term macro challenges like supply chain congestion and goods-related inflation have started easing, resulting in increased demand in the online ecosystem, driving benefit for our brand partners from our E-Commerce Platform.

We're also taking new actions to drive efficiencies and optimizing our operations to drive continued growth. Looking ahead, we remain laser-focused on delivering the best of our services to our partners and customers, and continuing to invest in our long-term, sustainable growth. Our team remains committed to adding newer brands during the coming years. We have strong visibility within the current pipeline, which will provide us with an opportunity to drive incremental value.

FINANCIAL OVERVIEW

The Company's consolidated Profit and Loss Account for the year ended 31 March 2023 is provided below:

Consolidated Statement of Profit and Loss for the year ended March 2023

Amount (₹ in lacs)

	2022-23	2021-22
Revenue from Operations	45,694.04	42,166.01
Cost of Goods Sold (incl. Shipping)	34,461.67	32,090.54
Gross Profit	11,232.37	10,075.47
Sales & Marketing Expenses	6,066.63	5,686.80
Employee Benefit Expenses	2,273.87	1,882.39
General & Administration Expenses	1,332.77	1,244.82
Earnings from Operations	1,559.10	1,261.46
Other Income (Net)	466.94	478.37
Earnings Before Interest, Tax, Depreciation & Amortisation	2,026.04	1,739.83
Depreciation & Amortisation	110.32	137.55
Earnings Before Interest & Tax	1,915.72	1,602.28
Finance Costs	807.53	352.05
Profit Before Tax (PBT)	1,108.19	1,250.23
Tax Expense	266.99	-32.05
Profit After Tax (PAT)	841.20	1,282.28

Ratio Analysis:

For ratio analysis on a standalone basis please refer to note no. 33 of standalone financial statement.

RISK MANAGEMENT**1. Continuous upgradation of Technology**

The Company's operations are driven by technology, and therefore our failure to innovate, adapt or respond effectively to the rapidly changing technology and market needs, could impede our ability to function efficiently.

Mitigation:

The Company pro-actively invests in technology upgradation and improvement to strengthen its value proposition to brand partners, adapt to the dynamic market requirements and maintain its competitive advantage.

2. Festive season demand

The US festive season falls in the third quarter of our financial year, leading to greater e-commerce revenue in the quarter vis-à-vis other quarters. In the event of any operational bottlenecks or infrastructure constraints, we may not be able to take advantage of the festive demand.

Mitigation:

The Company's backbone is its proprietary technology, which enables the Company to efficiently service the demand spike in the third quarter of the fiscal. This allows the Company to scale in line with the increased festive season demand.

3. The continuing effect of the COVID-19 pandemic and its unprecedented nature.

While the pandemic's effects have subsided as consumers got vaccinated, the emergence of new variants has not stopped. COVID-19 cases could increase at any time and if any of the variants emerging in the future pose serious health risks, it could impact our operations.

Mitigation:

The Company's employees have adapted to new processes and protocols to serve brand partners. The teams, both in India and the US, will continue to work remotely across the foreseeable future, and are well equipped to do so as our technology scales on the cloud. We will continue to monitor the impact of the pandemic, if any, and take necessary steps to ensure smooth business functioning.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Our integral and robust internal control system ensures efficient utilisation and conservation of resources, compliance with policies, procedures and statutory requirements. The Company has developed well-documented regulations and guidelines for authorisation and approvals. Internal audit is a crucial backbone of the internal control systems and it is conducted on a regular basis to check and authenticate that all systems and processes are in compliance with the relevant guidelines and appropriate in safeguarding the assets from unauthorized use or losses. An Audit Committee of the Board evaluates the existing internal control systems, ensures compliance and takes corrective measures as and when required. The management also regularly reviews all vital processes and control systems which strengthens the organisation. The emphasis on internal controls is imposed across all units, departments, functions and processes. All the measures are undertaken to ensure that the controls implemented are both adequate and equivalent with the size and nature of our operations

HUMAN RESOURCES

The Company believes that its intrinsic strength lies in dedicated and motivated employees. The Company provides competitive compensations, an amiable work environment and acknowledges employee performance through a planned reward and recognition programme. The Company aims to create a workplace where every person can achieve his or her true potential. The Company encourages individuals to go beyond the scope of their work, undertake voluntary projects that enable them to learn and devise innovative ideas. The Group employed 84 individuals as of 31 March 2023.

Directors' Report

To
The Shareholders
IntraSoft Technologies Limited

We are pleased to present the Twenty Eighth Annual Report of IntraSoft Technologies Limited ("the Company") together with the Audited Financial Statements of the Company for the financial year ended 31 March 2023.

FINANCIAL STATEMENTS & RESULTS

a. Financial Results:

The consolidated and standalone performance during the financial year ended 31 March 2023 as compared to the previous financial year is summarized below:

CONSOLIDATED FINANCIALS		Amount (₹ in Lacs)
Particulars	2022-2023	2021-2022
Total Income	46,160.98	42644.38
Profit before Interest and Depreciation	2,026.04	1739.83
Less : Finance Cost	807.53	352.05
Less : Depreciation	110.32	137.55
Profit before Tax	1,108.19	1250.23
Less : Tax Expense	266.99	(32.05)
Profit for the year	841.20	1282.28

On Standalone basis, Total Income of the Company recorded at ₹ 1,087.42 Lacs in FY 2022-2023 against ₹ 1,306.04 Lacs in FY 2021-2022. EBITDA is recorded at ₹ 218.09 Lacs in FY 2022-2023 against ₹ 434.33 Lacs in FY 2021-2022. Profit before Tax for the financial year under review is recorded at ₹ 117.34 Lacs against ₹ 354.56 Lacs in FY 2021-2022. The net profit for the financial year under review is ₹ 14.05 Lacs as compared to ₹ 331.04 Lacs in the previous financial year.

b. Business (State of Company Affairs):

During the year under review, the Company and its subsidiaries reported an Operating Cash Flow of ₹ 1,412.33 Lacs, as compared to ₹ 3,331.66 Lacs in the previous financial year. Consolidated Total Income was ₹ 46,160.98 Lacs, as compared to ₹ 42,644.38 Lacs.

Our strong focus on sustainability and efficiency led us to achieve consistently, high and positive operating cash-flows over the last two years. During the year we responded well to a challenging macroeconomic environment experiencing global supply chain challenges by adding more than 100 new brands to our platform, which is a testament to the strength of our business model as well as the flexible, diversified supply chain structure we proactively built and have leveraged during this time.

Our long-term vision remains intact as we continue to make

investments in our people, processes and technology to grow the business.

c. Performance of Subsidiaries, Associates and Joint Venture Companies

The Company has, as on 31 March 2023, three wholly owned subsidiaries viz. 123 Greetings.com, Inc. (USA), IntraSoft Ventures Pte. Ltd (Singapore) & One Two Three Greetings (India) Private Limited (India) and two step down subsidiaries viz. 123Stores, Inc. (USA), wholly owned subsidiary of IntraSoft Ventures Pte. Ltd (Singapore) and 123Stores E Commerce Private Limited (India), wholly owned subsidiary of 123Stores, Inc. The entire group focuses on the E-Commerce business by consolidating all operations related to E-Commerce and online greeting activities to achieve financial and operational efficiencies.

Apart from the information provided in the foregoing paragraph, there were no Companies which have become or ceased to be subsidiaries, associates and joint ventures during the financial year under review.

In accordance with Section 129 of the Companies Act, 2013, consolidated financial statements of the Company along with its subsidiaries have been prepared which forms part of this Annual Report. Further, the performance and financial

position of each of the subsidiaries for the year ended 31 March 2023 is attached and marked as Annexure I (Form AOC-1) and forms part of this Report.

APPROPRIATIONS

a. Dividend

To conserve the resources of the Company for new future initiatives, Board of Directors of the Company have not proposed and recommended any dividend for the financial year ended 31 March 2023. Previous year, a final dividend of ₹ 1/- per equity share was paid to the shareholders aggregating to ₹ 147.31 Lacs.

There was no Interim Dividend declared by the Company during the financial year ended 31 March 2023.

Dividend Distribution Policy is not applicable to the Company.

b. Transfer to Reserves

The Board of Directors have not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried forward to Profit and Loss account.

c. Amount and shares transferred to IEPF with details of Nodal officer

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017 the Company has transferred 203 shares to Investor Education and Protection Fund Authority during the financial year 2022-2023 of the shareholders on whose shares dividend was unclaimed/ unpaid for a period of seven (7) consecutive years from the year of its declaration in financial year 2014-2015 (final) to IEPF Authority's Account. The Company had earlier transferred 260 shares and 632 shares (in 2 tranches) to the IEPF Authority in the financial year 2021-2022 , 2682 shares to IEPF Authority in the financial year 2020-2021, 895 shares to IEPF Authority in the financial year 2019-2020, 582 equity shares to IEPF Authority in the financial year 2018-2019 and 4379 equity shares in the financial year 2017-2018. of the shareholders, on whose shares the Dividend was unpaid/ unclaimed for a period of seven (7) consecutive years for the financial year 2014-2015 (Interim) , 2013-2014, 2012-2013, 2011-12, 2010-11, 2009-10 and also of the earlier years.

DETAILS OF THE NODAL OFFICER:

Pranvesh Tripathi
Company Secretary and Compliance Officer
Email ID - pranvesh.tripathi@itlindia.com
Phone No. - 022 4004-0008

During the Financial year 2022-2023, an Unpaid/ Unclaimed Dividend Account balance of ₹ 42,337 was transferred to IEPF Authority Account which was declared in the financial year 2014-2015 (final) and remained unpaid/ unclaimed for 7 consecutive years.

FINANCIAL STATEMENTS AS PER IND-AS.

Financial Statements for the year ended 31 March 2023 are in accordance with the Indian Accounting Standards (IND-AS) notified by the Ministry of Corporate Affairs, Government of India, which have already become applicable to the Company from the accounting period beginning on 01 April 2017.

REVISION OF FINANCIAL STATEMENTS

The Company has not carried out any revision in its financial statements in any of the three preceding financial years as per the requirement under Section 131 of the Companies Act, 2013.

DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

DISCLOSURE OF INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are found adequate. During the year under review, no material or serious observation has been received on inefficiency or inadequacy of such controls, from the Internal Auditors of the Company.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

Your Directors would like to inform that no orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and on the Company's operations in future.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered into by the Company during the financial year with its wholly owned subsidiaries were in the ordinary course of business and at 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 as material related party transaction in accordance with the policy of the Company on related party transactions read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on Related Party Transactions was reviewed and amended by the Board of Directors in their Meeting held on 14 March 2022 in terms of the amendments as SEBI LODR which is effective from 01 April 2022. The amended Policy on Related Party Transactions as approved by the Board may be accessed on the Company's website http://www.itlindia.com/docs/Policy_on_Related_Party_Transactions.pdf

Your Directors draw attention of the members to Note no. 27 of Standalone Financial Statements which sets out disclosures on related parties and transactions entered into with the said parties.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

Full particulars of loans given, investments made, guarantees given and securities provided along with the purposes for which the loans or guarantees or securities are proposed to be utilized by the recipient(s) thereof are provided in details in Note nos. 6, 8 and 26 of standalone financial statements.

SHARE CAPITAL

The Company had announced Rights Issue of Equity Shares of ₹ 50 crores to meet with the requirements of the funds, however considering the market conditions and other factors, the same will be reconsidered on improvement in the business conditions.

The Company has not issued any other shares with differential voting rights and sweat equity shares and hence, disclosures under Section 43(a)(ii) and Section 54(1)(d) of the Companies Act, 2013 read with relevant rules are not required to be furnished.

The Company does not have a scheme of ESOP and hence disclosures pursuant to Section 67(3) of the Companies Act, 2013 are also not required to be furnished.

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a. Board of Directors & Key Managerial Personnel

The Shareholders of the Company passed a Special Resolution by way of Postal Ballot on 09 June 2022 and approved the appointment of Mr. Ashish Arun (DIN: 06431791) as an Independent Director of the Company for a term of five (5) years w.e.f. 14 March 2022.

The Board of Directors of the Company at its Meeting held on 30 May 2022 upon recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders, had re-appointed Mr. Arvind Kajaria as Managing Director and Mr. Sharad Kajaria as Whole-time Director of the Company for a further term

of 3 (three) years with effect from 01 April 2023 as their tenure was expiring on 31 March 2023.

The shareholders approved the re-appointment of Mr. Arvind Kajaria as Managing Director and Mr. Sharad Kajaria as Whole-time Director of the Company with effect from 01 April 2023, by way of Special Resolutions passed for their re-appointments in the Annual General Meeting of the Company held on 13 September 2022.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Sharad Kajaria, Wholetime Director of the Company is liable to retire by rotation in the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Brief profile and the information as required under the relevant provisions of the Act, Regulation 36 of the SEBI Listing Regulations and Secretarial Standards SS-2 are disclosed in the notice of the ensuing Annual General Meeting and forms part of the Annual Report.

b. Declaration by Independent Directors

The Independent Directors of the Company have given a declaration confirming that they continue to meet with the criteria of the independence as provided Section 149(6) of the Companies Act, 2013 as further amended by the Companies Amendment Act, 2017 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they have also confirmed that they are independent of the Management.

The Independent Directors also confirmed that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

In the opinion of the Board, each of the Independent Director possess requisite integrity, expertise and experience for acting as an Independent Director of the Company.

The Independent Directors have confirmed that they have registered their details in terms of Sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 in the Data Bank maintained by Indian Institute of Corporate Affairs (IICA). Online proficiency self-assessment test as contemplated under Rule 6(4) of the above-said Rules has also been passed by the concerned Independent Directors as applicable to them.

There has been no change in the circumstances which may affect their status as Independent director during the year under review. The Company has been regularly conducting Familiarization Programme for its Independent Directors and has posted its details on the website– http://www.itlindia.com/docs/Familiarisation_Programme.pdf.

c. Company's Policy on Director's appointment and remuneration

The Board of Directors as per the recommendation of the

Nomination and Remuneration Committee, framed a policy on selection and appointment of Directors and Senior Managerial personnel and their remuneration which was further amended by the Board in their Meeting held on 30 March 2019 in terms of the Amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018. The details of said policy are given in the Corporate Governance Report which forms part of this Annual Report.

DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

a. Board Meetings

The Board of Directors met 6 (Six) times during the financial year 2022-2023 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. Detailed information on the Board Meetings is provided in the Corporate Governance Report which forms part of this Annual Report.

b. Director's Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31 March 2023, the Board of Directors hereby confirms that:

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2023 and of the profit of the Company for that year;
- iii. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts of the Company have been prepared on a going concern basis;
- v. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

c. Committees of the Board

There are Four Committees of the Board of Directors of the Company viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. During the year, the Business

Advisory Committee of the Board has been dissolved w.e.f. 07 May 2022. Detailed information on all the Committees is provided in the Corporate Governance Report along with the details of extract from Nomination and Remuneration Policy of the Company with respect to remuneration of Executive Directors, Key Managerial Personnel and other senior employees of the Company. Policies framed by the Board pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available on the Company's Website -<https://www.itlindia.com/corporate.html>.

Disclosure in respect of composition of Committees, Committee Meetings held, attendance of members, Terms of reference of the Committee and other related matters are made in the Corporate Governance Report attached and forms part of this Annual Report.

POLICIES

a. Vigil Mechanism Policy for the Directors and Employees

The Board of Directors of the Company have pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed a "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. The Policy is available on the Company's website- <http://www.itlindia.com/corporate.html>

The employees of the Company have the right to report their concern/ grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

b. Risk Management Policy

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

c. Policies and Procedures (Mechanism)

The Board of Directors of the Company has laid down policies and procedures in case of Leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information in their Meeting held on 30 March 2019 in terms of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD

The Board of Directors has carried out annual evaluation of its own performance, Committees of the Board and individual directors pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

A statement indicating the manner for evaluation of performance of the Board, its committees and individual Directors is stated in the Corporate Governance Report forming part of this Annual Report.

INTERNAL CONTROL SYSTEMS

Adequate internal control systems commensurate with the nature of the Company's business, size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

PAYMENT OF REMUNERATION/ COMMISSION TO DIRECTORS FROM HOLDING OR SUBSIDIARY COMPANIES

None of the managerial personnel i.e. Managing Director and Whole-time Director of the Company are in receipt of remuneration/ commission from the Subsidiary Companies of the Company. The Company has no holding company.

AUDITORS AND REPORTS

The matters related to Auditors and their Reports for the year ended 31 March 2023 are as under: -

a. Report of Statutory Auditors on Accounts for the Year ended 31 March 2023

The auditor's report does not contain any qualification, reservation or adverse remark or disclaimer or modified opinion.

b. Secretarial Audit Report

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates, the Company to obtain a Secretarial Audit Report in Form MR-3 from a Practicing Company Secretary. M/s. Rathi and Associates, Company Secretaries had been appointed as Secretarial Auditors to issue Secretarial Audit Report for the financial year 2022-2023.

Secretarial Audit Report includes an observation that the Company has not appointed an Independent Director on the Board of its Material Subsidiary, i.e. 123Stores Inc. The

Board of Directors hereby clarifies that as the 123Stores Inc. is a US subsidiary, the Board is looking for a suitable candidate to be appointed as an Independent Director of the Company and who shall be recommended to be appointed on the Board of 123Stores Inc.

Secretarial Audit Report issued by M/s. Rathi and Associates, Company Secretaries in Form MR-3 for the financial year 2022-2023 forms part of this report as Annexure IV.

c. Statutory Auditors

The members of the Company in the 25th Annual General Meeting held on 29 October 2020 appointed M/s. Singhi & Co., Chartered Accountants (Firm Registration. No 302049E) for a term of 5 years from the conclusion of the 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting. The said Auditors have given their consent to act as the Statutory Auditors of the Company up to the financial year ended 31 March 2025.

d. Cost Auditors

The Cost Audit in terms of the provisions of the Companies Act, 2013 and The Companies (Cost Records and Audit Rules), 2014 are not applicable to the Company.

e. Fraud Reporting

During the year under review, no instances of fraud were reported by the Statutory Auditors of the Company.

ANNUAL RETURN

The Annual Return for the year ended 31 March 2022 in Schedule-V which was filed with the Registrar of the Companies is also uploaded on the Website of the Company and the link for the same is <http://www.itlindia.com/statutory.html>. The Annual return of the Company for the financial year ended 31 March 2023 is uploaded on the Website of the Company and the link for the same is <http://www.itlindia.com/statutory.html>.

CODE OF CONDUCT

The Company has laid down a robust Code of Business Conduct and Ethics, which is based on the principles of ethics, integrity and transparency. More details about the Code is given in the Corporate Governance Report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the year under review, no application was made by the

Company or proceedings were pending under the Insolvency and Bankruptcy Code, 2016 against the Company or any of its Subsidiaries.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not done any one time settlement with any of the Lenders/ Financial Institutions/ Banks of any loan facility provided by them, therefore disclosure under the given head is not applicable.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in Annexure II which forms part of this Report.

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, during the financial year under review, the Company was not required to spend any amount towards Corporate Social Responsibility activities.

Further, as the provisions of the Section 135 were not applicable to the Company, there is no Annexure on Annual Report on CSR for the Financial Year 2022-2023.

The Company has always been otherwise actively donating voluntarily for the charitable purposes or out of the social obligations.

PARTICULARS OF EMPLOYEES AS PER SECTION 197 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to Section 197 read with Rule 5(1) and 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as Annexure III.

The Managing Director and Whole Time Director of the Company

had not received any commission from the Company and also not received any remuneration or commission from its subsidiary company.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the Financial year under review, in terms of Section 118(1) of the Companies Act, 2013, the Company has complied with the Secretarial Standards SS-1 and SS-2 on Board Meetings and Annual General Meeting issued by the Institute of Company Secretaries of India (ICSI).

SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS

Subject to the applicable provisions of the Companies Act, 2013, and applicable law, all documents, including the Notice and Annual Report shall be sent through electronic means (e-mail) in respect of members whose email IDs are registered in their demat account or are otherwise provided by the members.

DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Also, the Company has taken sufficient measures and adopted a policy in terms of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder. During the year under review, no complaints in relation to sexual harassment at workplace have been reported.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

A detailed review of the operations, performance and future outlook of the Company and its business is given in the Management's Discussion and Analysis Report and the same forms part of this Report.

CORPORATE GOVERNANCE REPORT

The Company is committed to uphold the values of transparency, integrity, accountability and ethical corporate citizenship across all its business activities. This commitment lays down the foundation of its governance practices which focus on creating sustainable value for the stakeholders.

The Company has laid down Code of Conduct to which the Board

and Senior Management have affirmed compliance. The Code is displayed on the official website of the Company at [http://www.itlindia.com/investorrelations/corporate governance-Company Policies](http://www.itlindia.com/investorrelations/corporate%20governance-Company%20Policies).

The Company has complied with the provisions of Corporate Governance requirements, as stipulated under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on Corporate Governance forming part of the Directors' Report and the certificate from a Practicing Company Secretaries pursuant to the said Regulation is attached with the Corporate Governance Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

Business Responsibility and Sustainability Reporting is not applicable to the Company, hence the disclosure under the given head is not made.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to place on its gratitude to customers, shareholders, suppliers, bankers, business partners/ associates and financial institutions for their consistent support and encouragement to the Company.

For and on behalf of the Board

Place : Kolkata
Date : 29 May 2023

ARVIND KAJARIA
Managing Director
(DIN No. 00106901)

SHARAD KAJARIA
Whole-time Director
(DIN No. 00108036)

Registered Office:

CIN: L24133MH1996PLC197857

A-502, Prathamesh, Raghuvanshi Mills Ltd. Compound,
Senapati Bapat Marg, Lower Parel (W),

Mumbai – 400 013

Tel: 022 4004 0008 Fax: 022 2490 3123

Email: intrasoft@itlindia.com Website: www.itlindia.com

ANNEXURE I

FORM AOC-1

PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

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

PART A SUBSIDIARIES

(Amount ₹ in Lacs)

1	Name of the subsidiary	123 Greetings. com, Inc.	Intrasoft Ventures Pte. Ltd. (Standalone)	One Two Three Greetings (India) Private Limited	123Stores, Inc. * (Consolidated)
2	Date since when Subsidiary was acquired (DOA)	27 May 1999	12 April 2007	31 January 2007	05 September 2015
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company	Same as Holding Company	Same as Holding Company	Same as Holding Company
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	USD, 1 USD = 82.165	SGD, 1 SGD = 61.72	INR	USD, 1 USD = 82.165
5	Share capital	82.17	894.94	200.00	821.65
6	Reserves and Surplus	117.08	(49.41)	15.14	6,340.45
7	Total Assets	224.93	848.62	215.97	25,134.35
8	Total Liabilities	25.68	3.09	0.83	17,972.25
9	Investments	-	834.81	-	-
10	Turnover	868.07	-	11.76	44,814.21
11	Profit before taxation	3.23	0.96	7.79	1,007.00
12	Tax Expense	0.81	-	1.43	169.25
13	Profit for the Year	2.42	0.96	6.36	837.75
14	Proposed Dividend	-	-	-	-
15	% of shareholding	100	100	100	100
16	Contribution to the overall performance of the Company during the period under report (%)	0.29%	0.11%	0.76%	97.17%

* 123Stores, Inc. is a Wholly Owned Subsidiary of Intrasoft Ventures Pte. Ltd (DOA - 01 October 2014). The Consolidated Performance consists of 123Stores, Inc. and its wholly owned subsidiary 123Stores Ecommerce Private Limited (DOA – 05 September 2015).

PART B ASSOCIATES AND JOINT VENTURES

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

There is no Company which is an Associate or Joint Venture of the Company.

Note:

1. There is no subsidiary of the Company which is yet to commence operations.
2. No associates or joint ventures have been liquidated or sold during the year.

ANNEXURE II

PARTICULARS PURSUANT TO SECTION 134(3) (m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

I. CONSERVATION OF ENERGY

The Company is engaged in development and delivery of e-commerce and e-cards through internet platform. Considering the nature of the business in which the Company is engaged, energy cost forms an insignificant portion of the total expenses and hence the financial impact of the said cost is not material. Adequate measures have, however, been taken to conserve energy at optimum level.

II. RESEARCH AND DEVELOPMENT

1. Specific areas in which R&D is carried out by the Company:

The Company operates in the Internet / Information Technology based industry, wherein new developments and phasing out of technologies occur rapidly on a continuous basis. Evaluation of developments in the industry are undertaken by the Company on a regular basis with a view of adopting and adapting such developments based on their suitability analyzed in light to the business in which the Company is engaged in. These actions help the Company to improve the areas in which the Company and/or its wholly owned subsidiaries are engaged.

2. Benefits derived as a result of the above R&D:

Research and Development activities undertaken for the purpose of ensuring consistency with the changing business environment allows us to enhance quality, productivity and customer satisfaction which ultimately results in increased number of users accessing the website of the Company and thus benefits the Company.

3. Future Plan of action:

To enable to make its website much more customer-centric, the Company is continuously working on findings and evaluating new technologies, processes, frameworks and methodologies.

4. Expenditure on R&D:

The Company's R&D activities are part of its normal commercial operations. There is no separate R&D department. Hence, there is no specific budget earmarked for R&D expenditure. Considering the continuous expenditure on such account, it is also not practical to identify R&D expenditure out of total expenditure incurred by the Company.

III. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts in brief, made towards technology absorption, adaptation, innovation and benefits derived:

For the purpose of ensuring productivity and improvement in the quality on a continual basis the technical resources of the Company attend several seminars and workshops organized by various institutions as required from time to time in accordance with the change in the technological environment.

2. Information regarding technology imported during last 5 years:

The Company meets its technology requirement through developing it in-house and/ or through purchasing it on domestic basis and hence there are no imports in the last 5 years.

3. Foreign Exchange Earnings and Outgo:

i) Activities relating to exports:

The Company is engaged in development and delivery of e-commerce and e-cards globally through internet platform. Constant endeavor is made to ensure increase in usage of Company's services by the end users in different countries.

ii) Total foreign earnings used and earned:

Information on foreign exchange earnings and outgo is furnished below:

	Year ended 31 March 2023 (₹ in Lacs)
Earnings	
IT Enabled Services	616.94
Expenditure	
Travelling	18.41
Subscription and Membership fee	5.13
Others	0.06

ANNEXURE III

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12)
OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-2023, ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the financial year 2022-2023 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director / KMP	% increase in remuneration in the FY 2022-2023.	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Arvind Kajaria Managing Director	NIL	6.57	PAT decreased by 95.76% from FY 2021-2022
2	Mr. Sharad Kajaria Whole-time Director	NIL	6.16	
3	Mr. Rupinder Singh Independent Director #	Nil	0.29	NA
4	Mr. Anil Agarwal Independent Director #	Nil	0.29	NA
5	Mrs. Savita Agarwal Independent Director #	NIL	0.22	NA
6	Mr. Ashish Arun Independent Director	Nil	0.29	NA
7	Mr. Mohit Kumar Jha Chief Financial Officer	15.61	4.33	PAT decreased by 95.76% from FY 2021-2022.
8	Mr. Pranvesh Tripathi Company Secretary	1.08	2.63	

Only sitting fees is paid to the Independent Directors.

- ii) 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 if there are any exceptional circumstances for increase in the managerial remuneration: NA
- iii) List of top 10 employees of the Company in terms of remuneration drawn and employees who drawn remuneration during the financial year not less than ₹ 1.02 Crores per annum:

Sr. No.	Name	Designation	Date of Joining	Remuneration (in ₹ Lacs)	Age (years)	Experience (Years)	Qualification	Last employment and designation held
1.	Arvind Kajaria	Managing Director	26 June 1998	72.11	58	33	Degree in Business Administration	NA
2.	Sharad Kajaria	Whole-time Director	27 February 1996	67.61	47	24	Bachelor's Degree in Commerce	NA
3.	Mukesh Kumar Goel	General Manager	01 April 1997	65.51	55	32	Master's Degree in Commerce	Cieco Securities Ltd, Accounts Executive
4.	Mohit Kumar Jha	CFO	18 February 2013	47.52	45	20	Chartered Accountant	HDFC Bank Ltd, Sr. Manager
5.	Sajal Kumar Basu	Technical Head	22 December 2003	30.05	41	19	Master of Science in Information Technology	NA
6.	Pranvesh Tripathi	Company Secretary & Compliance Officer	10 May 2016	28.84	48	22	Company Secretary	Gabriel India Limited - Company Secretary & Legal Head
7.	Vishal Gupta	Manager – Finance & Compliance	14 February 2012	19.65	44	19	Chartered Accountant	Goenka Suresh & Associates, Chartered Accountants – Audit Manager
8.	S Pradeep	Sr. Specialist - Technology	17 February 2005	17.81	39	18	Bachelor's Degree in Science	NA
9.	Pratha Pratim Sarkar	Sr. Specialist - Technology	04 October 2004	17.79	45	23	MCA (Computers), B. Com.	CMC Limited- Senior Faculty and Software Programmer
10.	Sudipto Das	Sr. Specialist - Technology	30 June 2004	16.49	42	19	Bachelor's Degree in Science	NA

- iv) Employees employed for the part of the year and drawn remuneration during the financial year 2022-2023 at a rate which in aggregate was not less than ₹ 8.50 Lacs per month: NA
- v) The median remuneration of the employees of the Company during the financial year was ₹ 10.97 Lacs.
- vi) In the financial year 2022-2023, there was a decrease of 6.79% in the median remuneration of employees.
- vii) There were 30 permanent employees on the rolls of the Company as on 31 March 2023.
- viii) Explanation on the Relationship between average increase in remuneration and Company performance:

As compared to the Profit of the Company for the FY 2022-2023 which was decreased by 95.76%, the average decrease in remuneration was 1.54%.

- ix) Comparison of remuneration of the KMP against the performance of the Company:

The total remuneration of KMP was increased by 3.21% compared to PAT which was decreased by 95.76%.

- x) Variations in the market capitalization of the Company: The market capitalization as on 31 March 2023 was ₹ 144.95 Cr. (₹ 277.18 Cr. as on 31 March 2022)
- xi) Price Earnings ratio of the Company as at 31 March 2023 was 984.0 as against 83.47 as at 31 March 2022.
- xii) Percent increase over decrease in the market quotation of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year:

Particulars	31 March 2022	12 April 2010 (Date of Listing)	% increase
Market Price (BSE)	₹98.40	₹ 159.35	(38.24)
Market Price (NSE)	₹98.30	₹ 159.10	(38.21)

- xiii) Average percentage decrease made in the salaries of employees other than the KMP in the FY 2022-2023 was 4.51% whereas the increase in the KMP remuneration for the same FY was 3.21.
- xiv) There are no variable component of remuneration availed by the directors.
- xv) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable
- xvi) It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company for its Directors, Key Managerial Personnel and other Employees.

For IntraSoft Technologies Ltd

ARVIND KAJARIA
Managing Director
(DIN No. 00106901)

SHARAD KAJARIA
Whole-time Director
(DIN No. 00108036)

ANNEXURE IV

SECRETARIAL AUDIT REPORT

[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]

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

To
The Members

INTRASOFT TECHNOLOGIES LIMITED

502A, Prathamesh, Raghuvanshi Mills Compound
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by Intrasoft Technologies Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended 31 March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (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 (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
 - a. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;
 - 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, 2009.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014.

We further report that, having regard 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 Company has complied with other Acts, Laws and Regulations applicable specifically to the Company, viz.

- a. Software Technology Park of India
- b. Foreign Exchange Management (Export of Goods and Services) Regulations, 2000.

- c. West Bengal Policy on Information and Communication Technology, 2012;

We have also examined compliance with the applicable clauses of:

- (a) the Secretarial Standards including the Secretarial standards issued by the Institute of Company Secretaries of India under the provisions of the Companies Act, 2013, as amended from time to time and
- (b) the Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except for the appointment of Independent Director of the Company on the Board of Directors of the unlisted material subsidiary pursuant to Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherein the Company has not appointed Independent Director of the Company on the Board of the material subsidiary i.e. 123 Stores Inc.

We further report that:

The Board of Directors of the Company is duly constituted with

proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the financial year under report were carried out in compliance with the provisions of the Act.

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

None of the members have communicated dissenting views, in the matters / agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

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

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

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

JAYESH M. SHAH

PARTNER

FCS No. 5637

COP No. 2535

UDIN: F005637E000412109

Date : 29 May 2023

Place : Mumbai

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

ANNEXURE - A

To

The Members

INTRASOFT TECHNOLOGIES LIMITED

502A, Prathamesh, Raghuvanshi Mills Compound

Senapati Bapat Marg, Lower Parel,

Mumbai - 400 013

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

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

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

JAYESH M. SHAH

PARTNER

FCS No. 5637

COP No. 2535

Date : 29 May 2023

Place : Mumbai

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the framework by which the Company ensures transparency in all its dealings and whereby various stakeholders' interests are balanced. The Company's philosophy on Corporate Governance is to achieve business excellence by enhancing the long term welfare of all its stakeholders. Through the Governance mechanism in the Company, the Board together with its Committees undertakes its fiduciary responsibilities to all its stakeholders, including shareholders, employees, the government, lenders and society by ensuring trusteeship, transparency, accountability and equality, in all phases of its operations and decision making.

2. BOARD OF DIRECTORS

a) Composition of the Board:

The Board has an ideal combination of Executive and Non-Executive Independent Directors, which is in conformity with the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As on 31 March 2023, the Board comprises of 6 (Six) Directors of which 2 (Two) are Executive Directors representing promoters and 4 (Four) are Non-Executive Independent Directors

including one Woman Independent Director. Both the Executive Directors are liable to retire by rotation.

All the independent directors meet with the criteria as provided in the Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management of the Company. Their respective tenure is in accordance with the provisions of the Companies Act, 2013. The terms of appointment of the Independent Directors is disclosed on the website of the Company.

None of the non-executive Directors on the Board of the Company has attained the age of 75 years and is subject to re-appointment in the financial year 2023-2024.

The Company has received disclosures from all the directors about their Directorship and membership on the Board & Committees of other companies. As per disclosure received from Director(s), none of the Directors hold Directorship in more than 7 (seven) listed Companies. None of the Directors holds membership in more than 10 (Ten) Committees and Chairmanship in more than 5 (Five) Committees. The composition of the Board during the year ended 31 March 2023 and other relevant details relating to Directors are given below:

Name of the Director	Designation	Category of Directorship	Other Companies		
			Board Directorship**	Committee Membership#	Committee Chairmanship#
Mr. Arvind Kajaria DIN: 00106901	Managing Director	Promoter; Executive	-	-	-
Mr. Sharad Kajaria DIN: 00108036	Whole-time Director	Promoter; Executive	-	-	-
Mrs. Savita Agarwal DIN: 00062183	Director	Non-Executive; Independent	1	-	-
Mr. Rupinder Singh DIN: 02815733	Director	Non-Executive; Independent	-	-	-
Mr. Anil Agarwal DIN: 00122053	Director	Non-Executive; Independent	-	-	-
Mr. Ashish Arun^ DIN: 06431791	Director	Non-Executive; Independent	-	-	-

** Directorships in Private and Foreign Companies, if any are excluded.

Memberships/Chairmanship of only Audit Committee and Stakeholders' Relationship Committee have been considered.

^ Shareholders of the Company by way of passing resolution through Postal Ballot process approved the appointment in the category of Non-Executive Independent Director wef 14 March 2022.

Directorships held by the Directors in the other Listed Entities:

Name of the Director	Designation	Directorships in other Listed Companies	Category of Directorship in Other Listed Companies
Mr. Arvind Kajaria	Managing Director	None	None
Mr. Sharad Kajaria	Whole-time Director	None	None
Mr. Rupinder Singh	Independent Director	None	None
Mr. Anil Agarwal	Independent Director	None	None
Mrs. Savita Agarwal	Independent Director	None	None
Mr. Ashish Arun*	Independent Director	None	None

* Appointment of Mr. Ashish Arun approved by the Shareholders of the Company by way of special resolution passed on 09 June 2022 through Postal Ballot process. His appointment is wef 14 March 2022.

Declaration by the Independent Directors:

The Independent Directors have confirmed in their declaration that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Independent Directors have confirmed that they have registered their details in terms of Sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 in the Data Bank maintained by Indian Institute of Corporate Affairs (IICA). The Directors have passed the eligibility tests also as applicable.

Except Mr. Arvind Kajaria and Mr. Sharad Kajaria being brothers related to each other, none of the Directors have any inter-se relation among themselves.

The Board of Directors of the Company at its Meeting held on 30 May 2022 upon recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, had re-appointed Mr. Arvind Kajaria as Managing Director and Mr. Sharad Kajaria as Whole-time Director of the Company for a further term of 3 (three) years with effect from 01 April 2023 as their tenure was expiring on 31 March 2023.

The shareholders have also approved the Re-appointment of Mr. Arvind Kajaria as Managing Director and of Mr. Sharad Kajaria as Whole-time Director of the Company with effect from 01 April 2023, by way of Special Resolutions passed for their Re-appointments in the Annual General Meeting of the Company held on 13 September 2022.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Sahard Kajaria, Wholetime Director of the Company is liable to retire by rotation in the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

b) Appointment/Re-appointment of Directors:

The Shareholders of the Company passed a Special Resolution by way of Postal Ballot Process on 09 June 2022 and approved the Appointment of Mr. Ashish Arun as an Independent Director of the Company for a term of five (5) years wef 14 March 2022.

The necessary details of Director seeking re-appointment at the ensuing Annual General Meeting as required under Regulation 36 of SEBI Listing Regulations, 2015 is disclosed in the Notice convening the Annual General Meeting.

c) Board Meetings and Annual General Meeting:

During the financial year 2022-2023, 6 (Six) Board Meetings were held on 07 May 2022, 30 May 2022, 13 August 2022, 04 November 2022, 14 November 2022 and 14 February 2023. The previous Annual General Meeting of the Company was held on 13 September 2022. The details of attendance of Directors in Board Meetings and the previous Annual General Meeting are as follows:

Name of the Director	No. of Board Meetings Attended	Attendance at Last Annual General Meeting
Mr. Arvind Kajaria	6	Yes
Mr. Sharad Kajaria	6	No
Mrs. Savita Agarwal	6	Yes
Mr. Rupinder Singh	6	Yes
Mr. Anil Agarwal	6	Yes
Mr. Ashish Arun	6	Yes

The Board meets at least once in every quarter to review the quarterly financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues relating to the business and/or Performance Evaluation processes. The tentative annual calendar of Board Meetings for approving the accounts for the ensuing year is given in this report.

The gap between any two meetings was not in excess of one hundred twenty days. The necessary quorum was present in all the meetings.

Agenda papers containing all necessary information/documents were made available to the Board Members in advance to enable them to discharge their responsibilities effectively and take informed decisions. In cases where it was not practicable to attach or send the relevant information as a part of Agenda papers, the same were tabled at the Meetings with the permission of the Chairman.

The Board also reviews the compliance report of all laws applicable to the Company and also steps are taken by the Company to rectify instances of non-compliance, if any.

d) Code of Conduct:

The Board has laid down a Code of Conduct for all the Board Members and the Senior Management Personnel of the Company. The said Code is posted on the website of the Company at [http://www.itlindia.com/investorrelations/corporate governance-Company Policies](http://www.itlindia.com/investorrelations/corporate%20governance-Company%20Policies). All the Board Members and the Senior Management personnel have affirmed compliance to the Code as on 31 March 2023. The declaration on compliance of the Company's Code of Conduct duly signed by Mr. Arvind Kajaria, Managing Director of the Company, is annexed to and forms part of this Annual Report.

e) Familiarisation Programme

The Independent Directors of the Company are made familiar with their roles, responsibilities and duties towards the Company, nature of industry in which the Company operates, business model of the Company etc. on need basis or whenever there is induction of a new director. The most recent familiarisation programme was held on 14 March 2022. The detail of the familiarisation programme are available on the web link at http://www.itlindia.com/docs/Familiarisation_Programme.pdf.

f) A Chart setting out the Skills/Expertise/competence of the Board of Directors:

Skills/ Expertise/ Competence	Definitions of Directors Qualification	Name of the Director possessing the requisite Qualification
Financial	Leadership of a financial firm or management of the finance functions of an enterprise, resulting in proficiency in complex financial management, capital allocation, Treasury Operations, financial reporting processes, Chartered Accountant, Auditor.	Mrs. Savita Agarwal,
Gender diversity with independent views and judgement	Representation of gender that expand the Board's understanding of the needs and viewpoints of Company's different stakeholders Having an account and finance background with management and leadership qualities.	Mrs. Savita Agarwal
Global Business	Experience in driving business success in different markets in the world, particularly in United States. Regulatory framework and broad perspective on global market opportunities.	Mr. Arvind Kajaria, Mr. Sharad Kajaria
Leadership, Board Services and Governance	Leadership experience of significant enterprise/organisation its operations, business expansion, strategic planning and risk management. A management professional with experience of driving business growth. Experience of Board Management and as well managing shareholders' interests.	Mr. Arvind Kajaria
Technology	A significant background in technology including internet and new technology, resulting in knowledge of general disruptive innovations in internet technology and E-commerce business. Responsible for taking new technology initiatives in the Company.	Mr. Sharad Kajaria
Sales and Marketing	Experience in developing strategies to grow sales and market, vendor relations and negotiations, contracts management, enhance business and reputation of the organisation.	Mr. Sharad Kajaria, Mr. Arvind Kajaria.
Public Relations and Brand awareness	Build brand awareness through events management, marketing programmes, media management and enhance business and reputation of the organisation. Having experience to have worked in Public Relations area.	Mr. Rupinder Singh, Mr. Arvind Kajaria.
Capital Market Expertise	Experience of Capital markets and stock exchange operations and knowledge of regulatory framework and compliances of laws and regulations related to SEBI and capital market.	Mr. Anil Agarwal, Mr. Arvind Kajaria.
Restructuring (M&A) and Legal Advisory	Experience of leading growth through restructuring of businesses, acquisitions and other business combinations in line with Company's strategy and culture, knowledge of FEMA and RBI Laws. Legal Advisory in relation to applicable laws.	Mr. Arvind Kajaria, Mr. Ashish Arun

3. AUDIT COMMITTEE**a) Constitution of Audit Committee:**

As on 31 March 2023, the Audit Committee comprise 5 (five) members out of which 4 (four) members are Non-Executive Independent Directors and also 1 (One) Managing Director. All the members of the Audit Committee are financially literate. The Chairperson of the Committee is Mrs. Savita Agarwal, Independent Director, a member of the Institute of Chartered Accountants of India.

The Company Secretary acts as Secretary of the Committee.

b) Composition of Audit Committee and Number of Meetings Attended:

The Audit Committee of the Company is constituted as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. During the Financial Year 2022-2023, 4 (four) Meetings of the Audit Committee were held on: 30 May 2022, 13 August 2022, 14 November 2022 and 14 February 2023. The composition of the Audit Committee during the year ended 31 March 2023 and the details of number of meetings attended by members of the Committee are as under:

Committee Members	Designation	No. of Meetings Attended
Mrs. Savita Agarwal	Chairman	4
Mr. Rupinder Singh	Member	4
Mr. Anil Agarwal	Member	4
Mr. Arvind Kalaria	Member	4
Mr. Ashish Arun	Member	4

c) Attendees:

Mr. Pranvesh Tripathi, Company Secretary and Mr. Mohit Kumar Jha, Chief Financial Officer were in attendance in all the 4 (four) Audit Committee Meetings held during the financial year 2022-2023. The Audit Committee invited such other executives and personnel, as it considered appropriate to be present at its meetings. The necessary quorum was present at all the Meetings.

d) The Terms of Reference of the Audit Committee:

The terms of reference of the Audit Committee are in accordance with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and it inter alia includes:

- i) To interact with the auditors periodically about internal control systems, the scope of audit including the observations of auditors and review the quarterly, half-yearly and annual financial statements before submission to the Board and also ensure compliance of internal control systems.
- ii) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- iii) Recommending to the Board, the appointment, re-appointment and, removal of the statutory auditors, fixation of their remuneration and other terms of reference of their appointment
- iv) Approve payment for any other services rendered by the statutory auditors.
- v) 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 included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries 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 in the draft audit report.
- vi) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- vii) Reviewing, with the management, the statement of uses/application of fund 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 issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter on a quarterly basis as a part of quarterly review of financial results.
- viii) Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- ix) 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
- x) 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.
- xi) To look into the reasons for substantial defaults, if any, in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xii) Approval or any subsequent modifications of transactions with the related parties.
- xiii) Scrutiny of inter-corporate loans and investments.
- xiv) Reviewing and monitoring the auditor's

independence and performance and effectiveness of audit process.

- xv) Valuation of undertakings or assets of the Company, wherever it is necessary.
- xvi) Evaluation of internal financial controls and risk management systems.
- xvii) Reviewing the functioning of whistle blower mechanism.
- xviii) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience & Background etc. of the candidate
- xix) Reviewing the utilization of loans and/or advances from/investment by the Holding Company in the Subsidiary Company exceeding Rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
- xx) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- xxi) Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors.

The audit committee shall mandatorily review the following information:

- i. management discussion and analysis of financial condition and results of operations;
- ii. management letters/ letters of internal control weaknesses issued by the statutory auditors;
- iii. internal audit reports relating to internal control weaknesses; and
- iv. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
- v. statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - a. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

e) Powers of Audit Committee:

The Audit Committee has the following powers:

- i. To investigate any activity within its terms of

reference as above.

- ii. To seek information from any employee.
- iii. To obtain outside legal and professional advice, if necessary.
- iv. To secure attendance of outsiders with relevant expertise, if considered necessary.

4. NOMINATION AND REMUNERATION COMMITTEE

a) Constitution and Composition:

The Company has constituted Nomination and Remuneration Committee as per Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of four Non-Executive Independent Directors as its members. Mr. Rupinder Singh, Independent Director, Chairman of the Committee and Mr. Anil Agarwal, Mrs. Savita Agarwal and Mr. Ashish Arun being the members of the Committee. The Committee recommends policy relating to the appointment and remuneration for the directors, key managerial personnel and other senior level employees. The said Policy is approved by the Board and the same is placed on the Company's website at <http://www.itlindia.com/corporate.html>. During the FY 2022-2023, 1 (One) meeting was held on 30 May 2022.

Committee Members	Designation	No. of Meetings Attended
Mr. Rupinder Singh	Chairman	1
Mrs. Savita Agarwal	Member	1
Mr. Anil Agarwal	Member	1
Mr. Ashish Arun	Member	1

b) Terms of reference:

The terms of reference of the Committee inter alia includes:

- i) Identifying and selection of candidates for appointment as Directors / Independent Directors based on criteria fixed by the Committee;
- ii) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.

For every appointment of an independent director, the Nomination and Remuneration Committee shall

evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regards to diversity; and
 - c. consider the time commitments of the candidates.
- i) Identifying potential individual for appointment as Key Managerial Personnel and to other Senior Management positions, if any;
 - ii) Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration;
 - iii) Devise a policy of diversity of the Board of the Directors;
 - iv) Formulate the criteria and Specify the manner for effective evaluation of performance of Board, its Committees, individual directors and independent directors to be carried out either by the Board, by the Nomination and Remuneration Committee, or by an Independent external agency and review its implementation and compliance.
 - v) To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
 - vi) Board Diversity and criteria for the independence, positive attributes, qualifications and experience of directors.

c) Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In the Board Meeting held on 14 February 2023 the Board carried out annual performance evaluation of its own performance and as well as that of its Committees and individual Directors including the Independent Directors and the Chairman of the Company.

The Board evaluation covered a structural evaluation process based on the criteria formulated and the manner specified by the Nomination and Remuneration Committee of the Company. It covered various aspects

of the Board and its Committees such as composition, experience & competencies, Meetings of the Board and Committees, Circulation of Agenda and the quality of Agenda, discussions and deliberations at the Board Meetings and the Committee Meetings, recording of Minutes, performance of specific duties & obligations, contributions received and active participation by the Members of the Board and respective Committees, Structure, effectiveness and Independence of the Committees.

A separate exercise was carried out by the Board to evaluate the performance of individual Directors including the Chairman and the Independent Directors based on the criteria formulated and the manner specified by the Nomination and Remuneration Committee of the Company. The evaluation carried out based on different parameters such as qualification, experience, knowledge and competency, ability to function as a team, initiative, integrity, commitment and contributions. Additionally, Independent Directors also evaluated for their Independent views and judgment. The Evaluation process carried out based on the mechanism of obtaining affirmation from the Independent Directors that they met the independence criteria and are independent of the Management, as specified in the SEBI Listing Regulations. Evaluation of the Chairperson of the Company carried out from the aspects of effectiveness of leadership and ability to steer the Meetings, impartiality and ability to keep shareholders' interests in mind etc.

During the FY 2022-2023, separate Meetings of the Independent Directors was also held on 14 February 2023.

d) Remuneration Policy:

- I. The Committee formulates and recommends to the Board a policy relating to the remuneration for the directors, key managerial personnel, senior management and other employees and while formulating the Policy, the Committee ensured that
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

II. Executive Directors/Key Managerial Personnel and other senior level Employees:

The Committee annually reviews the corporate goals and objectives applicable to the Executive Directors/ Key Managerial Personnel and other senior level employees, evaluate at least annually the Executive Directors' Key Managerial Personnel's and other senior level employees' performance in light of those goals and objectives and shall also annually review:

- annual base salary,
- annual incentive bonus, including the specific goals and amount,
- equity compensation, if any
- employment agreements, severance arrangements, and change in control agreements/ provisions, and

- any other benefits, compensation or arrangements, based on this evaluation.

The Committee is responsible for administering the Company's equity incentive plans, if any, including the review and grant of awards to eligible employees under the plans and the terms and conditions applicable to such awards, subject to the provisions of each plan.

Mr. Arvind Kajaria and Mr. Sharad Kajaria are Executive Directors. The remuneration of the aforesaid Executive Directors is in accordance with the recommendation of the Nomination & Remuneration Committee and approvals obtained from the Board of Directors and shareholders.

Details of remuneration paid to Executive Directors for the year ended 31 March 2023 are given below:

Name of the Executive Director	Designation	Salary & Allowances (₹ in Lacs)	Perquisites (₹ in Lacs)	Total (₹ in Lacs)
Mr. Arvind Kajaria	Managing Director	72.00	0.11	72.11
Mr. Sharad Kajaria	Whole-time Director	67.50	0.11	67.61

The Executive Directors have not been issued any Stock Options, pension benefits etc. and they are also not entitled for performance linked incentives and severance fees.

The Company or the Executive Director can with the notice of period of three (3) months terminate the contract with the Executive Director.

III. Non-Executive Directors:

Non-Executive Directors of the Company are paid ₹ 0.20 Lacs for attending each Board Meeting and Committee Meeting. Except sitting fees no other payments have been made to the Non- Executive Directors.

Details of the Sitting fees paid during the year 2022-23 for attending the Board Meetings and Committee Meetings are as under:

Name of the Non-Executive Director	Sitting Fees paid (₹ in Lacs)
Mrs. Savita Agarwal	2.40
Mr. Rupinder Singh	3.20
Mr. Anil Agarwal	3.20
Mr. Ashish Arun	3.20
Total	12.00

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Constitution and Composition

The Company has constituted Stakeholders' Relationship Committee as per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The Stakeholders' Relationship Committee comprises of four directors of which majority of them are Independent Directors and the Chairman of the Committee is Mr. Anil Agarwal, an Independent Director. Mr. Arvind Kajaria, Managing Director, Mr. Rupinder Singh and Mr. Ashish Arun, Independent Directors are the other members of

the Committee. The said Committee primarily looks into various issues relating to shareholders viz. transfer and transmission of shares, non-receipt of dividend and any other grievances of the investors and take necessary steps for redressal thereof.

During the year under review, 4 (Four) meetings of Stakeholders' Relationship Committee were held on, 30 May 2022, 13 August 2022, 14 November 2022 and 14 February 2023. The composition of the Stakeholders' Relationship Committee and details of number of meeting attended by the members of the Committee are as under:

Name of Director	Designation	No. of Meetings Attended
Mr. Anil Agarwal	Chairman	4
Mr. Rupinder Singh	Member	4
Mr. Arvind Kalaria	Member	4
Mr. Ashish Arun	Member	4

- b) Mr. Pranvesh Tripathi, Company Secretary acts as Compliance Officer of the Company and acts as a Secretary of the Committee.

The Company has designated the Email Id of the Compliance Officer: for investor relation, and the same is prominently displayed on the Company's website intrasoft@itlindia.com

- c) The details of complaints received, complaints resolved during the year 2022-2023 and pending as at the end of the year is as follows:

Nature of Requests/ Grievances/Complaints	Opening Balance as on 1 April 2022	Received during the year	Resolved during the year	Closing Balance as on 31 March 2023
Transfer/Transmission/Dividend	0	0	0	0
Total				0

- d) **Terms of Reference:**

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- a) **Constitution and Composition**

The Company has a constituted Corporate Social Responsibility Committee. The Committee formed by the Company formulates the policy and recommends to the Board to undertake various activities mentioned under Schedule VII of the Companies Act, 2013 as may be applicable in case of Company has required Net Profit in terms of the Section 135 of the Companies Act, 2013 and applicability of other provisions as per the Act and the CSR Rules made thereunder. However, the Company was not required to spend any amount towards CSR activities, no meeting of the Corporate Social Responsibility Committee was held during the financial year 2022-2023. There are also no unspent CSR Amounts of the any of the previous financial years or any ongoing projects undertaken by the Company. The composition of the Corporate Social Responsibility as at the end of the Financial Year 2022-2023 is as under:

Name of Director	Designation	No. of Meeting Attended
Mr. Arvind Kalaria	Chairman	—
Mr. Rupinder Singh	Member	—
Mr. Anil Agarwal	Member	—
Mr. Ashish Arun	Member	—

- b) **Terms of Reference:**

- To frame CSR policy and review it from time to time.
- The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-

- a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
 - b) The manner of execution of such projects or programmes as specified in sub-rule (1) of Rule 4.
 - c) The modalities of utilization of funds and implementation schedules for the projects or programmes.
 - d) Monitoring and reporting mechanism for the projects or programmes; and
 - e) Details of need and impact assessment, if any, for the projects undertaken by the company
- iii) To ensure implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
 - iv) To ensure the compliance with the laws, rules & regulations governing the CSR.
 - v) To monitor the amount spent under CSR and transfer of unspent amount to the special account or specified funds under Schedule VII of the CSR Rules as may be applicable.

7. BUSINESS ADVISORY COMMITTEE

a) Constitution and Composition

During the year, The Business Advisory Committee of the Board was dissolved wef 30 May 2022.

8. INDEPENDENT DIRECTORS' MEETING

During the year, A meeting of Independent directors was held on 14 February 2023.

9. GENERAL BODY MEETINGS

- i) Location, time and date of Annual General Meetings (AGM) of the Company held during previous 3 years, are given below:

Financial Year	Date	Time	Location of the Meeting
2019-20	29 October 2020	3.00 P.M.	The Meeting was held in Video Conferencing (VC) /Other Audio Visual Means (OAVM)
2020-21	28 September 2021	3.00 P.M.	The Meeting was held in Video Conferencing (VC) /Other Audio Visual Means (OAVM)
2021-22	13 September 2022	3.00 P.M.	The Meeting was held in Video Conferencing (VC) /Other Audio Visual Means (OAVM)

- ii) Details of Special Resolutions approved in the Annual General Meetings held during previous 3 years are as under:

Financial Year	Particulars of Special Resolution Passed
2019-2020	1. Re-appointment of Mr. Arvind Kajaria as Managing Director w.e.f. 1 April 2020; and 2. Re-appointment of Mr. Sharad Kajaria as Whole-time Director of the Company w.e.f. 1 April 2020.
2020-2021	No Special Resolution
2021-2022	1. Re-appointment of Mr. Arvind Kajaria as Managing Director w.e.f. 1 April 2023; and 2. Re-appointment of Mr. Sharad Kajaria as Whole-time Director of the Company w.e.f. 1 April 2023.

- iii) Resolutions through Postal Ballot:

During the financial year 2022-2023 there were two (2) events when Postal Ballot process was carried out to take the approval from the Shareholders of the Company to pass the Special Resolutions.

Postal Ballot Event-1

Date of Passing of Resolution	Resolution No.	Purpose	Votes in favour of the resolution		Votes against the resolution	
			No. of Votes	%	No. of Votes	%
09 June 2022	1	Appointment of Mr. Ashish Arun (DIN: 06431791) as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from 14 March 2022.	7044010	100	40	0

The Postal Ballot Notice containing resolution & the statement to be annexed to the said notice was sent to all the Shareholders through electronic means on 09 May 2022 to vote through the mechanism of remote e-voting on the resolutions proposed as per Postal Ballot Notice in accordance with the provisions of the Act and the Rules made thereunder and in compliance with the various Circulars, viz, with General Circular Nos. 14/2020 dated 08 April 2020 and 17/2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021 and 03/2022 dated 05 May 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 issued by the Securities and Exchange Board of India (SEBI) along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any including any statutory modifications/amendments thereof.

Mr. Jayesh Shah, Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Chairman declared the results of the Postal Ballot on 10 June 2022 and the same was informed to the Stock Exchanges.

Postal Ballot Event- 2

Date of Passing of Resolution	Resolution No.	Purpose	Votes in favour of the resolution		Votes against the resolution	
			No. of Votes	%	No. of Votes	%
24 March 2023	1	Authority for giving Loan(s), providing Guarantee(s), securities or to make Investment(s) pursuant to Section 186 of the Companies Act, 2013.	5624685	99.79	11665	0.21
	2	Authority to borrow in excess of limit specified under Section 180(1) (c) of the Companies Act, 2013 but not exceeding ₹ 200 Crores.	5624685	99.79	11665	0.21
	3	Authority to create charge, mortgage and/or hypothecation on the assets of the Company under Section 180(1) (a) of the Companies Act, 2013 up to the limit of ₹ 200 Crores.	5624685	99.79	11665	0.21

The Postal Ballot Notice containing resolution & the statement to be annexed to the said notice was sent to all the Shareholders through electronic means on 21 February 2023 to vote through the mechanism of remote e-voting on the resolutions proposed as per Postal Ballot Notice in accordance with the provisions of the Act and the Rules made thereunder and in compliance with the various Circulars, viz, with General Circular Nos. 14/2020 dated 08 April 2020 and 17/2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021, 03/2022 dated 05 May 2022 and 11/2022 dated 28 December 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 issued by the Securities and Exchange Board of India (SEBI) along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any including any statutory modifications/amendments thereof.

Mr. Jayesh Shah, Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Chairman declared the results of the Postal Ballot on 25 March 2023 and the same was informed to the Stock Exchanges.

9. OTHER DISCLOSURES

a. Related Party transactions:

All the transactions entered into during the financial year ended 31 March 2023 with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were in the ordinary course of business and on arm's length pricing basis. All the Related Party Contracts were entered into with its Wholly Owned Subsidiaries. The details in respect of transactions entered into with related parties are included in the Notes to financial statements of the Annual Report. There were no materially significant transactions with related parties during the financial year ended 31 March 2023 that may have potential conflict with the interests of the Company.

Policy on Related party transaction is reviewed by the Board of Directors at least once in every three (3) years. The Board of Directors in their Meeting held on 14 March 2022 reviewed the Related Party Transaction Policy and approved the amendments in the policy in terms of the amendments in SEBI LODR 2015 which are effective 01 April 2022.

The Related Party Transaction Policy as approved by the Board is available on Company's website http://www.itlindia.com/docs/Policy_on_Related_Party_Transactions.pdf.

The Board, has also approved and adopted a policy for determining material subsidiaries in their Meeting held on 30 March 2019 which is available on the Company's website http://www.itlindia.com/docs/Policy_on_Material_Subsidiaries.pdf

b. Whistle Blower Policy / Vigil Mechanism:

The Board of Directors of the Company has pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 framed a "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of genuine concerns under any of the Acts, Laws and Regulations as applicable to the Company. The details of Vigil Mechanism framework are posted on the website of the Company.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Whistle Blower Policy is available on the Company's website <http://www.itlindia.com/corporate.html>

c. Shareholdings of the Non-Executive Directors as on 31 March 2023 is as under

None of the non-executive directors hold any shares of the Company.

d. The Company has complied with the requirements of Regulatory Authorities on Capital Markets and no strictures or penalties were imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority during the last three years.

e. The Company has complied with all the mandatory requirements under Part A of Schedule II of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereto pertaining to Corporate Governance compliances

f. The Company has complied, wherever applicable, with the corporate governance requirements specified in Regulations 17 to 27 and clauses (a) to (z) of sub-

regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the requirement of Regulation 24 (1) in respect to the appointment of an Independent Director on the Board of the material subsidiary, i.e. 123Stores, Inc.

- g. Since the Company is not engaged in the field of manufacturing goods, disclosures on commodity price risks and commodity hedging activities are not applicable.
- h. During the FY 2022-2023, no complaints were filed and disposed of and no complaints were pending as on the end of the financial year in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.
- i. A Certificate from M/s. Rathi & Associates, Company Secretaries, is annexed to the report certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.
- j. During the financial year 2022-2023 no such recommendations of any Committees of the Board were made, which was mandatorily required and which had not been accepted by the Board of the Company.
- k. During the financial year 2022-2023, the Company paid a total fees amounting to ₹ 19.50 Lacs to the Statutory Auditors M/S. Singhi & Co., Chartered Accountants, Statutory Auditors (appointed w.e.f. 11 September 2020) for all services rendered to the Company and its Subsidiaries, on a consolidated basis,
- l. During the financial year 2022-2023, the Company had not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI (LODR).
- m. During the financial year 2021-2022, the Company had filed a Draft Letter of Offer with the Stock Exchanges for raising funds up to ₹ 49.96 Crores by issue and allotment of Equity shares on Rights basis to the existing equity shareholders of the Company. The Company has also received the In-principle approval from NSE on 21 March 2022 and from BSE on 29 March 2022. However, The Company has not gone ahead with the said raising of funds by issue of equity shares on Rights

basis during the financial year 2022-2023.

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

Material Subsidy	123Stores, Inc.
Date of Incorporation	6 September 2014
Place of Incorporation	Delaware (USA)
Name of the statutory Auditor	Jay Maru, Certified Public Accountant Washington State (USA)
Date of Appointment	11 April 2022

10. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27(1) READ WITH PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The status of compliance with discretionary recommendations prescribed in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

- A. **Shareholders' Rights:** As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
- B. **Statement on Impact of Audit Qualifications in Auditors Report/ Modified opinion(s):** The Company's financial statement for the year 2022-2023 does not contain any Audit qualifications or a modified audit opinion.

11. MEANS OF COMMUNICATION:

- i) The quarterly results of the Company are published in English newspaper-"The MINT" having nationwide circulation and "SAMNA" regional language (Marathi) newspaper. The quarterly results are submitted to the BSE Limited and the National Stock Exchange of India Limited immediately after the conclusion of the Board Meeting. The Company also displays all financial results and other information as required on its website www.itlindia.com. Also, as and when the Company publishes a press release; the stock exchanges are intimated accordingly.
- ii) No presentations were made to institutional investors or to the analysts during the financial year 2022-2023.
- iii) The Management Discussion and Analysis Report pursuant to SEBI Listing Regulations is attached and forms part of this Annual Report

12. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting:

Day, Date and Time: Tuesday, 26 September 2023 at 3:00 P.M. The AGM will be held through VC/OAVM mode and physical attendance of the members is dispensed with. For details the Notice of the AGM is to be referred.

ii. Financial Calendar:

The Company follows April-March as its financial year.

Reporting for Un-audited / Audited Financial Results for the quarter ended:

30 June 2023	:	By 14 August 2023
30 September 2023	:	By 14 November 2023
31 December 2023	:	By 14 February 2024
31 March 2024	:	By 30 May 2024
AGM for the year ending 31 March 2024	:	By 30 September 2024

iii. Book Closure:

20 September 2023 to 26 September 2023 (both days inclusive)

iv. No dividend recommended/declared for the year 2022-2023.

v. Listing on Stock Exchanges:

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai - 400 001.

National Stock Exchange of India Ltd

"Exchange Plaza", C - 1, G - Block, Bandra-Kurla Complex,
Bandra(East) Mumbai - 400 051.

Note: Annual Listing fees for the year 2023-2024 has been paid to both the Stock Exchanges as aforementioned.

vi. Stock Code/Symbol:

BSE – 533181

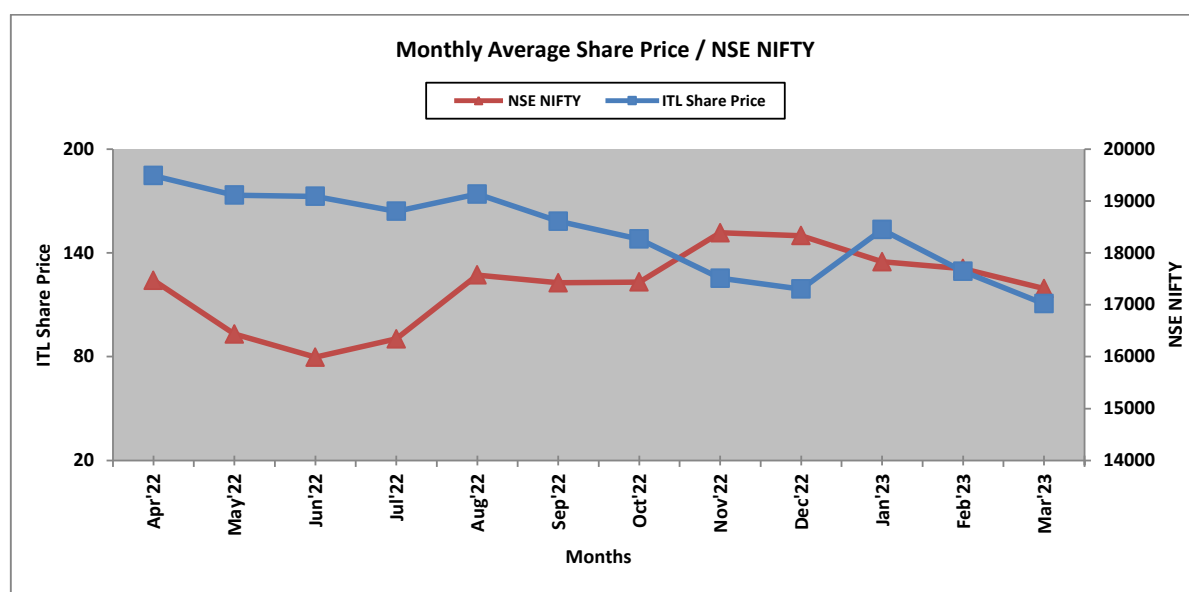
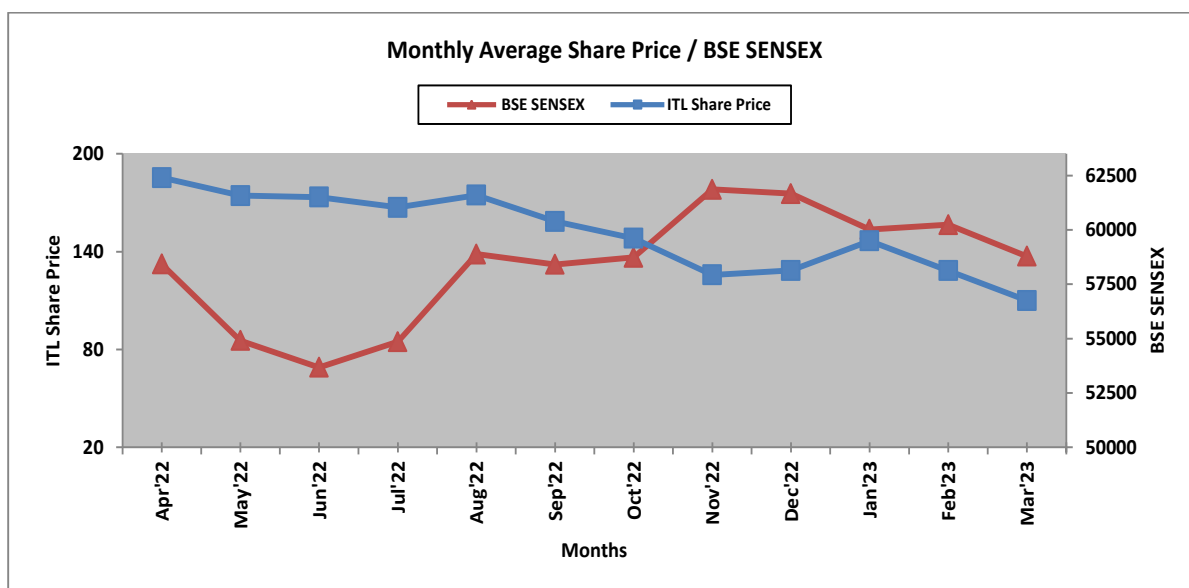
NSE – ISFT

vii. Market Price Data:

Monthly High and Low of the closing price and trading volume on BSE/ NSE depicting liquidity of the Company's Equity Shares on the said Exchanges is given herewith:

Month	BSE Limited			National Stock Exchange of India Limited		
	High (₹)	Low (₹)	No. of Shares Traded	High (₹)	Low (₹)	No. of Shares Traded
Apr-22	204.05	165.30	48251	204.80	166.00	587678
May-22	196.80	150.00	32347	198.00	150.70	442200
Jun-22	199.45	145.90	37364	201.50	145.40	441523
Jul-22	195.00	133.00	15130	178.00	156.35	227816
Aug-22	185.90	162.05	11164	185.00	164.40	406732
Sep-22	169.75	146.80	30180	169.50	147.60	348705
Oct-22	160.00	136.00	15760	155.85	140.50	166700
Nov-22	149.00	101.70	87147	149.90	101.70	851324
Dec-22	136.10	102.00	28385	138.00	119.00	268041
Jan-23	177.60	129.35	41132	164.95	128.35	333618
Feb-23	143.35	115.25	10740	142.45	114.25	351694
Mar-23	126.15	95.00	80871	125.90	94.05	777832

viii. Performance of the share price of the Company in comparison to the BSE SENSEX and NSE NIFTY are as under:



*ITL represents IntraSoft Technologies Limited

ix. The Company has only Equity Shares listed on the Stock Exchanges and they were not suspended from trading by the Stock Exchanges during the year

x. Share Transfer System:

Transfer of shares held in demat form is done through the depositories without any involvement of the Company. There were no shares received during the year for physical transfers. As processing and registering Transfers of shares in physical mode is not allowed w.e.f the transfer requests received after 31 March 2019. The Company obtains a half-yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of SEBI Listing Regulations, 2015 and the same is filed with the Stock Exchanges. In terms of requirements to amendments to Regulation 40 of SEBI Listing Regulations, 2015 w.e.f. 01 April 2019, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed unless the securities are held in the dematerialized form with a depository.

xi. Category wise Shareholding as at 31 March 2023:

Sr. No.	Category	No. of Shares held	% of Total Shares
1.	Promoter and Promoter Group	7024297	47.68
2.	Financial Institutions (NBFCs Registered with RBI)	1418	0.00
3.	Insurance Companies	114	0.00
4.	Investor Education and Protection Fund (IEPF Authority)	9633	0.07
5.	Foreign Portfolio Investors	11023	0.08
6.	Bodies Corporate (LLP)	72260	0.49
7.	Bodies Corporate	2392995	16.24
8.	Clearing Members	2949	0.02
9.	NRIs/NRNs	338533	2.31
10.	Hindu Undivided Family (HUF)	1003386	6.81
11.	Others	3875070	26.30
Total		14731678	100.00

xii. Distribution of Shareholding as at 31 March 2023:

No. of Shares	No. of Shareholders	% of Total Shareholders	Shares Held	% of Total Shares
1 - 500	8939	91.96	667933	4.53
501 - 1000	353	3.63	281852	1.91
1001 - 5000	300	3.09	654520	4.45
5001 - 10000	54	0.56	378117	2.57
10001 and above	74	0.76	12749256	86.54
TOTAL	9720	100.00	14731678	100.00

xiii. Dematerialization of Shares and Liquidity:

The Company's shares are traded in dematerialized form. The equity shares of the Company are traded at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

Equity Shares of the Company representing 99.86 % of the Company's share capital are under demat mode as on 31 March 2023. Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE566K01011.

xiv. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity.

The Company has neither issued any such instruments nor are they outstanding during the financial year 2022-2023.

xv. Disclosure of Demat Suspense Account / Unclaimed Suspense Account and Undelivered Share Certificates

as per Schedule VI of the Listing Regulations. The Company does not have any Demat Suspense Account/ Unclaimed Suspense Account. The Company or the Registrar does not hold any undelivered share certificates.

xvi. Secretarial Audit for Reconciliation of Capital

M/s. Rathi & Associates, Company Secretaries, carried out Secretarial Audit to reconcile the total admitted capital with the two depositories namely NSDL and CDSL and in physical form against the total issued and listed capital. The audit confirms that the total issued/ paid up capital is in agreement with the aggregate of total number of shares in physical form and the total number of shares in dematerialized form held with the two depositories namely NSDL and CDSL.

xvii. List of credit ratings obtained by the Entity along with any revisions thereto during the financial year 2022-2023. During the financial year 2022-2023, there have been no revisions in Credit Rating obtained by the Company.

xviii. Unclaimed Dividend:

The members are informed that pursuant to provision of Section 124 & 125 of the Companies Act, 2013, the dividend declared by the Company from time to time and which remains unclaimed for a period of seven years, shall be transferred by the Company to Investor Education & Protection Fund (IEPF) established by the Central Government under the provisions of the said sections.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded list of shareholders whose dividend are unpaid / unclaimed as on last Annual General Meeting, on its website. Members who have not claimed the dividend are requested to lodge their claim with the Company or the Registrar of the Company, as no claim shall be entertained for the unclaimed dividend after transfer of the said unpaid / unclaimed dividend to IEPF.

xix. Details of unclaimed shares and shares on which Dividend is unpaid/unclaimed for seven (7) consecutive years.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017 the Company has transferred 203 shares during the financial year 2022-2023 of the shareholders on whose shares dividend was unclaimed/unpaid for a period of seven (7) consecutive years from the year of its declaration in financial year 2013-14 to IEPF Authority's Account. The Company had earlier transferred 260 shares and 632 shares (in 2 tranches) in the financial year 2021-2022 , 2682 shares to IEPF Authority in the financial year 2020-2021, 895 shares to IEPF Authority in the financial year 2019-2020, 582 equity

shares to IEPF Authority in the financial year 2018-2019 and 4379 equity shares in the financial year 2017-2018.

As on end of the Financial Year 31 March 2023 there are 9633 equity shares are lying with IEPF Authority Account and there are no shareholders whose share certificates are lying in physical form with our Registrar.

i. **Registrar and Share Transfer Agents:**

Link Intime India Private Limited
C-101, '247 Park', L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Tel.: 022-49186270 Fax: 022-49186060

ii. **Plant Locations:**

The Company is not engaged in the manufacturing activities and hence does not have any Plant.

iii. **Address for Correspondence:**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares:

Link Intime India Private Limited
C-101, '247 Park', L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Tel.: 022 -49186270 Fax: 022-49186060
Email: rnt.helpdesk@linkintime.co.in

For general correspondence:

IntraSoft Technologies Limited
A-502, Prathamesh, Raghuvanshi Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai-400013
Tel No. 022-40040008 Fax No. 022- 24903123

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
IntraSoft Technologies Limited

We have examined the compliance of conditions of Corporate Governance by Intrasoft Technologies Limited ('the Company') for the year ended 31 March 2023, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examinations have been limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Chapter IV, except for the appointment of Independent Director on the Board of its Material Subsidiary pursuant to Regulation 24 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

Place: Mumbai
Date : 29 May 2023

Sd/-
JAYESH SHAH
PARTNER
CP No. 2535

CODE OF CONDUCT DECLARATION

Pursuant to Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that the Company has obtained affirmative compliance with the Code of Conduct from all the Board Members and Senior Management Personnel of the Company.

Place: Kolkata
Date : 23 May 2023

Sd/-
Arvind Kajaria
Managing Director

Consolidated Financial Statements

Independent Auditor's Report

To the Members of IntraSoft Technologies Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of IntraSoft Technologies Limited ('the Parent Company') and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of changes in equity for the year then ended, the notes to the consolidated financial statements and a summary of significant accounting policies and other explanatory information (herein referred to as the "Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2023, their consolidated profit including

other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended 31 March 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key audit matters	How our audit addressed the key audit matter
Recoverability of Minimum Alternate Tax (MAT) Credit: (as described in Note 26(e) to the consolidated financial statements)	
<p>As at 31 March 2023, the Parent Company has recognised Minimum Alternate Tax (MAT) credit amounting to ₹1,857.04 Lacs, within deferred tax assets. On that date, the Parent Company also has unabsorbed depreciation amounting to ₹91.51 Lacs.</p> <p>The recognition of a deferred tax asset in the form of MAT credit is based on management's estimate of taxable and accounting profits in future, which are underpinned by the Company's price assumptions and business plans, and tax adjustments required to be made in the taxable profit computations, as per the provisions of Income-tax Act, 1961 (IT Act). Estimating recoverability of MAT credit also requires significant judgements, including the timing of reversals of unabsorbed business losses and depreciation.</p>	<p>Our procedures in relation to assessment of MAT credit recognised as at reporting date included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • Obtained and updated understanding of the management's process of computation of future accounting and taxable profits of the Company, and expected utilization of available MAT credit within specified time period as per provision of the IT Act. • Evaluated the design of and tested the operating effectiveness of controls around the preparation of underlying business plans, future taxable profit computation, and assessment of recognition of MAT credit at year end. • Reconciled the business results projections to the future business plans approved by the Company's board of directors.

Key audit matters	How our audit addressed the key audit matter
Considering the materiality of the amounts involved and inherent subjectivity requiring significant judgement involved in the determination of utilization of MAT credit through estimation of future taxable profits, this area was considered to be of most significance to the audit and determined to be a key audit matter.	<ul style="list-style-type: none"> Evaluated the management's assessment of underlying assumptions used for the business results projections including implied growth rates and expected prices considering evidence available to support these assumptions and our understanding of the business. Tested such growth rates used in the forecast by comparing them to past trends and to economic and industry forecasts, where appropriate. Evaluated the sensitivity analysis performed by management in respect of the key assumptions such as growth rates to ensure there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the timing of reversal of unabsorbed depreciation and unabsorbed business losses and utilisation of MAT credit. Tested the computations of future taxable profits, including testing of the adjustments made in such computations with respect to tax- allowed and tax-disallowed items, other tax rebates and deductions available to the Company, and tested the computation of MAT liability in such future years, in accordance with the provisions of the IT Act. Evaluated the historical accuracy of the estimates made in the prior periods with respect to business projections and aforesaid tax computations. Tested the mathematical accuracy of management's projections and tax computations. Based on aforesaid computations, assessed the appropriateness of management's estimate of likelihood of utilization of MAT credit within the time period specified and in accordance with the provisions of the IT Act. Evaluated the appropriateness and adequacy of the disclosures related to MAT credit in the financial statements in accordance with the applicable accounting standards.

Information Other than the Consolidated financial statements and Auditor's Report Thereon

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Corporate Governance and Shareholder's Information etc., but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the 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.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE

The Parent Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the

accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

That respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITY

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended 31 March 2023 and are therefore the key audit matters. We describe these matters in our auditor's

report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

We did not audit the financial statements / financial information of one subsidiary and one step down subsidiary whose financial statements / financial information reflects total assets of ₹1825.61 lacs and net assets of ₹535.78 lacs as at 31 March 2023 and total revenue of ₹1626.29 Lacs, total net loss of ₹0.52 Lacs, total comprehensive income (comprising of loss and other comprehensive income) of ₹3.30 Lacs for the year ended 31 March 2023 and net cash outflow amounting to ₹199.17 Lacs for the year then ended, respectively as considered in the consolidated financial statements. These financial statement have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on the reports of other auditors.

The financial statements of two subsidiaries and one step down subsidiary located outside India, included in the consolidated financial statements, which constitute total assets of ₹26,151.29 Lacs and net assets of ₹7,969.72 Lacs as at 31 March 2023, total revenue of ₹45,697.38 Lacs, net profit of ₹871.48 Lacs, total comprehensive income (comprising of income and other comprehensive income) of ₹871.48 Lacs for the year ended 31 March 2023 and net cash outflow amounting to ₹359.73 Lacs for the year then ended, have been prepared in accordance with accounting principles generally accepted in its country and have been audited by other auditor under generally accepted auditing standards applicable in its country. The Company's management has converted the financial statements of such subsidiary located outside India from the accounting principles generally accepted in its country to the accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and reports of other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and other financial information of Subsidiaries as noted in the "Other Matter" paragraph we report, to the extent applicable, that:

- a) We / the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion proper books of account as required by law relating to the aforesaid consolidated financial statements have been kept so far as it appears from examination of those books and reports of other Auditors
- c) The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account maintained for the purpose of the preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Indian Accounting standard of the Companies (Accounts) Rules, 2015 (as amended).
- e) On the basis of the written representations received from the directors of the Parent Company as on 31 March 2023 taken on record by the Board of Directors of the Parent company and the reports of the statutory auditors of its Subsidiary companies incorporated in India, none of the directors of the Group is disqualified as on 31 March 2023 from being appointed as a director of that company in terms of Section 164 (2) of the Act
- f) With respect to the adequacy of the internal financial controls over financial reporting with reference to the consolidated financial statement of the Parent Company and its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure 'A', 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, and based on the consideration of reports of other statutory auditors of the subsidiaries incorporated in India, the remuneration paid by the Parent Company and its subsidiaries incorporated in India to their 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 and based on the consideration of the report of other auditors on separate financial statements as also other financial information of the subsidiaries as noted in the "Other matter" paragraph:

- i. The Consolidated Financial Statements has disclosed the impact of pending litigation on its Consolidated financial position in its financial statement. Refer Note 28 to the Consolidated financial statements.
- ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent Company and its subsidiary companies incorporated in India during the year ended 31 March 2023.
- iv.
- (a) The respective Managements of the Parent Company and its Subsidiaries incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries during the year (refer note – 35 (b) to the financial statements);
- (b) The respective Managements of the Company and its Subsidiaries incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of

their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or its joint venture from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or its joint venture shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries during the year (refer note – 35 (b) to the financial statements); and

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend declared or paid during the year by the Company is in compliance with section 123 of the Companies Act, 2013.
- vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
2. 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, based on our audit and on the consideration of report of the other auditors on separate financial statements and other financial information of the Subsidiary Companies incorporated in India, as noted in the "Other Matter" paragraph we give in the "Annexure B" a statement on the matters specified in paragraph 3 (xxi) of the order.

For Singhi & Co.

Chartered Accountants
Firm's Registration No.: 302049E

(Rahul Bothra)

Partner

Place : Kolkata
Date : 29 May 2023

Membership No.: 067330
UDIN:23067330BGTOYU4014

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

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 IntraSoft Technologies Limited (‘the Parent Company’) and its subsidiaries (the Parent Company and its subsidiaries together referred to as “the Group”) as on 31 March 2023 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective board of Directors of the Parent company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the 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 Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and

testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to financial statements 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 consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

In our opinion, the Group, which are companies incorporated in India, have maintained in all material respects, adequate internal financial controls with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements and were operating

effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Parent 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.

Other Matter

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Parent Company, in so far as it relates to these two subsidiaries, which are

companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For **Singhi & Co.**

Chartered Accountants
Firm's Registration No.: 302049E

(Rahul Bothra)

Partner

Place : Kolkata
Date : 29 May 2023

Membership No.: 067330
UDIN:23067330BGTOYU4014

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

referred to in paragraph 2 under the heading " Report on Other Legal and Regulatory Requirements" of our report of even date

RE: INTRASOFT TECHNOLOGIES LIMITED (THE "PARENT COMPANY")

In terms of the information and explanations sought to us by and the given by the Parent Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditors of its subsidiary companies incorporated in India, we state that:

- i. There are no qualifications or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order (CARO) reports included in the consolidated financial statements.

Place : Kolkata

Date : 29 May 2023

For Singhi & Co.

Chartered Accountants

Firm's Registration No.: 302049E

(Rahul Bothra)

Partner

Membership No.: 067330

UDIN:23067330BGTOYU4014

Consolidated Balance Sheet as at 31 March 2023

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	1,418.15	1,484.88
Right of use assets	3 (b)	-	-
Other intangible assets	3 (c)	7.37	6.90
Other intangible assets under development	3 (d)	15,506.09	10,807.12
Financial assets			
(i) Investments	4 (a)	1,878.08	326.76
(ii) Other financial assets	5 (a)	3.76	3.61
Deferred tax assets (net)	26 (e)	1,857.07	1,926.84
Non-current tax assets	26 (d)	24.22	21.22
Other non-current assets	6 (a)	54.54	49.06
Total non-current assets		20,749.28	14,626.39
Current assets			
Inventories	7	8,721.88	8,691.10
Financial assets			
(i) Investments	4 (b)	6,286.18	7,217.92
(ii) Trade receivables	8	403.16	345.04
(iii) Cash and cash equivalents	9 (a)	414.83	866.02
(iv) Other bank balances	9 (b)	105.53	52.59
(v) Other financial assets	5 (b)	1.56	0.49
Current tax assets	26 (d)	47.75	5.91
Other current assets	6 (b)	167.15	1,255.04
Total current assets		16,148.04	18,434.11
Total assets		36,897.32	33,060.50
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	1,473.17	1,473.17
Other equity	11	16,378.24	15,191.72
Total equity		17,851.41	16,664.89
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	12 (a)	13,906.67	11,267.22
Provisions	15 (a)	169.05	146.00
Deferred tax liabilities	26 (f)	1,310.55	1,064.21
Other non-current liabilities	16 (a)	95.50	97.50
Total non-current liabilities		15,481.77	12,574.93
Current liabilities			
Financial liabilities			
(i) Borrowings	12 (b)	849.06	7.04
(ii) Trade Payables			
Due to micro and small enterprises	13	-	-
Due to others	13	1,686.21	3,076.93
(iii) Other financial liabilities	14	926.02	664.72
Other current liabilities	16 (b)	93.65	64.75
Provisions	15 (b)	8.20	7.24
Current tax liabilities (net)	26 (d)	1.00	-
Total current liabilities		3,564.14	3,820.68
Total liabilities		19,045.91	16,395.61
Total equity and liabilities		36,897.32	33,060.50

The accompanying notes 1 to 36 form an integral part of these consolidated financial statements.
This is the Consolidated Balance Sheet referred to in our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Rahul Bothra
Partner
Membership No. 067330

**For and on behalf of the Board of Directors of
IntraSoft Technologies Limited**
(CIN: L24133MH1996PLC197857)

Arvind Kajaria
Managing Director
(DIN: 00106901)

Sharad Kajaria
Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha
Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi
Company Secretary
(PAN: ACWPT9367K)

Place : Kolkata
Date : 29 May 2023

Place : Kolkata
Date : 29 May 2023

Consolidated Statement of Profit and Loss for the year ended 31 March 2023

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
REVENUES			
Revenue from operations	17	45,694.04	42,166.01
Other income	18	466.94	478.37
Total income		46,160.98	42,644.38
EXPENSES			
Cost of goods sold	19	28,396.07	27,034.66
Shipping and handling expenses	20	6,065.60	5,055.88
Sales and marketing expenses	21	6,066.63	5,686.80
Employee benefits expense	22	2,273.87	1,882.39
Finance costs	23	807.53	352.05
Depreciation and amortisation expense	24	110.32	137.55
Other expenses	25	1,332.77	1,244.82
Total expenses		45,052.79	41,394.15
Profit before tax		1,108.19	1,250.23
TAX EXPENSE:			
Current tax	26 (a)	25.40	82.46
Deferred tax	26 (a)	152.40	963.50
Income tax for earlier years	26 (a)	89.19	(1,078.01)
Total Tax expense		266.99	(32.05)
Profit for the year		841.20	1,282.28
OTHER COMPREHENSIVE INCOME:			
(a) Items that will not be reclassified subsequently to profit or loss:			
- Remeasurements of post-employment benefit obligations		(5.41)	1.65
- Income tax effect on above	26 (b)	1.44	(0.52)
(b) Items that will be reclassified subsequently to profit or loss:			
- Fair value changes on investment in debt instruments through OCI		(31.61)	(5.16)
- Exchange differences on translation of financial statements of foreign operations		519.42	186.62
- Income tax effect on above	26 (b)	8.79	1.44
Total other comprehensive income for the year (net of tax)		492.63	184.03
Total comprehensive income for the year		1,333.83	1,466.31
EARNINGS PER EQUITY SHARE:			
Basic and diluted (₹)	27	5.71	8.70

The accompanying notes 1 to 36 form an integral part of these consolidated financial statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Rahul Bhothra
Partner
Membership No. 067330

Place : Kolkata
Date : 29 May 2023

**For and on behalf of the Board of Directors of
IntraSoft Technologies Limited**
(CIN: L24133MH1996PLC197857)

Arvind Kajaria
Managing Director
(DIN: 00106901)

Place : Kolkata
Date : 29 May 2023

Sharad Kajaria
Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha
Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi
Company Secretary
(PAN: ACWPT9367K)

Consolidated Statement of Changes in Equity for the year ended 31 March 2023

A. EQUITY SHARE CAPITAL							
(1) Current reporting period							
Balance as at 1 April 2022	Changes in Equity Share Capital due to prior period errors		Restated balance as at 1 April 2022	Changes in equity share capital during the year		Balance as at 31 March 2023	
1,473.17	-		-	-		1,473.17	
(2) Previous reporting period							
Balance as at 1 April 2021	Changes in Equity Share Capital due to prior period errors		Restated balance as at 1 April 2021	Changes in equity share capital during the year		Balance as at 31 March 2022	
1,473.17	-		-	-		1,473.17	
B. OTHER EQUITY							
Particulars	Reserves and Surplus				Other comprehensive income (OCI)		Total
	Securities premium account	General reserve	Capital reserve	Retained earnings	Foreign currency translation reserve	Debt instruments through OCI	
As at 1 April 2021	5,527.11	169.15	96.14	7,592.54	479.21	8.57	13,872.72
Profit for the year	-	-	-	1,282.28	-	-	1,282.28
Foreign currency translation difference for the year	-	-	-	-	186.62	-	186.62
Items of other comprehensive income, net of tax:							
Remeasurements of post-employment benefit obligations	-	-	-	1.13	-	-	1.13
Fair Value changes on investments in debt instruments through OCI	-	-	-	-	-	(3.72)	(3.72)
Dividends paid	-	-	-	(147.31)	-	-	(147.31)
As at 31 March 2022	5,527.11	169.15	96.14	8,728.64	665.83	4.85	15,191.72
Changes in equity for the year ended 31 March 2023							
Profit for the year	-	-	-	841.20	-	-	841.20
Foreign currency translation difference for the year	-	-	-	-	519.42	-	519.42
Items of other comprehensive income, net of tax:							
Remeasurements of post-employment benefit obligations	-	-	-	(3.97)	-	-	(3.97)
Fair Value changes on investments in debt instruments through OCI	-	-	-	-	-	(22.82)	(22.82)
Dividends paid	-	-	-	(147.31)	-	-	(147.31)
As at 31 March 2023	5,527.11	169.15	96.14	9,418.56	1,185.25	(17.97)	16,378.24

The accompanying notes 1 to 36 form an integral part of these consolidated financial statements.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Rahul Bothra
Partner
Membership No. 067330

**For and on behalf of the Board of Directors of
IntraSoft Technologies Limited**
(CIN: L24133MH1996PLC197857)

Arvind Kajaria
Managing Director
(DIN: 00106901)

Sharad Kajaria
Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha
Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi
Company Secretary
(PAN: ACWPT9367K)

Place : Kolkata
Date : 29 May 2023

Place : Kolkata
Date : 29 May 2023

Consolidated Statement of Cash Flows for the year ended 31 March 2023

	Year ended 31 March 2023	Year ended 31 March 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	1,108.19	1,250.23
Adjustments for:		
Depreciation and amortisation expense	110.32	137.55
Loss/(profit) on disposal of property, plant and equipment	(2.97)	0.05
Dividend income	(259.98)	(203.80)
Net gain on sale of investments measured at FVTPL	(54.13)	(160.43)
Net gain arising on remeasurement of investments measured at FVTPL	(1.56)	(18.61)
Net profit on sale of NCD	(3.13)	(1.96)
Gain on reversal of impairment loss	-	(11.36)
Grant income	(1.99)	(1.99)
Finance costs	807.53	352.05
Interest income	(105.82)	(74.11)
Operating profit before working capital changes	1,596.46	1,267.62
Adjustments for changes in working capital:		
Increase in trade receivables	(58.12)	(148.91)
Decrease/(increase) in inventories	(30.78)	1,201.00
Decrease/(increase) in financial assets	(1.97)	5.42
Decrease in other assets	28.54	92.71
Increase in provisions	18.60	14.24
Increase in financial liabilities	236.97	60.52
Increase/(decrease) in other liabilities	28.90	(5.63)
Increase/(decrease) in trade payables	(1,390.72)	915.92
Cash generated from operating activities	427.88	3,402.89
Income tax paid (net of refunds)	984.45	(71.23)
Net cash generated from operating activities (A)	1,412.33	3,331.66
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of investments	(7,218.53)	(3,487.20)
Sale of investments	6,626.16	3,319.51
Purchase of property, plant equipment	(36.99)	(94.09)
Purchase of other intangible assets	(4,700.46)	(4,683.46)
Proceeds from sale of property, plant and equipment	4.74	2.10
Interest received	104.75	73.62
Dividend received	259.98	203.80
Investments in fixed deposits (net)	(51.13)	(0.63)
Net cash used in investing activities (B)	(5,011.48)	(4,666.35)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from long term borrowings	2,768.81	1,471.36

	Year ended 31 March 2023	Year ended 31 March 2022
Repayment of long term borrowings	(37.71)	(1.12)
Proceeds from/(repayment of) short term borrowings	750.00	-
Dividend paid	(147.36)	(147.74)
Repayment of lease liabilities (net)	-	(0.78)
Interest paid	(782.78)	(352.03)
Net cash generated from financing activities (C)	2,550.96	969.69
Net decrease in cash and cash equivalents (A+B+C)	(1,048.19)	(365.00)
Cash and cash equivalents at the beginning of the year [Refer note 9(a)]	866.02	1,033.39
Effect of currency translation on cash and cash equivalents	597.00	197.63
Cash and cash equivalents at the end of the year [Refer note 9(a)]	414.83	866.02

	As at 31 March 2023	As at 31 March 2022
Cash and cash equivalents comprise of:		
Cash on hand	0.30	0.48
Balances with Scheduled Commercial Banks		
- Current accounts	414.53	660.44
- Deposits of original maturity of less than 3 months	-	205.10
Closing cash and cash equivalents	414.83	866.02

Notes:

- The above consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, "Statement of Cash Flows".
- Reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financial activities:

Particulars	Year ended 31 March 2023			
	Long-term borrowings	Short-term borrowings	Lease liabilities	Interest accrued but not due
Opening Balance	11,274.26	-	-	-
Cash Flow Changes (Net)	2,731.10	750.00	-	-
Non-Cash Flow Changes				
- Fair Value Changes	0.37	-	-	(0.37)
- Forex movement	-	-	-	-
- Others	-	-	-	-
Interest Expense	-	-	-	807.53
Interest Paid	-	-	-	(782.78)
Closing Balance	14,005.73	750.00	-	24.38

Particulars	Year ended 31 March 2022			
	Long-term borrowings	Short-term borrowings	Lease liabilities	Interest accrued but not due
Opening Balance	9,804.02	-	0.63	-
Cash Flow Changes (Net)	1,470.24	-	(0.78)	-
Non-Cash Flow Changes				
- Fair Value Changes	-	-	0.02	(0.02)
- Forex movement	-	-	-	-
- Others	-	-	0.13	
Interest Expense	-	-	-	352.05
Interest Paid	-	-	-	(352.03)
Closing Balance	11,274.26	-	-	-

This is the Consolidated Statement of Cash Flows referred to in our report of even date.

For Singhi & Co.

Chartered Accountants
Firm Registration No. 302049E

Rahul Bothra

Partner
Membership No. 067330

Place : Kolkata

Date : 29 May 2023

For and on behalf of the Board of Directors of

IntraSoft Technologies Limited
(CIN: L24133MH1996PLC197857)

Arvind Kajaria

Managing Director
(DIN: 00106901)

Place : Kolkata

Date : 29 May 2023

Sharad Kajaria

Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha

Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi

Company Secretary
(PAN: ACWPT9367K)

Notes to Consolidated Financial Statements for the year ended 31 March 2023

Summary of significant accounting policies and other explanatory information

1 GROUP'S INFORMATION

IntraSoft Technologies Limited ('the Parent Company') is a public limited company domiciled in India and registered under the provisions of the Companies Act, 1956. The Parent Company is listed on Bombay Stock Exchange and National Stock Exchange of India Limited.

The consolidated financial statements relate to IntraSoft Technologies Limited and its subsidiaries (collectively referred as "the Group"). The Group's subsidiaries at 31 March 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principle place of business.

Name of the subsidiaries	Country of incorporation	% holding as on 31 March 2023
Intrasoft Ventures Pte. Limited	Singapore	100%
123Greetings.com, Inc.	United States of America	100%
One Two Three Greetings (India) Private Limited	India	100%
123Stores, Inc.	United States of America	100%
123Stores E Commerce Private Limited	India	100%

The Group is primarily engaged in the business of providing a multi-channel e-commerce retail platform, with a strong technology backbone that primarily serves the US market.

The consolidated financial statements of the Group for the year ended 31 March 2023 were approved for issue in accordance with the resolution of the Board of Directors on 29 May 2023.

(a) General information and statement of compliance with Indian Accounting Standards

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time and presentation requirements of Division II of Schedule III to the

Companies Act, 2013 (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statement.

i) Principles of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries. Control is achieved when the Group has:

- Power over the investee;
- Is exposed or has rights to variable returns from its involvement with the investee, and
- Has the ability to use its power over the investee to affects its return.

The Parent Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Parent Company gains control until the date the Parent Company ceases to control the subsidiary.

The consolidated financial statements have been prepared on accrual and going concern basis. They are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

ii) Consolidation procedure

All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature

of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The consolidated financial statements of the Group have been prepared based on a line-by-line consolidation by adding together the book value of like items of assets and liabilities, revenue and expenses as per the respective financial statements. Intra group balances and intra group transactions have been eliminated.

Offset (eliminate) the carrying amount of the Parent Company's investment in each subsidiary and the Parent's portion of equity of each subsidiary.

Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intra group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intra group transactions.

The translation of financial statements of the foreign subsidiaries from the local currency to the functional currency of the Parent is performed for the Balance Sheet items using the exchange rate in effect at the Balance Sheet date and for revenue, expenses items using a weighted average exchange rate for the respective periods and the resulting difference is presented as foreign currency translation reserve included in "Other Equity".

The financial statements of the subsidiaries have been incorporated in the consolidated financial statements of the Group based on audited financial statements as drawn up in accordance with the generally accepted accounting principles of the respective countries ('the local GAAP') and have been audited by other auditors duly qualified to act as auditors in those countries and the

conversion adjustments prepared by the management.

iii) Use of estimates

- a) The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

b) Critical accounting estimates

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the consolidated financial statements.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Income taxes

The Group's two major tax jurisdiction are India and the U.S., though the Group also files tax returns in other jurisdictions. Significant judgements are involved in determining the provision for income taxes including amounts expected to be paid or recovered for uncertain tax positions. Refer note 26.

Useful lives of depreciable or amortisable assets

Management reviews its estimate of the useful lives of depreciable or amortisable

assets at each reporting date, based its expected utility of those assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment.

Measurement of defined benefit obligation (DBO)

The costs of providing post-employment benefits are charged to the consolidated Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 22.

Fair value measurements

When the fair value of financial assets and financial liabilities recorded in the consolidated Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions. Refer note 31 for details.

Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystalizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

iv) New and amended standards

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2022. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective.

- (i) Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.
- (ii) Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).
- (iii) Ind AS 103 – Reference to Conceptual Framework -The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.
- (iv) Ind AS 109 – Annual Improvements to Ind AS (2021)-The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability.

- (v) Ind AS 116 – Annual Improvements to Ind AS (2021)-The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current and future periods.

Recent Pronouncement:

The Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April 2023, as below:

Ind AS1, Presentation of Financial Statements : Companies are now required to disclose material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statement.

Ind AS 8, Accounting policies, Change in Accounting Estimates and Errors : Definition of ‘change in account estimate’ has been replaced by revised definition of ‘accounting estimate. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty.

- A company develops an accounting estimate to achieve the objective set out by an accounting policy.

- Accounting estimates include: a) Selection of a measurement technique (estimation or valuation technique) b) Selecting the inputs to be used when applying the chosen measurement technique.

The amendments will help entities to distinguish between accounting policies and accounting estimates. The Company does not expect this amendment to have any significant impact in its financial statements.

- Ind AS12, Income Taxes : Narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision. The Company is evaluating the impact, if any, in its financial statements.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared using the accounting policies and measurement basis summarized below:

(a) Overall considerations

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases that are in effect at 31 March 2023, as summarised below..

(b) Current versus non-current classification

The Group presents all its assets and liabilities in the consolidated Balance Sheet based on current or non-current classification..

An asset is classified as current when:

- it is expected to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it is held the asset primarily for the purpose of trading;
- it is expected to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- it expects to settle the liability in its normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(c) Foreign currency transactions and translations

Functional currency

The functional currency of IntraSoft Technologies Limited, One Two Three Greetings (India) Private Limited and 123Stores E Commerce Private Limited is Indian Rupees ('INR'). The functional currencies of 123Stores, Inc., IntraSoft Ventures Pte. Limited and 123Greetings.com, Inc. are the respective local currencies. These consolidated financial statements are presented in Indian Rupees ('INR'), which is the functional currency of the Group. Functional currency is the currency of the primary economic environment in which the Group operates.

Transactions and translation

Foreign currency monetary items of the Group are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured. Exchange differences arising out of these translations are recognized in the

consolidated statement of Profit and Loss.

On consolidation, the assets and liabilities of foreign operations are translated into Indian Rupees ('INR') at the exchange rate prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in consolidated statement of OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to consolidated statement of Profit and Loss. However, when a change in the Parent's ownership does not result in loss of control of a subsidiary, such changes are records through equity.

Foreign currency monetary items are reported using the year-end rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.

(d) Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and or disclosure purposes in these consolidated financial statements is determined on such basis.

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

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

- Level 3 inputs are unobservable inputs for the asset or liability.

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods and services is recognised when the Group performs its obligations to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery and in case of services, in the period in which such services are rendered.

Sale of services

Revenue from services consists of revenue earned from contracts or agreements with the customers, which are recognized as and when related services are performed and when no significant uncertainty exists regarding the collectability of revenue. The timing of such recognition in case of services, in the period in which such services are rendered.

Sale of goods

Revenue from sale of goods is recognized when control of goods are transferred to the buyer which is generally on delivery for domestic sales and on dispatch/ delivery for export sales.

The Group recognizes revenues on the sale of products, net of returns, discounts (sales incentives/rebates), amounts collected on behalf of third parties (such as GST) and payments or other consideration given to the customer that has impacted the pricing of the transaction.

Accumulated experience is used to estimate and accrue for the discounts (using the most likely method) and returns considering the terms of the underlying schemes and agreements with the customers. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice. A liability is recognised where payments are received from customers before transferring control of the goods being sold.

Interest income

For all debt instruments, interest income is recorded using the effective interest rate (EIR). EIR is the rate which exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross

carrying amount of the financial asset. When calculating the EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions, call and similar options). The expected credit losses are considered if the credit risk on that financial instrument has increased significantly since initial recognition.

Dividend income

Dividend are recognised in profit or loss on the date on which the Group's right to receive payment is established.

(f) Property, plant and equipment

Recognition:

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent measurement (depreciation and useful lives):

The Group depreciates property, plant and equipment on a pro-rata basis over their estimated useful lives using the straight-line method. The estimated useful lives of the assets are as follows::

Category of asset	Useful life (years)
Buildings	60
Leasehold Improvements	Shorter of lease period or estimated useful lives
Furniture and fixtures	7 to 10
Computer equipment	3 to 6
Office equipment	5
Vehicles	8

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Advances paid towards the acquisition of property, plant and equipment outstanding as at each balance sheet date is classified as capital advance under other non-current assets and the cost of assets not put to use before such date are disclosed under 'capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that the future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance

costs are recognized in net profit in the consolidated statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the consolidated financial statements upon sale or upon retirement of the asset and resultant gains or losses are recognized in the consolidated statement of Profit and Loss.

De-recognition:

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

(g) Other intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment. They are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors, including the affects of obsolescence, demand, competition and other economic factors (such as stability of the industry and know technological advances) and the level of maintenance expenditures required to obtain the future cash flows from the asset. Residual value, useful lives and amortisation method are reviewed annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Intangible assets – internal-use software

Certain costs related to computer software developed or obtained for internal-use are capitalized or expensed in accordance with the applicable accounting standards. During the year, the Group has recognized the costs associated with developing an artificial intelligence-based system developed to capture demand data with the help of combination of algorithms. The Group will start amortising this cost once the development of the artificial intelligence-based system is complete.

(h) Leases

Group as a lessee:

The Group adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application on 01 April, 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the

date of initial application. The Company elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying Ind AS 17 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases'), and lease contracts for which the underlying asset is of low value ('low-value assets').

The Company has lease contracts for various buildings. Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as an operating lease.

Lease payments were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in profit or loss on a straight-line basis, (no straightlining was done in case escalations were considered to be in line with expected general inflation), over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which has been applied by the Group.

Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases are recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. The right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Group has applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics.

- Relied on its assessment of whether leases are onerous immediately before the date of initial application.
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

(i) Impairment of non-financial assets

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

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

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased

carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(j) Financial instruments

Classification:

The Group classifies its financial assets in the following measurement categories depending on the Company's business model for managing such financial assets and the contractual cash flow terms of the asset:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (ii) those subsequently measured at amortized cost.

For assets measured at fair value, gains or losses are either recorded in the consolidated Statement of Profit and Loss or other comprehensive income. Investments in debt instruments are classified depending on the business model managing such investments. The Group re-classifies the debt investments when and only when there is a change in business model managing those assets.

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

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement:

For subsequent measurement, the Group classifies a financial asset in accordance with the below criteria:

- The Group's business model for managing the financial asset and,
- The contractual cash flow characteristics of the financial asset.

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

This category applies to investments by the Group in non-convertible debentures.

Financial assets at fair value through other comprehensive income - A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognised in other comprehensive income.

This category applies to investments by the Group in debt instruments. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the OCI. However, the Group recognizes interest income and impairment losses and its reversals in the consolidated statement of Profit and Loss. On Derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is reclassified from equity to consolidated statement of Profit and Loss.

This category applies to investments by the Group in perpetual bonds.

Financial assets at fair value through profit and loss - A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the consolidated statement of Profit and Loss.

Investments in mutual funds:

Investments in mutual funds are measured at fair value through profit and loss.

De-recognition of financial assets

A financial asset is de-recognized when:

- Contractual right to receive cash flows from such financial asset expires;
- Group transfers the contractual right to receive cash flows from the financial asset; or
- Group retains the right to receive the contractual cash flows from the financial asset, but assumes a contractual obligation to pay such cash flows to one or more recipients.

Where the Group has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards associated with the ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized.

Where the Group has neither transferred nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group does not retain control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in such financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

In respect of trade receivables, the Group applies the

simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL area portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date. ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

Other Financial assets

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement

Subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximates fair value due to the

short maturity of these instruments.

De-recognition of financial liability

A financial liability is de-recognised when the underlying obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(k) Inventories

Inventory consists of finished goods for sale to customers, held at Company's own warehouse and various third party warehouses and goods in transit. The Group values inventory at the lower of cost and net realizable value. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition. These costs include purchase costs of inventory (net of vendor volume discounts) and shipping and handling costs. Net realizable value is determined at market value less selling costs. The "lower of cost and net realizable value", criteria is evaluated for each item of inventory as on balance sheet date.

Goods in transit consists of products which have been shipped by the supplier but are in transit to the fulfillment centers and products that have been shipped by the supplier or the fulfillment centers but are in transit to the customers. Risk of loss and the transfer of title from the supplier to the Group occurs at freight on board shipping point and from the Group to the customers at point of delivery.

(l) Taxation

Tax expense recognised in consolidated statement of Profit or Loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Current income tax for current and prior periods is recognised at the amounts expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

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

Minimum alternate tax (MAT)

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. MAT Credits are in the form of unused tax credits that are carried forward by the Group for a specified period of time. Accordingly, MAT Credit Entitlement has been Grouped with Deferred Tax Asset (net). Correspondingly, MAT credit entitlement has been Grouped with deferred tax in the Statement of Profit and Loss.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets (including MAT credits) are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

(m) Employee benefits expense:

Expenses and liabilities in respect of employee benefits expense are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit plans:

Gratuity

The defined benefit obligation for post employment benefit plan is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in the consolidated statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the consolidated statement of Changes in Equity and in the consolidated Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in consolidated statement of Profit or Loss as past service cost.

Other long-term employee benefits:

Compensated absences

The employees of the Group are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated

absences is determined by actuarial valuation using projected unit credit method on the additional amount expected to be paid or availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

The measurement of other long-term employee benefits is not usually subject to the same degree of uncertainty as the measurement of post-employment benefits. Hence the remeasurements are not recognised in Other Comprehensive Income.

(n) Cash and cash equivalents

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

(o) Provisions, contingent liabilities and contingent assets

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements..

Contingent assets

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

(p) Earnings per equity share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. As on the consolidated balance sheet dates, the Group has no dilutive potential equity shares.

(q) Government grants and subsidies

The Parent Company is entitled to grants from state government in respect of state incentive scheme. Such subsidies are measured at amounts receivable from the government which are non-refundable and are recognized as income when there is a reasonable assurance that the Parent company will comply with all necessary conditions attached to them.

Government grants related to revenue are recognised on a systematic basis in net profit in the consolidated statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

(r) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised

as a prepayment and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in consolidated Statement of Profit and Loss as other gains or (losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(s) Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying asset are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get itself ready for the intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing costs include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

(t) Dividends

The final dividend on equity shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors.

(u) Events after reporting date

Where events occurring after the Consolidated Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Otherwise, events after the Consolidated Balance Sheet date of material size or nature are only disclosed.

(v) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. As per requirements of Ind AS 108, 'Segment Reporting', no disclosures are required to be made since the Group's activities consists of a single business segment (primary segment) of Internet based delivery of products and services.

3 (a) PROPERTY, PLANT AND EQUIPMENT

	Buildings (#)	Furniture and fixtures	Computer equipment	Leasehold Improvements	Office Equipment	Vehicles	Total
Gross block							
Balance as at 01 April 2021	1,282.79	521.07	149.33	-	209.87	105.16	2,268.22
Additions	-	0.33	49.83	-	-	43.93	94.09
Disposals	-	1.51	2.47	-	9.59	11.16	24.73
Translation difference	-	7.85	0.45	-	0.68	-	8.98
Balance as at 31 March 2022	1,282.79	527.74	197.14	-	200.96	137.93	2346.56
Additions	-	0.23	9.53	-	5.80	21.43	36.99
Disposals	-	2.22	0.80	-	7.63	24.66	35.31
Translation difference	-	18.67	1.05	-	1.64	-	21.36
Balance as at 31 March 2023	1,282.79	544.42	206.92	-	200.77	134.70	2,369.60
Accumulated depreciation							
Balance as at 01 April 2021	108.55	272.44	114.09	-	170.01	79.88	744.97
Depreciation charge for the year	21.71	67.35	19.10	-	18.23	8.34	134.73
Disposals	-	1.35	2.33	-	8.89	10.42	22.99
Translation difference	-	4.20	0.34	-	0.43	-	4.97
Balance as at 31 March 2022	130.26	342.64	131.20	-	179.78	77.80	861.68
Depreciation charge for the year	21.71	42.63	27.72	-	4.93	12.31	109.30
Disposals	-	2.10	0.76	-	7.25	23.43	33.54
Translation difference	-	11.93	0.92	-	1.16	-	14.01
Balance as at 31 March 2023	151.97	395.10	159.08	-	178.62	66.68	951.45
Net Block							
Balance as at 31 March 2022	1,152.53	185.10	65.94	-	21.18	60.13	1,484.88
Balance as at 31 March 2023	1,130.82	149.32	47.84	-	22.15	68.02	1,418.15

(#) IMMOVABLE PROPERTIES ARE HELD IN THE NAME OF THE PARENT COMPANY DURING THE YEAR ENDED 31 MARCH 2023 AND ALSO FOR THE YEAR ENDED 31 MARCH 2022 RESPECTIVELY.

NOTE : REFER NOTE 12 FOR SECURITY AGAINST THE BORROWINGS.

3 (b) RIGHT OF USE ASSETS

	Buildings	Total
Gross block		
Balance as at 1 April 2021	1.96	1.96
Additions	-	-
Disposals	-	-
Balance as at 31 March 2022	1.96	1.96
Additions	-	-
Disposals	-	-
Balance as at 31 March 2023	1.96	1.96
Accumulated amortisation		
Balance as at 01 April 2021	1.43	1.43
Charge for the year	0.53	0.53
Disposals	-	-
Balance as at 31 March 2022	1.96	1.96
Charge for the year	-	-
Disposals	-	-
Balance as at 31 March 2023	1.96	1.96
Net block		
Balance as at 31 March 2022	-	-
Balance as at 31 March 2023	-	-

3 (c) OTHER INTANGIBLE ASSETS

	Softwares	Total
Gross block		
Balance as at 01 April 2021	73.86	73.86
Additions	1.41	1.41
Disposals	46.42	46.42
Balance as at 31 March 2022	28.85	28.85
Additions	1.49	1.49
Disposals	-	-
Balance as at 31 March 2023	30.34	30.34
Accumulated amortisation		
Balance as at 01 April 2021	65.67	65.67
Charge for the year	2.29	2.29
Disposals	46.01	46.01
Balance as at 31 March 2022	21.95	21.95
Charge for the year	1.02	1.02
Disposals	-	-
Balance as at 31 March 2023	22.97	22.97
Net block		
Balance as at 31 March 2022	6.90	6.90
Balance as at 31 March 2023	7.37	7.37

3 (d) OTHER INTANGIBLE ASSETS UNDER DEVELOPMENT

	Softwares	Total
Balance as at 1 April 2021	6,125.07	6,125.07
Additions (#)	4,682.05	4,682.05
Disposals	-	-
Balance as at 31 March 2022	10,807.12	10,807.12
Additions (#)	4,698.97	4,698.97
Disposals	-	-
Balance as at 31 March 2023	15,506.09	15,506.09

(#) - ADDITIONS, INCLUDES THE COSTS ASSOCIATED WITH DEVELOPING AN ARTIFICIAL INTELLIGENCE-BASED SYSTEM DEVELOPED TO CAPTURE DEMAND DATA WITH THE HELP OF COMBINATION OF ALGORITHMS INCLUDING FOREIGN EXCHANGE FLUCTUATION. THE COMPANY WILL START AMORTISATION OF THIS COST ONCE THE DEVELOPMENT OF THIS ARTIFICIAL INTELLIGENCE-BASED SYSTEM IS COMPLETE.

INTANGIBLE ASSETS UNDER DEVELOPMENT AGEING SCHEDULE:**AS AT 31 MARCH 2023.**

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	3,789.56	4,832.37	4,585.14	2,299.02	15,506.09
Projects temporarily suspended	-	-	-	-	-

AS AT 31 MARCH 2022.

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	4,457.30	4229.25	729.33	1391.24	10807.12
Projects temporarily suspended	-	-	-	-	-

NOTE : THE GROUP HAS NOT REVALUED ITS PROPERTY, PLANT AND EQUIPMENT, RIGHT OF USE ASSETS AND INTANGIBLE ASSETS DURING THE YEAR ENDED 31 MARCH 2023 AND 31 MARCH 2022 RESPECTIVELY.

4 INVESTMENTS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current investments		
Investments in bonds and debentures		
I Non-convertible debentures		
Quoted (Designated at Amortised Cost)		
(i) Piramal Capital & Housing Finance Limited (6.75% NCD) [620 units having face value of ₹925 each (previous year ₹975 each), fully paid-up]	5.74	6.05
(Designated at Fair Value Through Other Comprehensive Income)		
(ii) HDFC Limited (8.46% Non-convertible debentures) (3 units having face value of ₹10,000,000 each) (#)	323.77	-
II Investments in perpetual bonds		
Quoted (Designated at Fair Value Through Other Comprehensive Income)		
(i) State Bank of India (7.75% AT1 Bond Issue) (2 units having face value of ₹10,000,000 each)	205.15	-
(ii) State Bank of India (8.75% AT1 Bond Issue Series IV) (20 units having face value of ₹1,000,000 each) (#)	211.38	217.05
(iii) State Bank of India (7.73% AT1 Bond Issue Series IV) (10 units having face value of ₹1,000,000 each) (#)	101.24	103.66
(iv) HDFC Bank Limited (7.84% Perpetual Bonds) (10 units having face value of ₹10,000,000 each) (\$)	1,030.80	-
Total non-current investments	1,878.08	326.76
(#) Pledged in favour of Citi Bank N.A. against SBLC amounting ₹6,750 lacs.		
(\$) 8 units pledged in favour of Yes Bank against SBLC amounting ₹850 lacs.		
Aggregate amount of quoted investments	1,878.08	326.76
Aggregate amount of unquoted investments	-	-
	As at 31 March 2023	As at 31 March 2022
(b) Current investments		
I Investments in perpetual bonds		
Quoted (Designated at Fair Value Through Other Comprehensive Income)		
(i) State Bank of India (8.15% AT1 Bond Issue Series IV) (20 units having face value of ₹1,000,000 each)	-	212.21
(ii) HDFC Bank Limited (8.85% Perpetual Bonds Series 1/2017-18) (20 units having face value of ₹1,000,000 each)	-	216.01
	-	428.22
II Investments in mutual funds:		
Quoted (Measured at Fair Value Through Profit and Loss)		
Debt Mutual funds (refer details below)	6,286.18	6,789.70
	6,286.18	6,789.70
Other disclosures for current investments:		
Aggregate amount of quoted investments	6,286.18	7,217.92
Aggregate amount of unquoted investments	-	-

Particulars	Units	Amount
(i) Investments in Mutual Funds		
(a) Balance as at 31 March 2023:		
Aditya Birla Sun Life Short Term Fund Dir-Qtly IDCW (#)	3,653,887	402.17
Aditya Birla Sun Life Corporate Bond Fund-IDCW-Regular Plan (#)	4,777,858	586.74
Axis Strategic Bond Fund - Direct- Qtly. IDCW [units pledged: 1,800,000 (#)]	4,349,233	447.64
DSP Corporate Bond Fund-Reg-IDCW (#)	4,533,564	504.71
Franklin India Credit Risk Fund-Regular-Growth	29,764	7.39
Franklin India Credit Risk Fund - Seg. Portfolio 2-Regular-Growth	625,306	3.41
HDFC Income Fund-Direct-Qtly Dividend (#)	2,607,349	316.37
HDFC Medium Term Debt Fund-Direct-Normal Dividend (#)	3,822,316	690.96
ICICI Prudential Bond Fund-DP-Qtly IDCW (#)	3,485,710	406.61
ICICI Prudential Medium Term Bond Fund-Direct-Qtly Dividend (#)	5,949,247	671.15
ICICI Prudential Ultra Short Term Fund-Direct-Growth	716,437	181.27
ICICI Prudential Equity & Debt Fund-Direct-Growth	19,069	49.83
Kotak Medium Term Fund-Direct-Normal Dividend (#)	2,018,205	415.80
HSBC Medium Duration Fund – Dir. Annual IDCW (#)	4,356,427	504.32
HSBC Corporate Bond Fund – Regular Qtly IDCW (#)	2,638,321	289.50
Nippon India Corporate Bond Fund - Dir. Qtly. IDCW (#)	5,018,934	597.80
SBI Magnum Income Fund - Direct- Qly. IDCW (#)	1,146,751	210.51
		6286.18
(#) Pledged in favour of Citi Bank N.A. against SBLC amounting ₹6,750 lacs.		
(b) Balance as at 31 March 2022:		
Aditya Birla Sun Life Credit Risk Fund - (Seg Port1)-Direct-Growth	7,706,265	13.09
Aditya Birla Sun Life Short Term Fund Dir-Qtly IDCW (#)	3,653,887	400.61
Axis Strategic Bond Fund - Direct- Qtly. IDCW	2,884,665	296.10
Franklin India Credit Risk Fund-Regular-Growth	77,600	18.47
Franklin India Credit Risk Fund - Seg. Portfolio 2-Regular-Growth	837,914	4.30
Franklin India Credit Risk Fund - Seg. Portfolio 3-Regular-Growth	997,571	-
HDFC Corporate Bond Fund-Direct-Qtly Dividend (#)	6,307,360	645.09
HDFC Income Fund-Direct-Qtly Dividend (#)	2,607,607	316.76
HDFC Medium Term Debt Fund-Direct-Normal Dividend (#)	3,250,971	590.94
HDFC Medium Term Debt Fund-Direct Plan-Growth (#)	214,018	103.93
ICICI Prudential Bond Fund-DP-Qtly IDCW (#)	1,743,030	200.30
ICICI Prudential Medium Term Bond Fund-Direct-Growth (#)	1,724,523	663.10
ICICI Prudential Short Term Fund-Direct Plan-Growth (#)	878,818	448.59
ICICI Prudential Ultra Short Term Fund-Direct-Growth	1,099,802	262.97
IDFC Bond Fund-Short Term Plan-Direct-Growth	884,141	433.20
Kotak Bond Fund-Short Term-Direct-Growth (#)	966,843	441.81
L&T Resurgent India Bond Fund-Direct-Growth (#)	2,956,703	520.85
Nippon India Low Duration Fund-Regular-Growth	9,816	299.07
Nippon India Strategic Debt Fund-Regular-Growth	3,741,818	471.34
SBI Magnum Income Fund - Direct- Qly. IDCW (#)	1,146,751	200.23
SBI Short Term Debt Fund-Direct-Growth	1,685,486	458.95
		6,789.70
(#) Ear-marked for pledge in favour of Citi Bank N.A. against SBLC amounting ₹5,700 lacs.		

5 OTHER FINANCIAL ASSETS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current:		
(Unsecured, considered good)		
Security deposits	3.76	3.61
	3.76	3.61
(b) Current:		
(Unsecured, considered good)		
Interest accrued on fixed deposits	1.56	0.49
	1.56	0.49

6 OTHER ASSETS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current		
Balances with Government Authorities (Refer note below)	51.27	44.22
Prepaid expenses	3.27	4.84
	54.54	49.06

Note: Balances with Government Authorities include amounts realisable from goods and services tax. These are expected to be realised in the future by refund or off-setting the same against the output tax liability on services rendered by the Group. Accordingly these balances have been classified as non current assets.

(b) Current		
(Unsecured, considered good)		
Advance to suppliers	0.24	0.33
Income Tax Refund Receivable	13.38	1,067.25
Receivable from Government Authorities	8.72	53.83
Prepaid expenses	127.84	81.02
Other advances	16.97	52.61
	167.15	1,255.04

7 INVENTORIES

	As at 31 March 2023	As at 31 March 2022
(valued at lower of cost and net realisable value)		
Stock-in-trade (*) (#)		
(*) Includes ₹1,711.11 (31 March 2022: ₹2,160.82) in transit.	8,721.88	8,691.10
	8,721.88	8,691.10

(#) The Group has provided for a valuation allowance ₹116.76 lacs (31 March 2022: ₹112.12 lacs) in respect of diminution in the value of inventory.

8 TRADE RECEIVABLES

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good	403.16	345.04
	403.16	345.04

Trade Receivables ageing schedule as on 31 March 2023 :

Particulars	Not due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- considered good	376.58	26.58	-	-	-	-	403.16
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-

Trade Receivables ageing schedule as on 31 March 2022 :

Particulars	Not due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- considered good	330.95	14.09	-	-	-	-	345.04
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-

Note: As per management assessment, no provision is made for expected credit loss due to low credit risk of receivable. Further there is also no historical evidence or trend of bad debt losses.

9 CASH AND BANK BALANCES

	As at 31 March 2023	As at 31 March 2022
(a) Cash and cash equivalents		
Balances with banks		
- In current account	414.53	660.44
- Deposits of original maturity of less than 3 months	-	205.10
Cash on hand	0.30	0.48
	414.83	866.02
(b) Other bank balances		
Unpaid dividend account [refer note (i) below]	4.65	4.69
Balances with payment gateways	13.79	9.92
Commitment deposits	-	2.01
Deposits with maturity of more than 3 months but less than 12 months [refer note (ii)&(iii) below]	87.09	35.97
	105.53	52.59

Notes:

- (i) The The Parent Company has transferred an amount of ₹0.42 lacs of unpaid dividend to the Investor Education and Protection Fund for the financial year 2014-15.
- (ii) The Parent Company has deposited ₹30 Lacs against fixed deposit with HDFC Bank for bank guarantee issued in favor of Santosh Promoters Pvt. Ltd. as per the order of Supreme Court dated 01 May 2017.
- (iii) The Parent Company has deposited ₹50 lacs in fixed deposit with Yes Bank against SBLC amounting ₹850 lacs..

10 EQUITY SHARE CAPITAL

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Authorized share capital				
Equity shares of ₹ 10 each	25,250,000	2,525.00	25,250,000	2,525.00
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	14,731,678	1,473.17	14,731,678	1,473.17
	14,731,678	1,473.17	14,731,678	1,473.17

(a) Reconciliation of equity share capital

There is no movement in the equity share capital during the current and comparative periods.

(b) Terms and rights attached to equity shares

The Parent Company has only one class of equity shares having a par value of ₹ 10 per share. The Parent Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (c)** No additional shares were allotted as fully paid up by way of bonus shares or pursuant to contract without payment being received in cash during the last five years. Further, none of the shares were bought back by the Parent Company during the last five years.

(d) Details of shareholders holding more than 5% of the aggregate shares in the Parent Company:

Name of the shareholders	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Fully paid-up equity shares of ₹ 10 each				
Arvind Kajaria	2,811,797	19.09%	2,811,797	19.09%
Sharad Kajaria	2,812,500	19.09%	2,812,500	19.09%
Padma Kajaria	1,400,000	9.50%	1,400,000	9.50%

(e) Shareholding of Promoters :

Sl. No.	Promoter's name	As at 31 March 2023			As at 31 March 2022		
		No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
1	Arvind Kajaria	2,811,797	19.09	-	2,811,797	19.09	-
2	Sharad Kajaria	2,812,500	19.09	-	2,812,500	19.09	-
3	Padma Kajaria (#)	1,400,000	9.50	-	1,400,000	9.50	-

(#) Padma Kajaria is a relative of Promoters and falls under Promoter's group.

11 OTHER EQUITY

	As at 31 March 2023	As at 31 March 2022
(a) Capital reserve	96.14	96.14
(b) General reserve	169.15	169.15
(c) Securities premium	5,527.11	5,527.11
(d) Retained earnings		
Opening balance	8,728.64	7,592.54
Profit for the year	841.20	1,282.28
Remeasurements of post-employment benefit obligations, net of tax	(3.97)	1.13
Less: Appropriations		
Dividend on equity shares *	(147.31)	(147.31)
Closing balance	9,418.56	8,728.64
(e) Foreign currency translation reserve		
Opening balance	665.83	479.21
Change during the year (net)	519.42	186.62
	1,185.25	665.83
(f) Debt instruments through OCI		
Opening balance	4.85	8.57
Net fair value gain / (loss) on investment in debt instruments through OCI, net of tax	(22.82)	(3.72)
Closing balance	(17.97)	4.85
	16,378.24	15,191.72

Nature and purpose of reserves**Capital reserve**

The Company has transferred the net surplus arising from amalgamation in accordance with the terms of Scheme of amalgamation.

General reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

Securities premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.

Foreign exchange translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve. Exchange difference previously accumulated in the foreign currency translation reserve is reclassified to profit or loss on the disposal of the foreign operation.

Debt instruments through Other Comprehensive Income:

The debt instruments are measured at fair value and the change is recognised through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are reclassified to the Statement of Profit and Loss.

12 BORROWINGS (*)

	As at 31 March 2023	As at 31 March 2022
(a) Non-Current		
(Secured)		
Term loan from banks [refer note A (i), B (ii) & B (iii) below]	7817.83	5684.06
Less : Current maturities of long term debt	91.48	-
	7726.35	5684.06
Term loan from others [refer note A (ii), B (i) below]	6,187.90	5,590.20
Less : Current maturities of long term debt	7.58	7.04
	6,180.32	5,583.16

Nature of security and terms of repayment for secured borrowings availed from banks and others**A. Foreign currency loan**

- (i) The foreign currency loan is in the nature of a senior secured committed revolving line of credit, obtained from Citi bank N.A. and Yes Bank, with a limit of US\$ 7.5 million and US\$ 1.02 million respectively. The credit facility has been obtained at an interest rate of SOFR plus 1.25% and 3M SOFR plus 0.95% respectively and has a maturity of twelve months from the closing date renewable annually. The credit facility is supported by a stand-by Letter of Credit Facility (SBLC), of ₹ 6,750 lacs and ₹ 850 lacs issued by Citi Bank, N.A., India branch and Yes Bank respectively. The credit facility has been availed for working capital purpose.
- (ii) The Company obtained a revolving line of credit from UPS Capital Corporation, with a limit of US\$ 7,500,000. The credit facility has been obtained at an agreed upon interest rate of Base Rate plus 1.25%, with the base rate linked to US prime rate as shown in The Wall Street Journal in US and has a maturity of three years from the closing date. The credit facility is supported by a lien on inventories and accounts receivables. The credit facility in the form of revolving line of credit availed from Citi Bank, N.A. and Yes Bank, having maturity of 12 months from the closure date, is intended to be refinanced by a long-term debt obligation from UPS Capital Corporation. The same has been classified as long-term debt.

B. Indian Rupee Loan

- (i) Vehicle loan of ₹ 40.50 Lacs taken from BMW India Financial Services Pvt. Ltd. at an interest rate of 7.36%, repayable in 60 monthly installments. The Closing balance as on 31 March 2023 is ₹ 32.34 Lacs (Previous year : ₹ 39.38 Lacs)
- (ii) Vehicle loan of ₹ 18.35 Lacs taken from Bank of India at an effective interest rate of 9.41% as of 31 March 2023 (floating

interest rate), repayable in 84 monthly installments. The closing balance as on 31 March 2023 is ₹ 17.02 Lacs (Previous Year : ₹ nil)

- (iii) Term loan of ₹ 850 Lacs taken from Kotak Mahindra Bank at an effective interest rate of 9.15% as of 31 March 2023 (floating interest rate) for its business purpose, however due to delay in projects, the same is parked in investments for now. The company intends to utilize the fund for business expansion in the coming year. The loan is secured against the property at 145, Rash Behari Avenue, 3rd floor, Suite no. 301, Kolkata - 700029 and it is repayable in 84 monthly installments. The closing balance as on 31 March 2023 is ₹ 816.78 Lacs (Previous Year : ₹ nil)

	As at 31 March 2023	As at 31 March 2022
(b) Current		
(Secured)		
Current maturities of long term debt		
Term loan from bank	91.48	-
Term loan from others	7.58	7.04
Inter Corporate Deposits (\$)	750.00	-
	849.06	7.04

(\$) Unsecured loan of ₹ 750 lacs taken from body corporates at an interest rate of 12%, repayable on demand.

(*) For maturity analysis of borrowings - refer Note 32 (b)

13 TRADE PAYABLES

	As at 31 March 2023	As at 31 March 2022
Due to micro and small enterprises	-	-
Due to others	1,686.21	3,076.93
	1,686.21	3,076.93

Trade Payables ageing schedule as on 31 March 2023 :

Particulars	Unbilled/ Not due	Outstanding for following periods from the due date of payment				Total
		less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,563.02	123.19	-	-	-	1,686.21
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	1,563.02	123.19	-	-	-	1,686.21

Trade Payables ageing schedule as on 31 March 2022 :

Particulars	Unbilled/ Not due	Outstanding for following periods from the due date of payment				Total
		less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,076.93	-	-	-	-	3,076.93
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	3,076.93	-	-	-	-	3,076.93

14 OTHER FINANCIAL LIABILITIES

	As at 31 March 2023	As at 31 March 2022
Current		
Interest accrued but not due	24.38	-
Unpaid Dividend	4.65	4.69
Dues to employees	198.66	205.83
Liability for expenses	697.14	453.01
Deposit from employees	1.19	1.19
	926.02	664.72

15 PROVISIONS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current		
Provision for employee benefits:		
- Provision for gratuity (refer note 22)	128.07	109.69
- Provision for compensated absences	40.98	36.31
	169.05	146.00
(b) Current		
Provision for employee benefits:		
- Provision for gratuity (refer note 22)	5.47	4.68
- Provision for compensated absences	2.73	2.56
	8.20	7.24

16 OTHER LIABILITIES

	As at 31 March 2023	As at 31 March 2022
(a) Non-current		
Deferred revenue arising from government grant	95.50	97.50
	95.50	97.50
(b) Current:		
Advances:		
Advance from customers	8.22	4.90
Others:		
Statutory dues	80.19	53.61
Deferred revenue arising from government grant	2.00	2.00
Other liabilities	3.24	4.24
	93.65	64.75

17 REVENUE FROM OPERATIONS

	Year ended 31 March 2023	Year ended 31 March 2022
Sale of products (net)	45,694.04	42,166.01
	45,694.04	42,166.01
Disclosures on revenue pursuant to Ind AS 115 - Revenue from contracts with customers		
(a) Revenue streams		
The Group generates revenue primarily from a single business segment of internet based online delivery of goods and services.		
(b) Reconciliation of revenue from sale of services with the contracted price		
Contracted price	45,694.04	42,166.01
Less: Trade discounts, volume rebates, etc.	-	-
Sale of goods and services	45,694.04	42,166.01
(c) Timing of revenue recognition		
Goods and services rendered at a point in time when performance obligation is satisfied	45,694.04	42,166.01
	45,694.04	42,166.01
(d) Geographical information		
Geographical information of the Company's revenue from operation has been disclosed below:		
United States of America	45,682.28	42,102.67
Singapore	11.76	63.34
	45,694.04	42,166.01
(e) Contract balance		
The following table provides information about receivables, contract assets and contract liabilities from contract with customers		
Receivables	403.16	345.04
Contract assets	-	-
Contract liabilities	8.22	4.90

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

18 OTHER INCOME

	Year ended 31 March 2023	Year ended 31 March 2022
Interest income:		
- Investments in debt instruments	89.54	70.37
- Others	16.28	3.74
Dividend income:		
- Dividends from mutual fund	259.98	203.80
Other gains and losses:		
- Net gain on sale of investments measured at FVTPL	54.13	160.43
- Net gain arising on remeasurement of investments measured at FVTPL	1.56	18.61
- Gain on reversal of Impairment Loss	-	11.36
- Net profit on sale of NCD	3.13	1.96
Others		
- Net foreign exchange gain	36.94	6.11
- Net gain on disposal of property, plant and equipments	2.97	-
- Grant income	1.99	1.99
- Other miscellaneous income	0.42	-
	466.94	478.37

19 COST OF GOODS SOLD

	Year ended 31 March 2023	Year ended 31 March 2022
Opening stock	8,691.10	9,892.10
Add:- Purchases	28,426.85	25,833.66
Less:- Closing stock	8,721.88	8,691.10
	28,396.07	27,034.66

20 SHIPPING AND HANDLING EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Shipping and handling expenses	6,065.60	5,055.88
	6,065.60	5,055.88

21 SALES AND MARKETING EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Marketplace, marketing and referral fees	6,066.63	5,686.80
	6,066.63	5,686.80

22 EMPLOYEE BENEFITS EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and allowances	2,194.53	1,808.25
Contribution to provident and other funds [refer note (a) below]	36.98	34.45
Staff welfare expenses	42.36	39.69
	2,273.87	1,882.39

(a) Defined contribution plans

Eligible employees of the Parent and its Indian subsidiaries receive benefits under the provident fund which is a defined contribution plan wherein both the employee and the Group make monthly contributions equal to a specific percentage of covered employees' salary. These contributions are made to the fund administered and managed by the Government of India and the Group has no further obligation beyond making its contribution. The Group's monthly contributions are charged to consolidated Statement of Profit and Loss in the period in which they are incurred. An amount of ₹ 17.07 Lacs (Previous Year: ₹ 16.31 lacs) has been recognised as expense in the statement of profit & loss during the year.

(b) Defined benefits plan

Gratuity is a post employment benefit and is a defined benefit plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972 ('the Act'). The liability recognised in the balance sheet represents the present value of the defined benefit obligation at the balance sheet date, together with adjustment for unrecognised actuarial gains or losses and past service cost. Independent actuaries calculate the defined benefit obligation annually using the Projected Unit Credit Method. Actuarial gains and losses are credited/ charged to the Statement of Other Comprehensive Income in the year in which such gains or losses arise.

Gratuity		
	Year ended 31 March 2023	Year ended 31 March 2022
(i) Defined benefits obligations recognised:		
Present value of obligation:		
- Current	5.47	4.68
- Non-current	128.07	109.69
	133.54	114.37
(ii) Movement in the present value of defined benefit obligations:		
Balance at the beginning of the year	114.37	107.52
Current service cost	22.54	19.11
Past service cost	-	-
Interest cost	8.27	7.37
Actuarial loss arising from assumption changes	1.62	(4.93)
Actuarial gain arising from experience adjustments	3.79	3.28
Benefits paid	(17.05)	(17.98)
Obligations at the end of the year	133.54	114.37
(iii) Components of the net cost charged to the statement of profit and loss:		
Current service cost	22.54	19.11
Past service cost	-	-
Interest cost	8.27	7.37
	30.81	26.48
(iv) Remeasurement of the net defined benefit plans		
Actuarial loss arising from assumption changes	1.62	(4.93)
Actuarial gain arising from experience adjustments	3.79	3.28
	5.41	(1.65)

Gratuity		
	31 March 2023	31 March 2022
(v) Assumptions		
Discount rate	7.20%	7.33%
Salary escalation rate	6.00%	6.00%
Withdrawal rate per annum	2.00%	2.00%
Expected average remaining working lives of employees (years)	15.74	16.53
Mortality rate	IALM 12-14 Ultimate	IALM 12-14 Ultimate
Retirement age	58 years	58 years

Note: The assumption of discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities. Future salary increase rate takes into account the inflation, seniority, promotion and other relevant factors on long term basis.

(vi) Sensitivity analysis

	Gratuity	
	Year ended 31 March 2023	Year ended 31 March 2022
Discount rate - Decrease by 1%	144.57	124.65
Discount rate - Increase by 1%	123.77	105.34
Salary escalation rate - Decrease by 1%	126.15	107.25
Salary escalation rate - Increase by 1%	141.79	122.65

Methods and assumptions used in preparing sensitivity analysis and their limitations:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality.

(vii) Maturity analysis of the benefit payments:

Weighted average duration of gratuity plan is 10 years. Expected benefits payments for each such plans over the years is given in table below:

Particulars	Gratuity	
	Year ended 31 March 2023	Year ended 31 March 2022
Year 1	5.48	4.68
2 to 5 years	41.45	37.30
6 to 10 years	40.90	28.92
More than 10 years	125.12	125.21

(c) Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Interest risk	A decrease in the bond interest rate will increase the plan liability.
Longevity risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

23 FINANCE COST

	Year ended 31 March 2023	Year ended 31 March 2022
Interest on loan	733.55	273.46
Interest on lease liability	-	0.02
Interest on Income Tax	4.50	4.62
Other borrowing costs	69.48	73.95
	807.53	352.05

24 DEPRECIATION AND AMORTIZATION EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property plant and equipment [refer note 3 (a)]	109.30	134.73
Amortisation of right-of-use assets[refer note 3 (b)]	-	0.53
Amortisation of other intangible assets[refer note 3 (c)]	1.02	2.29
	110.32	137.55

25 OTHER EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Electricity charges	16.37	14.49
Rent	21.25	20.39
Repairs and maintenance		
- Others	186.43	130.85
Insurance	5.34	5.46
Rates and taxes	14.80	20.45
Travelling expenses	51.07	22.83
Office expenses	34.99	29.31
Legal and professional charges	252.34	359.52
Technology expenses	457.89	411.14
Auditor's remuneration	43.27	34.52
Director's sitting fees	12.00	11.40
Telephone and other communication expenses	9.15	8.70
Statutory release and publications	3.51	4.21
Loss on disposal of property, plant and equipment, net	-	0.05
Miscellaneous expenses	224.36	171.50
	1,332.77	1,244.82

26 TAX EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
(a) Income tax in the Consolidated Statement of Profit and Loss:		
Current tax	25.40	82.46
Deferred tax:		
- Deferred tax charge / (credit)	171.65	1,026.83
- MAT credit entitlement	(19.25)	(63.33)
Tax adjustments pertaining to previous years(*)	89.19	(1,078.01)
	266.99	(32.05)
(*) Includes MAT Credit entitlement for FY 2007-08 lapsed amounting ₹ 89.01 Lacs.		
(b) Income tax recognised in other comprehensive income comprises:		
Deferred tax on remeasurement of post-employment benefit obligations	1.44	(0.52)
Deferred tax on fair value gains on investments in debt instruments through OCI	8.79	1.44
	10.23	0.92

(c) Reconciliation of income tax expense and the accounting profit for the year:		
Profit before tax	1,108.19	1,250.23
Enacted tax rates (%)	27.82%	27.82%
Computed expected tax expense	308.30	347.81
Difference in tax rates of subsidiary companies	(48.79)	(51.76)
Effect due to non-deductible expenses	10.44	(437.02)
Effect due to allowable expenses/income not taxable	95.04	137.04
Change due to adjustment of deferred tax expense/(income)	(165.12)	(1,013.46)
Effect due to adjustment of unabsorbed losses	(22.26)	(92.91)
Adjustment for tax relating to earlier years (*)	89.25	1,078.06
Others	0.13	0.19
Total income tax expense as per the consolidated Statement of Profit and Loss	266.99	(32.05)

(*) Includes MAT Credit entitlement for FY 2007-08 lapsed amounting ₹ 89.01 Lacs.

	As at 31 March 2023	As at 31 March 2022
(d) Income tax balances		
Non-current tax assets:		
Opening balance	21.22	39.45
Add: Taxes paid	4.77	1.59
Less: Current tax payable for the year	(2.02)	(2.60)
Less: Re-classification to Income Tax Refund Receivable	-	(16.97)
Add/(less): Re-classification from/to current tax liabilities/assets	0.25	(0.25)
Closing balance	24.22	21.22
Current tax assets		
Opening balance	5.91	-
Add: Taxes paid	64.54	103.79
Less: Current tax payable for the year	(22.71)	(79.97)
Add/(less): Re-classification from/to non-current tax assets/current tax liabilities	0.01	(17.56)
Less: Income tax refund received	-	(0.35)
Closing balance	47.75	5.91
Current tax liabilities		
Opening balance	-	17.81
Add: Provision for tax	0.74	-
Less: Re-classification to/from non current tax assets/current tax assets	0.26	(17.81)
Add: Income tax refund received	-	-
Less: Taxes paid	-	-
Closing balance	1.00	-
(e) Deferred tax assets		
Unutilised MAT Credit	1,857.07	1,926.84
	1,857.07	1,926.84

	As at 31 March 2023	As at 31 March 2022
(f) Deferred tax liabilities, net		
Deferred tax liabilities arising on account of:		
- Difference between written down value of property, plant and equipments as per books of accounts and Income Tax Act, 1961	3,106.88	2,174.40
- Fair valuation on debt instruments through OCI	(7.32)	1.47
- Fair valuation on mutual fund investments measured at FVTPL	0.43	5.18
	3,099.99	2,181.05
Deferred Tax asset arising on account of:		
- Unabsorbed losses	1,738.16	1,070.87
- Provision for employee benefits	51.28	45.97
	1,789.44	1,116.84
Deferred tax Liabilities, net	1,310.55	1,064.21

Note: Deferred tax assets and liabilities have been offset wherever the Group has a legal enforceable right to set-off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

(g) Movement in deferred taxes

As on 31 March 2023

Particulars	As at 01 April 2022	Statement of Profit or Loss	Other Comprehensive Income	Translation difference	As at 31 March 2023
Deferred tax assets					
Unutilised MAT credit	1,926.84	(69.77)	-	-	1,857.07
	1,926.84	(69.77)	-	-	1,857.07
Deferred tax liability for deductible temporary differences on:					
- Difference between written down value of property, plant and equipments as per books of accounts and Income Tax Act, 1961	2,174.40	810.01	-	122.47	3,106.88
- Fair valuation on debt instruments through OCI	1.47	-	(8.79)	-	(7.32)
- Fair valuation on mutual fund investments measured at FVTPL	5.18	(4.75)	-	-	0.43
Total deferred tax liabilities	2,181.05	805.26	(8.79)	122.47	3,099.99
Deferred tax assets for deductible temporary differences on:					
- Unabsorbed losses	1,070.87	629.74	-	37.55	1,738.16
- Provision for employee benefits	45.97	3.87	1.44	-	51.28
Total deferred tax assets	1,116.84	633.61	1.44	37.55	1,789.44

(h) Movement in deferred taxes
As on 31 March 2022

Particulars	As at 01 April 2021	Statement of Profit or Loss	Other Comprehensive Income	Translation difference	As at 31 March 2022
Deferred tax assets, net					
Unutilised MAT credit	1,863.52	63.32	-	-	1,926.84
Unabsorbed losses of foreign subsidiary (net)	69.25	(69.25)	-	-	-
	1,932.77	(5.93)	-	-	1,926.84
Deferred tax liability for deductible temporary differences on:					
- Difference between written down value of property, plant and equipments as per books of accounts and Income Tax Act, 1961	131.57	2,027.82	-	15.01	2,174.40
- Fair valuation on debt instruments through OCI	2.91	-	(1.44)	-	1.47
- Fair valuation on mutual fund investments measured at FVTPL	(0.20)	5.38	-	-	5.18
Total deferred tax liabilities	134.28	2,033.20	(1.44)	15.01	2,181.05
Deferred tax assets for deductible temporary differences on:					
- Unabsorbed losses	-	1,070.87	-	-	1,070.87
- Provision for employee benefits	41.70	4.79	(0.52)	-	45.97
- Fair valuation of lease rentals	0.03	(0.03)	-	-	-
Total deferred tax assets	41.73	1,075.63	(0.52)	-	1,116.84

27 EARNINGS PER EQUITY SHARE (EPS)

	Year ended 31 March 2023	Year ended 31 March 2022
Net profit attributable to equity shareholders	841.20	1,282.28
Nominal value of equity share (₹)	10.00	10.00
Weighted average number of equity shares outstanding during the year	14,731,678	14,731,678
Earnings per share (in ₹):		
- Basic earnings per share (₹)	5.71	8.70
- Diluted earnings per share (₹)	5.71	8.70

28 CONTINGENT LIABILITIES AND COMMITMENTS

(a) Contingent liabilities

	As at 31 March 2023	As at 31 March 2022
Guarantees given [refer note (i) below]	1.25	1.25
Claims against Company, not acknowledged as debt [refer note (ii) below]	12.19	12.19
	13.44	13.44

Notes:

- (i) Guarantee given to customs for bonded warehouse is ₹1.25 lacs.
- (ii) Claim for Service Tax and Maintenance Charges ₹12.19 lacs..

(b) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on 13 November 2020, and invited suggestions from stakeholders which are under consideration by the Ministry. The Company and its Indian subsidiaries will assess the impact and its evaluation once the subject rules are notified. The Company and its Indian subsidiaries will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

29 As per requirements of Ind AS 108, 'Segment Reporting', no disclosures are required to be made since the Group's activities consists of a single business segment of Internet based delivery of products and services.

(a) Other information:

		Year ended 31 March 2023		
		Within India	Outside India	Total
(i)	Segment revenue	11.76	45,682.28	45,694.04
		Year ended 31 March 2022		
		Within India	Outside India	Total
(i)	Segment revenue	-	42,166.01	42,166.01
		As at 31 March 2023		
		Within India	Outside India	Total
(ii)	Non-current assets	1,405.27	15,605.10	17,010.37
		As at 31 March 2022		
		Within India	Outside India	Total
(ii)	Non-current assets	1,446.03	10,923.15	12,369.18

(b) The company has entered into single transaction with a single customer , which amounts to 10% or more of the company's total revenue from operations.

30 RELATED PARTY DISCLOSURES

Information on related party transactions as required by Ind AS - 24 for the year ended 31 March 2023.

(a) List of related parties

(i) Key management personnel

Name of the related party	Relationship
Arvind Kajaria	Managing Director
Sharad Kajaria	Whole-time Director
Rupinder Singh	Non- executive Independent Director
Savita Agarwal	Non- executive Independent Director
Anil Agarwal	Non- executive Independent Director
Ashish Arun	Non- executive Independent Director
Mohit Kumar Jha	Chief Financial Officer
Pranvesh Tripathi	Company Secretary

(ii) Relative of Key management personnel

Name of the related party	Relationship
Padma Kajaria	Relative of Director
Amritanshu Kajaria	Relative of Director

(b) Transactions with related parties

	Year ended 31 March 2023	Year ended 31 March 2022
Short-term benefits (#)	255.31	236.47
Dividend paid during the year	70.24	70.24
Sitting fees paid during the year	12.00	11.40
(#) This aforesaid figures do not include amount in respect of gratuity as the same is not determinable.		

(c) Balances of related parties

	Nature of balance	As at 31 March 2023	As at 31 March 2022
Short-term benefits	Payable	17.17	16.84

31 FAIR VALUE MEASUREMENTS

(a) Financial instruments by category

The carrying value and fair value of financial instruments by categories as of 31 March 2023 were as follows:

Particulars	Amortised cost (*)	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Assets:					
Assets:					
Investments in non-convertible debentures (refer note 4)	5.74	-	323.77	329.51	329.51
Investments in perpetual bonds (refer note 4)	-	-	1,548.57	1,548.57	1,548.57
Investments in debt mutual funds (refer note 4)	-	6,286.18	-	6,286.18	6,286.18
Trade receivables (refer note 8)	403.16	-	-	403.16	403.16
Cash and cash equivalents (refer note 9)	414.83	-	-	414.83	414.83
Other bank balances (refer note 9)	105.53	-	-	105.53	105.53
Other financial assets					
Security deposits (refer note 5)	3.76	-	-	3.76	3.76
Others (refer note 5)	1.56	-	-	1.56	1.56
	934.58	6,286.18	1,872.34	9,093.10	9,093.10
Liabilities:					
Borrowings (refer note 12)	14,755.73	-	-	14,755.73	14,755.73
Trade payables (refer note 13)	1,686.21	-	-	1,686.21	1,686.21
Other financial liabilities (refer note 15)	926.02	-	-	926.02	926.02
	17,367.96	-	-	17,367.96	17,367.96

As at 31 March 2022:

Particulars	Amortised cost (*)	Financial assets/ liabilities at FVTPL	Financial assets/liabilities at FVTOCI	Total carrying value	Total fair value
Assets:					
Investments in non-convertible debentures (refer note 4)	6.05	-	-	6.05	6.05
Investments in perpetual bonds (refer note 4)	-	-	748.93	748.93	748.93
Investments in debt mutual funds (refer note 4)	-	6,789.70	-	6,789.70	6,789.70
Trade receivables (refer note 8)	345.04	-	-	345.04	345.04
Cash and cash equivalents (refer note 9)	866.02	-	-	866.02	866.02
Other bank balances (refer note 9)	52.59	-	-	52.59	52.59
Other financial assets					
Security deposits (refer note 5)	3.61	-	-	3.61	3.61
Others (refer note 5)	0.49	-	-	0.49	0.49
	1,273.80	6,789.70	748.93	8,812.43	8,812.43
Liabilities:					
Borrowings (refer note 12)	11,274.26	-	-	11,274.26	11,274.26
Trade payables (refer note 13)	3,076.93	-	-	3,076.93	3,076.93
Other financial liabilities (refer note 14)	664.72	-	-	664.72	664.72
	15,015.91	-	-	15,015.91	15,015.91

Notes:

- (*) The carrying amount of financial assets and financial liabilities measured at amortized cost are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amount would be significantly different from the values that would be eventually received or settled. Management assessed that fair values of cash and cash equivalents, other bank balances, bank deposits, loans to employees, trade receivables, trade payables and other financial liabilities approximate their carrying amounts due to the short term maturities of these instruments. For long-term borrowings at fixed/floating rates, management evaluates that their fair value will not be significantly different from the carrying amount.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a stressed or liquidation sale.

(b) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the Statement of Profit and Loss are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value by category and level on inputs used is given below:

As at 31 March 2023	Level 1	Level 2	Level 3	Total
(i) Measured at fair value through OCI (FVTOCI)				
Investments in perpetual bonds (refer note 4)	1,548.57	-	-	1,548.57
Investments in Non-convertible debentures(refer note 4)	323.77	-	-	323.77
(ii) Measured at fair value through profit or loss (FVTPL)				
Investments in debt mutual funds (refer note 4)	6,286.18	-	-	6,286.18
	8,158.52	-	-	8,158.52

As at 31 March 2022	Level 1	Level 2	Level 3	Total
(i) Measured at fair value through OCI (FVTOCI)				
Investments in perpetual bonds (refer note 4)	748.93	-	-	748.93
(ii) Measured at fair value through profit or loss (FVTPL)				
Investments in debt mutual funds (refer note 4)	6,789.70	-	-	6,789.70
	7,538.63	-	-	7,538.63

(c) Computation of fair values

Investments in mutual funds are investments made in varied tenure funds whose fair value is considered as the net asset value (NAV) declared by their respective fund houses on a daily basis. NAV represents the price at which the fund house is willing to issue further units in such fund/the price at which the fund house will redeem such units from the investors. Thus the declared NAV is similar to fair market value for these mutual fund investments since transactions between the investor and fund houses will be carried out at such prices.

The fair value of perpetual bonds is based on quoted prices and market-observable inputs.

32 FINANCIAL RISK MANAGEMENT

The Group's business activities expose it to a variety of financial risks such as credit risks, liquidity risk and market risks. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the consolidated financial statements.

(a) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group which results in financial loss. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost.

Based on business environment in which the Group operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

i) Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in the United States. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants the credit limits. Impairment of trade receivables is based on expected credit loss model (simplistic approach) depending upon the historical data, present financial conditions of customers and anticipated regulatory changes. Group does not hold any collateral in respect of such receivables.

ii) Financial instruments and cash deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortized cost includes security deposits. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

Credit risk from balances with banks and financial institutions is managed by the Group's chief operating decision maker in accordance with the Group's policies, as approved by the Board. Investments of surplus funds are made only with approved entities and within credit limits assigned to each entity or fund.

The gross carrying amount of financial assets, net of any impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at 31 March 2023 and 31 March 2022 was as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Trade receivables (refer note 8)	403.16	345.04
Investments (refer note 4)	8,164.26	7,544.68
Cash and cash equivalents (refer note 9)	414.83	866.02
Other bank balances (refer note 9)	105.53	52.59
Other financial assets		
Security deposits (refer note 5)	3.76	3.61
Others (refer note 5)	1.56	0.49
	9,093.10	8,812.43

Trade Receivables as at 31 March 2023:

Particulars	Neither due nor impaired	Past due			Total
		Upto 6 months	6 to 12 months	Above 12 months	
Secured	-	-	-	-	-
Unsecured	376.58	26.58	-	-	403.16
Gross Total	376.58	26.58	-	-	403.16
Allowance for doubtful debts	-	-	-	-	-
Net Total	376.58	26.58	-	-	403.16

Trade receivables as at 31 March 2022:

Particulars	Neither due nor impaired	Past due			Total
		Upto 6 months	6 to 12 months	Above 12 months	
Secured	-	-	-	-	-
Unsecured	330.95	14.09	-	-	345.04
Gross Total	330.95	14.09	-	-	345.04
Allowance for doubtful debts	-	-	-	-	-
Net Total	330.95	14.09	-	-	345.04

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to

sell a financial asset quickly at close to its fair value.

The Group has an established liquidity risk management framework for managing its short term, medium term and long-term funding and liquidity management requirements. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. It manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Group also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

Maturities of financial liabilities

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts reported are on gross and undiscounted basis.

As at 31 March 2023:

Particulars	Upto 1 year	1 year to 3 years	3 years to 8 years	Total	Carrying amount
Borrowings (refer note 12)	7,833.97	6,384.47	541.17	14,759.61	14,755.73
Trade payables (refer note 13)	1,686.21	-	-	1,686.21	1,686.21
Other financial liabilities (refer note 14)	926.02	-	-	926.02	926.02
	10,446.20	6,384.47	541.17	17,371.84	17,367.96

As at 31 March 2022:

Particulars	Upto 1 year	1 year to 3 years	3 years to 8 years	Total	Carrying amount
Borrowings (refer note 12)	5,691.10	5,566.56	16.60	11,274.26	11,274.26
Trade payables (refer note 13)	3,076.93	-	-	3,076.93	3,076.93
Other financial liabilities (refer note 14)	664.72	-	-	664.72	664.72
	9,432.75	5,566.56	16.60	15,015.91	15,015.91

(c) Market risk

Market risk is the risk of potential adverse change in the group's income and the value of group net worth arising from movement in foreign exchange rates, interest rates or other market prices. The group recognises that the effective management of market risk is essential to the maintenance of stable earnings and preservation of shareholder value. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the overall returns.

(i) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk arises when transactions are denominated in foreign currencies.

The Group operates internationally and a major portion of the business is transacted in US\$ and consequently the Group is exposed to foreign exchange risk through its sales and services in the United States, and purchases from within United States and overseas suppliers. The exchange between Indian Rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in future. Consequently, the results of the Group's operations are adversely/favourably affected as the rupee appreciates/depreciates against US\$.

Foreign currency risk exposure:

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
Financial Assets		
Trade receivables	403.16	345.04
Financial Liabilities		
Borrowings	13,139.59	11,234.88
Trade payables	1,686.21	3,076.93
Sensitivity analysis:		
Particulars	As at 31 March 2023	As at 31 March 2022
USD sensitivity:		
INR/USD - increase by 5% (31 March 2022 - 5%)	721.13	698.34
INR/USD - decrease by 5% (31 March 2022 - 5%)	(721.13)	(698.34)

(ii) Price risk

The Group is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The investments in mutual funds have been disclosed in Note 4.

The Group is also exposed to the price risk for its investment in bonds and debentures. These being debt instruments, the exposure to risk of changes in market rates is minimal. The details of such investments in bonds and debentures are given in Note 4.

The Group is mainly exposed to change in market rates of its investments in mutual funds recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

The Group has laid policies and guidelines which it adheres to in order to minimise pricing risk arising from investments in debt mutual funds.

Sensitivity analysis:

Particulars	As at 31 March 2023	As at 31 March 2022
Price increase by (1%) - Investments measured at FVTPL	62.86	67.90
Price decrease by (1%) - Investments measured at FVTPL	(62.86)	(67.90)

(iii) Interest rate risk**Liabilities:**

The Group is exposed to the interest rate risk due to its long term borrowings from banks and others. The interest rate risk arises due to uncertainties about the fluctuation in benchmark rates viz. base rate, SOFR, prime lending rate etc. Below is the overall exposure of the borrowings.

Particulars	As at 31 March 2023	As at 31 March 2022
Variable rate borrowing	13,973.40	11,234.88
Total borrowings	13,973.40	11,234.88

Profit or loss and equity is sensitive to higher / lower interest expense from borrowings as a result of change in interest rates.

Particulars	As at 31 March 2023	As at 31 March 2022
Interest sensitivity:		
Interest rates - increase by 1% (31 March 2022 - 1%)	(139.73)	(112.35)
Interest rates - decrease by 1% (31 March 2022 - 1%)	139.73	112.35

Assets

The Group's fixed deposits, interest bearing security deposits, bonds and debentures are carrying at fixed rate. Therefore these instruments are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(d) Capital Management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the group. The primary objective of the group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

The group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	As at 31 March 2023	As at 31 March 2022
Net debts (*)	14,259.75	10,355.65
Total equity	17,755.27	16,568.75
Net debt to equity ratio	0.80	0.63
(*) Net debt = non current borrowings + current borrowings + current maturities of non-current borrowings + interest accrued - cash and bank balances		

33 DIVIDENDS:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Dividend on equity shares paid during the year:		
Final dividend for FY 2021-22 [₹ 1 (Previous year ₹ 1) per equity share of ₹ 10 each]	147.31	147.31

34 ADDITIONAL INFORMATION PURSUANT TO THE GUIDANCE NOTE ON DIVISION II- IND AS SCHEDULE III TO THE COMPANIES ACT 2013 :

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	As at 31 March 2023	As % of consolidated profit/loss	Year ended 31 March 2023	As % of consolidated profit/loss	Year ended 31 March 2023	As % of consolidated profit/loss	Year ended 31 March 2023
(a) Parent:								
IntraSoft Technologies Limited	63.78%	11,385.09	1.67%	14.05	-4.87%	(24.01)	-0.75%	(9.96)
(b) Subsidiaries								
Indian subsidiary								
One Two Three Greetings (India) Private Limited	0.08%	15.14	0.76%	6.36	0.00%	-	0.48%	6.36
Foreign subsidiaries								
123Greetings.com, Inc.	0.66%	117.08	0.29%	2.42	7.47%	36.82	2.94%	39.24
Intrasoft Ventures Pte. Limited	-0.28%	(49.41)	0.11%	0.96	-7.05%	(34.71)	-2.53%	(33.75)
123Stores, Inc. consolidated (*)	35.76%	6,383.51	97.17%	817.41	104.45%	514.53	99.86%	1,331.94
Minority interests in all subsidiaries	-	-	-	-	-	-	-	-
TOTAL	100%	17,851.41	100%	841.20	100%	492.63	100%	1,333.83

ADDITIONAL INFORMATION PURSUANT TO THE GUIDANCE NOTE ON DIVISION II- IND AS SCHEDULE III TO THE COMPANIES ACT 2013:

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	As at 31 March 2022	As % of consolidated profit/loss	Year ended 31 March 2022	As % of consolidated profit/loss	Year ended 31 March 2022	As % of consolidated profit/loss	Year ended 31 March 2022
(a) Parent:								
IntraSoft Technologies Limited	69.26%	11,542.36	25.82%	331.04	-0.08%	(0.15)	22.57%	330.89
(b) Subsidiaries								
Indian subsidiary								
One Two Three Greetings (India) Private Limited	0.05%	8.78	0.00%	-	0.00%	-	0.00%	-
Foreign subsidiaries								
123Greetings.com, Inc.	0.63%	105.71	0.34%	4.31	15.15%	27.88	2.20%	32.19
Intrasoft Ventures Pte. Limited	-0.27%	(45.69)	-0.17%	(2.17)	-16.32%	(30.04)	-2.20%	(32.21)
123Stores, Inc. consolidated (*)	30.33%	5,053.73	74.02%	949.10	101.26%	186.34	77.44%	1,135.44
Minority interests in all subsidiaries	-	-	-	-	-	-	-	-
TOTAL	100%	16,664.89	100%	1,282.28	100%	184.03	100%	1,466.31

(*) 123Stores, Inc. consolidated consists of 123Stores, Inc. and its wholly owned Indian subsidiary 123Stores E Commerce Private Limited.

35 OTHER ADDITIONAL REGULATORY INFORMATION AS REQUIRED BY AMENDED SCHEDULE III :

- (a) Details of Crypto Currency or Virtual Currency : The Parent Company and its indian subsidiaries have not traded or invested in Crypto currency or Virtual Currency during the period ending 31 March 2023 and also for the period ending 31 March 2022.
- (b) Utilisation of Borrowed Fund:
- I. The Parent Company and its indian subsidiaries have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries during the year.
- II. The Parent Company and its indian subsidiaries have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries during the year.
- (c) Disclosure in relation to undisclosed income : The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period ending 31 March 2023 and also for the period ending 31 March 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (d) Relationship with Struck off Companies : The Company do not have any transactions with company's struck off during the period ending 31 March 2023 and also for the period ending 31 March 2022.
- (e) Details of Benami Property held : The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company during the period ending 31 March 2023 and also for the period ending 31 March 2022 for holding any Benami property.
- (f) The Parent Company and its indian subsidiaries have not been declared wilful defaulter by any bank or financial institution or any government or any government authority during the current year and previous financial year.
- (g) Registration of charges or satisfaction with Registrar of Companies (ROC) : The Parent Company and its indian subsidiaries do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period, during the period ending 31 March 2023 and also for the period ending 31 March 2022.

36 PREVIOUS PERIOD FIGURES HAVE BEEN RE-GROUPED/RE-CLASSIFIED WHEREVER NECESSARY, TO CONFORM TO CURRENT PERIOD'S CLASSIFICATION.

As per our report of even date

For Singhi & Co.

Chartered Accountants

Firm Registration No. 302049E

Rahul Bothra

Partner

Membership No. 067330

Place : Kolkata

Date : 29 May 2023

For and on behalf of the Board of Directors of

IntraSoft Technologies Limited

(CIN: L24133MH1996PLC197857)

Arvind Kajaria

Managing Director

(DIN: 00106901)

Place : Kolkata

Date : 29 May 2023

Sharad Kajaria

Whole-time Director

(DIN: 00108036)

Mohit Kumar Jha

Chief Financial Officer

(PAN: AFQPJ3755G)

Pranvesh Tripathi

Company Secretary

(PAN: ACWPT9367K)

Standalone Financial Statements

Independent Auditor's Report

To the Members of IntraSoft Technologies Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

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

Key audit matters	How our audit addressed the key audit matter
Recoverability of Minimum Alternate Tax (MAT) Credit: (as described in Note 25(d) to the standalone financial statements)	
As at 31 March 2023, the Company has recognised Minimum Alternate Tax (MAT) credit amounting to ₹1,857.04 Lacs, within deferred tax assets. On that date, the Company also has unabsorbed depreciation amounting to ₹91.51 Lacs. The recognition of a deferred tax asset in the form of MAT credit is based on management's estimate of taxable and accounting profits in future, which are underpinned by the Company's price assumptions and business plans, and tax adjustments required to be made in the taxable profit computations, as per the provisions of Income-tax Act, 1961 (IT Act). Estimating recoverability of MAT credit also requires significant judgements, including the timing of reversals of unabsorbed business losses and depreciation.	Our procedures in relation to assessment of MAT credit recognised as at reporting date included, but were not limited to, the following: <ul style="list-style-type: none"> • Obtained and updated understanding of the management's process of computation of future accounting and taxable profits of the Company, and expected utilization of available MAT credit within specified time period as per provision of the IT Act. • Evaluated the design of and tested the operating effectiveness of controls around the preparation of underlying business plans, future taxable profit computation, and assessment of recognition of MAT credit at year end. • Reconciled the business results projections to the future business plans approved by the Company's board of directors.

Key audit matters	How our audit addressed the key audit matter
Considering the materiality of the amounts involved and inherent subjectivity requiring significant judgement involved in the determination of utilization of MAT credit through estimation of future taxable profits, this area was considered to be of most significance to the audit and determined to be a key audit matter.	<ul style="list-style-type: none"> Evaluated the management's assessment of underlying assumptions used for the business results projections including implied growth rates and expected prices considering evidence available to support these assumptions and our understanding of the business. Tested such growth rates used in the forecast by comparing them to past trends and to economic and industry forecasts, where appropriate. Evaluated the sensitivity analysis performed by management in respect of the key assumptions such as growth rates to ensure there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the timing of reversal of unabsorbed depreciation and unabsorbed business losses and utilisation of MAT credit. Tested the computations of future taxable profits, including testing of the adjustments made in such computations with respect to tax-allowed and tax-disallowed items, other tax rebates and deductions available to the Company, and tested the computation of MAT liability in such future years, in accordance with the provisions of the IT Act. Evaluated the historical accuracy of the estimates made in the prior periods with respect to business projections and aforesaid tax computations. Tested the mathematical accuracy of management's projections and tax computations. Based on aforesaid computations, assessed the appropriateness of management's estimate of likelihood of utilization of MAT credit within the time period specified and in accordance with the provisions of the IT Act. Evaluated the appropriateness and adequacy of the disclosures related to MAT credit in the financial statements in accordance with the applicable accounting standards.

Information Other than the Standalone financial statements and Auditor's Report Thereon

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

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required

to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

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

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

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

(All amounts in ₹ lacs, unless otherwise stated)

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note 26 to the financial statement.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise,

that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries during the year (refer note – 34 (h) to the financial statements);

- (b) The management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries during the year (refer note – 34 (h) to the financial statements); and

- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement

- v. The dividend declared or paid during the year by the Company is in compliance with section 123 of the Companies Act, 2013.

- vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Singhi & Co.

Chartered Accountants
Firm's Registration No.: 302049E

(Rahul Bothra)

Partner

Place : Kolkata
Date : 29 May 2023

Membership No.: 067330
UDIN:23067330BGTOYT5975

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls with reference to standalone financial statements of IntraSoft Technologies Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to standalone financial statements of the Company.

Meaning of Internal Financial Controls with reference to Standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Limitations of Internal Financial Controls with reference to Standalone financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to these standalone financial statements and such internal financial controls with reference to these standalone financial statements were operating effectively as at 31 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 Singhi & Co.

Chartered Accountants
Firm's Registration No.: 302049E

(Rahul Bothra)

Partner

Place : Kolkata
Date : 29 May 2023

Membership No.: 067330
UDIN:23067330BGTOYT5975

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we report that:

- i. a. A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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 information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. a. The Company is a service company, primarily rendering internet based delivery of services. Accordingly, it does not hold any physical inventory. Accordingly, clause 3(ii) (a) of the Order is not applicable.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned non fund based working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets. However as informed the Company is not required to file quarterly returns and statements with such banks. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. a. The Company has granted loan to subsidiary company and other party and also provided guarantee on behalf of a subsidiary company during the year, in respect of which the requisite information is as below. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has stood guarantee, or provided security to the entity as below:

Amount (₹ in Lacs)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount during the year				
- Subsidiaries	1,900			250
- Others	Nil			150
Balance outstanding as at balance sheet date				
- Subsidiaries	7,600			250
- Others	Nil			Nil

- b. According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the company has not made any investments and not provide any security. However the Company has provided guarantees and grant loan during the year, the terms and conditions of the grant of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except for the loan of ₹250 lacs given to M/s 123Stores E Commerce Private Limited which is repayable on demand. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the

Company has not given any advances in the nature of loans to any party during the year.

- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

- f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans			
- Repayable on demand (A)	250	Nil	250
- Agreement does not specify any terms or period of Repayment (B)	Nil	Nil	Nil
Total (A+B)	250	Nil	250
Percentage of loans to the total loans	100%	Nil	100%

- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- vii. a. The Company is generally regular in depositing undisputed statutory dues including Goods and Service tax, Provident Fund, Employee's State Insurance, Income Tax, Customs Duty, Cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us and the records of the Company examined by us, no undisputed statutory dues as above were outstanding as at 31 March 2023 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute as on 31 March 2023.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowings or in the payment of interest thereon to any lender.
- b. According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or government authority.
- c. In our opinion and according to the information and explanations given to us by the management, the Company has taken a term loan of Rs 850 Lakhs from Kotak Mahindra Bank for Business purpose. Pending utilisation of the loan for business purpose due to delay in projects the same has been used for purchase of investments. (Refer note 14 of standalone audited financial statement for details).
- d. According to the information and explanations given to us and on an overall examination of the balance sheet 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 and explanations 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 persons on account of or to meet the obligations of its subsidiaries as defined under the Act.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- x. a. In our opinion, and according to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further

- public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. a. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the management.
- b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, a report under Section 143(12) of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- c. As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in Compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. a. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. According to the information and explanations given to us and as represented to us by the management and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him hence provisions of Section 192 of the Act are not applicable to the Company. Accordingly, clause 3(xv) of the Order is not applicable to the Company.
- xvi. a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- b. The Company has not conducted non-banking / housing finance activities during the year and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- d. Based on the information and explanations provided by the management of the Company, the Group does not have any CIC's, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (refer note – 33 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and 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 requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **Singhi & Co.**Chartered Accountants
Firm's Registration No.: 302049E**(Rahul Bothra)**

Partner

Place : Kolkata

Date : 29 May 2023

Membership No.: 067330

UDIN:23067330BGTOYT5975

Balance Sheet as at 31 March 2023

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	5 (a)	1,284.98	1,309.45
Right of use assets	5 (b)	-	-
Other intangible assets	5 (c)	6.82	5.88
Financial assets			
(i) Investments	6 (a)	3,092.72	1,507.35
(ii) Other financial assets	7 (a)	3.76	3.61
Deferred tax assets (net)	24 (e)	1,663.35	1,738.00
Other non-current assets	9 (a)	25.17	32.84
Total non-current assets		6,076.80	4,597.13
Current assets			
Financial assets			
(i) Investments	6 (b)	6,284.05	7,217.92
(ii) Trade receivables	10	-	15.85
(iii) Cash and cash equivalents	11 (a)	66.40	9.95
(iv) Other bank balances	11 (b)	91.74	40.65
(v) Loans	8	250.00	-
(vi) Other financial assets	7 (b)	6.00	0.49
Current tax assets (net)	24 (d)	29.15	-
Other current assets	9 (b)	20.95	55.90
Total current assets		6,748.29	7,340.76
Total assets		12,825.09	11,937.89
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	1,473.17	1,473.17
Other equity	13	9,911.92	10,069.19
Total equity		11,385.09	11,542.36
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	14 (a)	767.08	32.34
Provisions	16 (a)	86.24	80.54
Non-current tax liabilities (net)	24 (d)	-	0.25
Other non-current liabilities	17 (a)	95.50	97.50
Total non-current liabilities		948.82	210.63
Current liabilities			
Financial liabilities			
(i) Borrowings	14 (b)	304.06	7.04
(ii) Other financial liabilities	15	136.61	110.86
Other current liabilities	17 (b)	47.42	61.98
Provisions	16 (b)	3.09	2.94
Current tax liabilities (net)	24 (d)	-	2.08
Total current liabilities		491.18	184.90
Total liabilities		1,440.00	395.53
Total equity and liabilities		12,825.09	11,937.89

The accompanying notes 1 to 36 form an integral part of these standalone financial statements.

This is the Balance Sheet referred to in our report of even date.

For Singhi & Co.

Chartered Accountants
Firm Registration No. 302049E

Rahul Bothra

Partner
Membership No. 067330

Place : Kolkata
Date : 29 May 2023

For and on behalf of the Board of Directors of

IntraSoft Technologies Limited
(CIN: L24133MH1996PLC197857)

Arvind Kajaria

Managing Director
(DIN: 00106901)

Place : Kolkata
Date : 29 May 2023

Sharad Kajaria

Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha

Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi

Company Secretary
(PAN: ACWPT9367K)

Statement of Profit and Loss for the year ended 31 March 2023

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
INCOME			
Revenue from operations	18	631.82	806.50
Other income	19	455.60	499.54
Total income		1,087.42	1,306.04
EXPENSES			
Employee benefits expenses	20	596.47	621.22
Finance costs	21	48.02	5.24
Depreciation and amortisation expense	22	52.73	74.53
Other expenses	23	272.86	250.49
Total expenses		970.08	951.48
Profit before tax		117.34	354.56
TAX EXPENSE:	24 (a)		
Current tax		19.31	63.36
Deferred tax		(5.11)	(39.84)
Income tax for earlier years		89.09	-
Total Tax expense		103.29	(23.52)
Profit for the year		14.05	331.04
OTHER COMPREHENSIVE INCOME:			
(a) Items that will not be reclassified subsequently to profit or loss:			
- Remeasurements of defined benefit obligations		(1.65)	4.95
- Income tax effect on above	24 (b)	0.46	(1.38)
(b) Items that will be reclassified subsequently to profit or loss:			
- Fair value loss on investment in debt instruments through OCI		(31.61)	(5.16)
- Income tax effect on above	24 (b)	8.79	1.44
Total other comprehensive income for the year (net of tax)		(24.01)	(0.15)
Total comprehensive income for the year		(9.96)	330.89
EARNINGS PER EQUITY SHARE:			
Basic and diluted earnings per share (₹)	25	0.10	2.25

The accompanying notes 1 to 36 form an integral part of these standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Rahul Bhothra
Partner
Membership No. 067330

Place : Kolkata
Date : 29 May 2023

**For and on behalf of the Board of Directors of
IntraSoft Technologies Limited**
(CIN: L24133MH1996PLC197857)

Arvind Kajaria
Managing Director
(DIN: 00106901)

Place : Kolkata
Date : 29 May 2023

Sharad Kajaria
Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha
Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi
Company Secretary
(PAN: ACWPT9367K)

Statement of Changes in Equity for the year ended 31 March 2023

A. EQUITY SHARE CAPITAL						
(1) Current reporting period						
Balance as at 1 April 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2022	Changes in equity share capital during the year	Balance as at 31 March 2023		
1,473.17	-	-	-	1,473.17		
(2) Previous reporting period						
Balance as at 1 April 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2021	Changes in equity share capital during the year	Balance as at 31 March 2022		
1,473.17	-	-	-	1,473.17		
B. OTHER EQUITY						
Reserves and Surplus					Other comprehensive income (OCI)	Total
	Securities premium account	General reserve	Capital reserve	Retained earnings	Debt instruments through OCI	
As at 1 April 2021	5,527.11	169.15	96.14	4,084.66	8.55	9,885.61
Profit for the year	-	-	-	331.04	-	331.04
Items of other comprehensive income, net of tax:						
Remeasurements of post-employment benefit obligations	-	-	-	3.57	-	3.57
Fair Value changes on investments in debt instruments through OCI	-	-	-	-	(3.72)	(3.72)
Dividends paid	-	-	-	(147.31)	-	(147.31)
As at 31 March 2022	5,527.11	169.15	96.14	4,271.96	4.83	10,069.19
Changes in equity for the year ended 31 March 2023						
As at 31 March 2022	5,527.11	169.15	96.14	4,271.96	4.83	10,069.19
Profit for the year	-	-	-	14.05	-	14.05
Items of other comprehensive income, net of tax:						
Remeasurements of post-employment benefit obligations	-	-	-	(1.19)	-	(1.19)
Fair Value changes on investments in debt instruments through OCI	-	-	-	-	(22.82)	(22.82)
Dividends paid	-	-	-	(147.31)	-	(147.31)
As at 31 March 2023	5,527.11	169.15	96.14	4,137.51	(17.99)	9,911.92

The accompanying notes 1 to 36 form an integral part of these standalone financial statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Rahul Bothra
Partner
Membership No. 067330

**For and on behalf of the Board of Directors of
IntraSoft Technologies Limited**
(CIN: L24133MH1996PLC197857)

Arvind Kajaria
Managing Director
(DIN: 00106901)

Sharad Kajaria
Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha
Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi
Company Secretary
(PAN: ACWPT9367K)

Place : Kolkata
Date : 29 May 2023

Place : Kolkata
Date : 29 May 2023

Statement of Cash Flows for the year ended 31 March 2023

	Year ended 31 March 2023	Year ended 31 March 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	117.34	354.56
Adjustments for:		
Depreciation and amortisation expense	52.73	74.53
Loss/(Gain) on disposal of property, plant and equipment	(3.08)	0.05
Dividend income	(259.98)	(203.80)
Net gain on sale of investments measured at FVTPL	(51.28)	(160.43)
Net loss arising on remeasurement of investments measured at FVTPL	(1.55)	(18.61)
Net profit on sale of NCD	(3.13)	(1.96)
Gain on reversal of impairment loss	-	(11.36)
Grant income	(1.99)	(1.99)
Finance costs	48.02	5.24
Interest income	(104.75)	(73.64)
Unwinding of financial guarantee	(29.84)	(27.75)
Operating loss before working capital changes	(237.51)	(65.16)
Adjustments for changes in working capital:		
Decrease/(increase) in trade receivables	15.85	(15.85)
Decrease in loans	-	60.00
Decrease/(increase) in other financial assets	(0.11)	0.29
Decrease in other assets	38.86	106.43
Increase in provisions	4.20	9.04
Decrease in non current liabilities	-	(272.73)
Increase/(decrease) in financial liabilities	9.78	(10.38)
Increase/(decrease) in other current liabilities	(14.56)	39.75
Cash used in operating activities	(183.49)	(148.61)
Income tax paid (net of refunds)	(47.12)	(74.32)
Net cash used in operating activities (A)	(230.61)	(222.93)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of investments	(7,056.04)	(3,487.20)
Sale of investments	6,462.94	3,319.51
Purchase of property, plant equipment	(29.39)	(43.93)
Purchase of intangible assets	(1.49)	-
Proceeds from sale of property, plant and equipment	4.76	2.10
Inter-corporate loans	(250.00)	-
Investments in fixed deposits (net)	(51.13)	(0.63)
Interest received	99.24	73.15
Dividend received	259.98	203.80
Net cash generated from/(used in) investing activities (B)	(561.13)	66.80

	Year ended 31 March 2023	Year ended 31 March 2022
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from long term borrowings	864.10	40.50
Repayment of long term borrowings	(37.71)	(1.12)
Proceeds from/(repayment of) short term borrowings	205.00	-
Dividend paid	(147.36)	(147.74)
Repayment of lease liabilities (net)	-	(0.78)
Interest paid	(35.84)	(5.22)
Net cash generated from / (used in) financing activities (C)	848.19	(114.36)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	56.45	(270.49)
Cash and cash equivalents at the beginning of the year	9.95	280.44
Cash and cash equivalents at the end of the year	66.40	9.95

	As at 31 March 2023	As at 31 March 2022
Cash and cash equivalents comprise of:		
Cash on hand	0.28	0.45
Balances with Scheduled Commercial Banks - current accounts	66.12	9.50
Closing cash and cash equivalents	66.40	9.95

Notes:

- The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, "Statement of Cash Flows".
- Reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financial activities:

Particulars	Year ended 31 March 2023			
	Long-term borrowings	Short-term borrowings	Lease liabilities	Interest accrued but not due
Opening Balance	39.38	-	-	-
Cash Flow Changes (Net)	826.39	205.00	-	-
Non-Cash Flow Changes				
- Fair Value Changes	0.37	-	-	(0.37)
- Forex movement	-	-	-	-
- Others	-	-	-	-
Interest Expense	-	-	-	48.02
Interest Paid	-	-	-	(35.84)
Closing Balance	866.14	205.00	-	11.81

Particulars	Year ended 31 March 2022			
	Long-term borrowings	Short-term borrowings	Lease liabilities	Interest accrued but not due
Opening Balance	-	-	0.63	-
Cash Flow Changes (Net)	39.38	-	(0.78)	-
Non-Cash Flow Changes				
- Fair Value Changes	-	-	0.02	(0.02)
- Forex movement	-	-	-	-
- Others	-	-	0.13	-
Interest Expense	-	-	-	5.24
Interest Paid	-	-	-	(5.22)
Closing Balance	39.38	-	-	-

This is the Statement of Cash Flows referred to in our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Rahul Bothra
Partner
Membership No. 067330

Place : Kolkata
Date : 29 May 2023

**For and on behalf of the Board of Directors of
IntraSoft Technologies Limited**
(CIN: L24133MH1996PLC197857)

Arvind Kajaria
Managing Director
(DIN: 00106901)

Place : Kolkata
Date : 29 May 2023

Sharad Kajaria
Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha
Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi
Company Secretary
(PAN: ACWPT9367K)

Notes to Standalone Financial Statement for the year ended 31 March 2023

Summary of significant accounting policies and other explanatory information

1 CORPORATE INFORMATION

- a) IntraSoft Technologies Limited ('the Company') is a public limited company domiciled in India and registered under the provisions of the Companies Act, 1956. The Company is listed on Bombay Stock Exchange and National Stock Exchange of India Limited and is engaged in internet based delivery of services.

The Standalone Financial Statements for the year ended 31 March 2023 were authorized and approved for issue by the Board of Directors on 29 May 2023.

b) Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statement.

2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

These standalone financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

b) New and amended standards

The Company applied for the first time certain standards and amendments, which are effective for annual period beginning on or after 1 April 2022. The Company has

not early adopted any other standard or amendment that has been issued but is not yet effective.

- i) Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.
- ii) Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).
- iii) Ind AS 103 – Reference to Conceptual Framework -The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.
- iv) Ind AS 109 – Annual Improvements to Ind AS (2021)-The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability.
- v) Ind AS 116 – Annual Improvements to Ind AS (2021)-The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The amendments listed above did not have any impact

on the amounts recognised in prior periods and are not expected to significantly affect the current and future periods.

Recent Pronouncement:

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April 2023, as below:

- (i) Ind AS1, Presentation of Financial Statements : Companies are now required to disclose material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statement.
- (ii) Ind AS 8, Accounting policies, Change in Accounting Estimates and Errors : Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty.
 - A company develops an accounting estimate to achieve the objective set out by an accounting policy.
 - Accounting estimates include: a) Selection of a measurement technique (estimation or valuation technique) b) Selecting the inputs to be used when applying the chosen measurement technique.

The amendments will help entities to distinguish between accounting policies and accounting estimates. The Company does not expect this amendment to have any significant impact in its financial statements.

- (iii) Ind AS12, Income Taxes : Narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax

asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision. The Company is evaluating the impact, if any, in its financial statements.

3 USE OF ESTIMATES

- a) The preparation of the standalone financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the standalone financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for income taxes, classification of assets and liabilities into current and non-current and the useful lives of tangible and intangible assets. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

b) Critical accounting estimates and judgements

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the standalone financial statements.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Income taxes

The Company's tax jurisdiction is in India. Significant judgements are involved in determining the provision for income taxes including amounts expected to be paid or recovered for uncertain tax positions. Refer note 24.

Useful lives of depreciable or amortisable assets

Management reviews its estimate of the useful lives of depreciable or amortisable assets at each reporting date, based its expected utility of those assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment.

Measurement of defined benefit obligation (DBO)

The costs of post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which

benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in note 20.

Fair value measurements

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions. Refer note 29 for details.

Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

4 THE STANDALONE FINANCIAL STATEMENTS HAVE BEEN PREPARED USING THE ACCOUNTING POLICIES AND MEASUREMENT BASIS SUMMARIZED BELOW.

(a) Overall considerations

The standalone financial statements have been prepared using the significant accounting policies and measurement basis that are in effect at 31 March 2023, as summarised below.

(b) Current versus non-current classification

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

An asset is classified as current when:

- it is expected to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it is held the asset primarily for the purpose of trading;

- it is expected to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- it expects to settle the liability in its normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(c) Foreign currency

Functional and presentation currency

The standalone financial statements are presented in Indian Rupee ('INR') which is also the functional and presentation currency of the Company.

Transactions and balances

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that

existed when the fair values were determined.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Statement of Profit and Loss in the year in which they arise.

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for services rendered, net of returns and discounts to customers. Revenue from the sale of services is recognised when the Company performs its obligations to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable.

Sale of services

Revenue from services consists of revenue earned from contracts or agreements with the related parties, which are recognized as and when related services are performed and when no significant uncertainty exists regarding the collectability of revenue. The timing of such recognition in case of services, in the period in which such services are rendered.

Interest income

Interest income is recorded using the effective interest rate (EIR) for all debt instruments measured either at amortised cost. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

Dividend income

Dividend income is recognized when the right to receive payment is established.

(e) Property, plant and equipment

Recognition:

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent measurement (depreciation and useful lives):

The Company depreciates property, plant and equipment on a pro-rata basis over their estimated useful lives using the straight-line method. The estimated useful lives of the assets prescribed under Schedule II of the Act, are as follows:

Category of asset	Useful life (years)
Buildings	60
Leasehold Improvements	Shorter of lease period or estimated useful lives
Furniture and fixtures	10
Computer equipment	3 to 6
Office equipment	5
Vehicles	8

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Advances paid towards the acquisition property, plant and equipment outstanding as at each balance sheet date is classified as capital advance under other non-current assets and the cost of assets not put to use before such date are disclosed under Capital work-in-progress. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that the future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or upon retirement of the asset and resultant gains or losses are recognized in the Statement of Profit and Loss.

De-recognition:

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the standalone Statement of Profit and Loss, when the asset is de-recognised.

(f) Other intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment. They are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors, including the affects of obsolescence, demand, competition and other economic factors (such as stability of the industry and know technological advances) and the level of

maintenance expenditures required to obtain the future cash flows from the asset. Residual value, useful lives and amortisation method are reviewed annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

(g) Leases

Company as a lessee:

The Company adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application on 01 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. The Company elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying Ind AS 17 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases'), and lease contracts for which the underlying asset is of low value ('low-value assets').

The Company has lease contracts for various buildings. Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as an operating lease.

Lease payments were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in profit or loss on a straight-line basis, (no straightlining was done in case escalations were considered to be in line with expected general inflation), over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which has been applied by the Company.

Leases previously accounted for as operating leases

The Company recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases are recognised based on the carrying amount as if the standard had always been applied, apart from the

use of incremental borrowing rate at the date of initial application. The right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Company has applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics.
- Relied on its assessment of whether leases are onerous immediately before the date of initial application.
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

(h) Impairment of non-financial assets

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

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

If the recoverable amount of an asset (or cash-generating

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

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

(i) Financial instruments

Classification:

The Company classifies its financial assets in the following measurement categories depending on the Company's business model for managing such financial assets and the contractual cash flow terms of the asset:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (ii) those subsequently measured at amortized cost.

For assets measured at fair value, gains or losses are either recorded in the Statement of Profit and Loss or other comprehensive income. Investments in debt instruments are classified depending on the business model managing such investments. The Company re-classifies the debt investments when and only when there is a change in business model managing those assets.

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

Measurement:

At initial recognition, the Company measures a financial asset (other than those carried at fair value through profit or loss) at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss as and when they are incurred.

Financial assets

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement:

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

- The Company's business model for managing the financial asset and,
- The contractual cash flow characteristics of the financial asset.

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

This category applies to investments by the Company in non-convertible debentures.

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

outstanding. Further in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognised in other comprehensive income.

This category applies to investments by the Company in debt instruments. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income and impairment losses and its reversals in the Statement of Profit and Loss. On Derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is reclassified from equity to the Statement of Profit and Loss.

This category applies to investments by the Company in perpetual bonds.

Financial assets at fair value through profit and loss - A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the statement of profit and loss.

De-recognition of financial assets

A financial asset is de-recognized when:

- (i) Contractual right to receive cash flows from such financial asset expires;
- (ii) Company transfers the contractual right to receive cash flows from the financial asset; or
- (iii) Company retains the right to receive the contractual cash flows from the financial asset, but assumes a contractual obligation to pay such cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards associated with the ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized.

Where the Company has neither transferred nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company does not retain control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the

extent of continuing involvement in such financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL area portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date. ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

Financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected

life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement

Subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

De-recognition of financial liability

A financial liability is de-recognised when the underlying obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Financial guarantee

Financial guarantee contracts are initially measured at fair value and subsequently measured at higher of:

- The amount of loss allowance (calculated as described in policy for impairment of financial assets)
- The amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with principles of Ind AS.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(j) Investments in subsidiaries

Investment in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. On disposal of the investments, the difference between net disposal proceeds and the carrying amount is recognized in the Statement of Profit and Loss.

(k) Taxation

Tax expense recognized in the Statement of Profit or Loss comprises the sum of deferred tax and current tax except the ones recognized in Other Comprehensive Income or directly in Equity.

Current tax

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in Other Comprehensive Income or in Equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in Equity.

Current income tax for current and prior periods is recognised at the amounts expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

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

Minimum alternate tax

Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. MAT Credits are in the form of unused tax credits that are carried forward by the Company for a specified period of time. Accordingly, MAT Credit Entitlement has been grouped with deferred tax asset (net). Correspondingly, MAT credit entitlement has been grouped with deferred tax in the Statement of Profit and Loss.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets (including MAT credits) are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

(l) Employee benefits expense:

Expenses and liabilities in respect of employee benefits expense are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit plans:**Gratuity**

The defined benefit obligation for post employment benefit plan is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of

the related obligation.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Profit or Loss as past service cost.

Other long-term employee benefits:

The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation using projected unit credit method on the additional amount expected to be paid or availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

The measurement of other long-term employee benefits is not usually subject to the same degree of uncertainty as the measurement of post-employment benefits. Hence the remeasurements are not recognised in Other Comprehensive Income.

(m) Cash and cash equivalents

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

(n) Provisions, contingent liabilities and contingent assets**Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects

current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

(o) Earnings per equity share (EPS)

Basic earnings per equity share is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into.

Diluted earnings per equity share is calculated by dividing the profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(p) Government grant

The Company is entitled to grants from state government in respect of state incentive scheme. Such subsidies are measured at amounts receivable from the government which are non-refundable and are recognized as income when there is a reasonable assurance that the Company will comply with all necessary conditions attached to them.

Government grants related to revenue are recognised

on a systematic basis in net profit in the Statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

(q) Fair value

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

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

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

(r) Borrowing costs

Interest on borrowing is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable on the borrowing. Ancillary expenditure incurred in connection with the arrangement of borrowings is amortized over the tenure of the respective borrowings. An unamortized borrowing cost remaining, if any, is fully expensed off as and when the related borrowing is prepaid or cancelled.

(s) Dividends

The final dividend on equity shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

(t) Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is

adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

(u) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. As per requirements of Ind AS 108, 'Segment Reporting', no disclosures are required to be made since the Company's activities consists of a single business segment of internet based delivery of services.

(v) Transfer pricing

In accordance with international transfer pricing regulations of the Income Tax Act, 1961, the Company is required to use certain specific methods in computing arm's length prices of international transactions with associated enterprises and maintain documentation in this respect. These regulations require that such information and documentation be to contemporaneous, including conducting a benchmark study to determine whether any transactions with associated enterprises undertaken are on an "arm's length basis". The Company is in the process of updating its transfer pricing study for the Financial year ended 31 March 2023. Management is of the opinion that the Company's international transactions are at arm's length. Consequently, no adjustments, if any, that may arise from this study are presently recorded in the standalone financial statements.

5 (a) PROPERTY, PLANT AND EQUIPMENT

	Buildings (#)	Furniture and fixtures	Computer equipment	Office equipment	Leasehold Improvements	Vehicles	Total
Gross block							
Balance as at 01 April 2021	1,282.79	276.71	33.87	135.64	-	105.61	1,834.17
Additions	-	-	-	-	-	43.93	43.93
Disposals	-	1.51	2.47	9.59	-	11.16	24.73
Balance as at 31 March 2022	1,282.79	275.20	31.40	126.05	-	137.93	1,853.37
Additions	-	-	2.16	5.80	-	21.43	29.39
Disposals	-	0.09	0.80	7.64	-	24.66	33.19
Balance as at 31 March 2023	1,282.79	275.11	32.76	124.21	-	134.70	1,849.57
Accumulated depreciation							
Balance as at 01 April 2021	108.55	160.91	28.38	116.97	-	79.87	494.68
Depreciation charge for the year	21.71	33.35	0.42	8.41	-	8.34	72.23
Disposals	-	1.35	2.33	8.89	-	10.42	22.99
Balance as at 31 March 2022	130.26	192.91	26.47	116.49	-	77.79	543.92
Depreciation charge for the year	21.71	16.15	0.64	1.37	-	12.31	52.18
Disposals	-	0.07	0.76	7.25	-	23.43	31.51
Balance as at 31 March 2023	151.97	208.99	26.35	110.61	-	66.67	564.59
Net Block							
Balance as at 31 March 2022	1152.53	82.29	4.93	9.56	-	60.14	1309.45
Balance as at 31 March 2023	1130.82	66.12	6.41	13.60	-	68.03	1284.98

(#) IMMOVABLE PROPERTY IS HELD IN THE NAME OF THE COMPANY DURING THE YEAR ENDED 31 MARCH 2023 AND ALSO FOR THE YEAR ENDED 31 MARCH 2022 RESPECTIVELY.

NOTE : REFER NOTE 14 FOR SECURITY AGAINST THE BORROWINGS.

5 (b) RIGHT OF USE ASSETS

	Buildings	Total
Gross block		
Balance as at 01 April 2021	1.97	1.97
Additions	-	-
Disposals	-	-
Balance as at 31 March 2022	1.97	1.97
Additions	-	-
Disposals	-	-
Balance as at 31 March 2023	1.97	1.97
Accumulated amortisation		
Balance as at 01 April 2021	1.44	1.44
Charge for the year	0.53	0.53
Disposals	-	-
Balance as at 31 March 2022	1.97	1.97
Charge for the year	-	-
Disposals	-	-
Balance as at 31 March 2023	1.97	1.97
Net block		
Balance as at 31 March 2022	-	-
Balance as at 31 March 2023	-	-

5 (c) OTHER INTANGIBLE ASSETS

	Softwares	Total
Gross block		
Balance as at 01 April 2021	48.58	48.58
Additions	-	-
Disposals	33.07	33.07
Balance as at 31 March 2022	15.51	15.51
Additions	1.49	1.49
Disposals	-	-
Balance as at 31 March 2023	17.00	17.00
Accumulated amortisation		
Balance as at 01 April 2021	40.52	40.52
Charge for the year	1.77	1.77
Disposals	32.66	32.66
Balance as at 31 March 2022	9.63	9.63
Charge for the year	0.55	0.55
Disposals	-	-
Balance as at 31 March 2023	10.18	10.18
Net block		
Balance as at 31 March 2022	5.88	5.88
Balance as at 31 March 2023	6.82	6.82

NOTE : THE COMPANY HAS NOT REVALUED ITS PROPERTY, PLANT AND EQUIPMENT, RIGHT OF USE ASSETS AND INTANGIBLE ASSETS DURING THE YEAR ENDED 31 MARCH 2023 AND 31 MARCH 2022 RESPECTIVELY.

6 INVESTMENTS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current investments		
I Investments in Equity instruments (subsidiaries) [refer note (i) & (iii) for details]		
Unquoted, trade (Carried at cost)		
(i) 123Greetings.com, Inc. [10,000,000 (31 March 2022 - 10,000,000); common stock shares having face value of USD 0.01 each fully paid-up]	43.15	43.15
(ii) One Two Three Greetings (India) Private Limited [2,000,000 (31 March 2022 - 2,000,000); equity shares having face value of ₹ 10 each fully paid-up]	200.00	200.00
(iii) IntraSoft Ventures Pte. Limited [1,450,000 (31 March 2022 - 1,450,000); shares having face value of SGD 1.00 each fully paid-up]	641.10	641.10
II Investments in non-convertible debentures		
Quoted (Designated at Amortised cost)		
(i) Piramal Capital & Housing Finance Limited (6.75% NCD) [(620 units having face value of ₹ 925 each (previous year: ₹975 each) fully paid-up] (Designated at Fair Value Through Other Comprehensive Income)	5.74	6.05
(ii) HDFC Limited (8.46% Non-convertible debentures) (3 units having face value of ₹10,000,000 each) (#)	323.77	-
III Investments in perpetual bonds		
Quoted (Designated at Fair Value Through Other Comprehensive Income)		
(i) State Bank of India (8.75% AT1 Bond Issue Series IV) (20 units having face value of ₹1,000,000 each) (#)	211.38	217.05
(ii) State Bank of India (7.73% AT1 Bond Issue Series IV) (10 units having face value of ₹1,000,000 each) (#)	101.24	103.66
(iii) State Bank of India (7.75% AT1 Bond Issue) (2 units having face value of ₹10,000,000 each)	205.15	-
(iv) HDFC Bank Limited (7.84% Perpetual Bonds) (10 units having face value of ₹10,000,000 each) (\$) (#) Pledged in favour of Citi Bank N.A. against SBLC amounting ₹6,750 lacs. (\$ 8 units pledged in favour of Yes Bank against SBLC amounting ₹850 lacs (equivalent USD 1.02 million).	1,030.80	-
IV Deemed investments (measured at fair value)		
123Stores, Inc. (refer note (ii) below)	330.39	296.34
Total non-current investments	3,092.72	1,507.35
Other disclosures for non-current investments:		
Aggregate amount of quoted investments	1,878.08	326.76
Aggregate amount of unquoted investments	884.25	884.25

Notes:

- As at the Balance Sheet date, none of the investments in equity instruments have been impaired.
- The Company has given a corporate guarantee to CITI Bank N.A and Yes Bank, on behalf of its step-down subsidiary, 123Stores

Inc., amounting to ₹6,750 lacs and ₹850 lacs respectively in India, for a loan amounting to US\$ 7.5 million and US\$ 1.02 million respectively taken by its step-down subsidiary, 123Stores, Inc. The financial guarantee has been fair valued as per IND AS 109.

iii) The Company has measured its investment in subsidiaries at cost in accordance with Ind AS 27 - Separate Financial Statements.

	As at 31 March 2023	As at 31 March 2022
(b) Current investments		
I Investments in perpetual bonds:		
Quoted (Designated at Fair Value Through Other Comprehensive Income)		
i HDFC Bank Limited (8.85% Perpetual Bonds Series 1/2017-18) (20 units having face value of ₹1,000,000 each)	-	216.01
ii State Bank of India (8.15% AT1 Bond Issue Series IV) (20 units having face value of ₹1,000,000 each)	-	212.21
	-	428.22
II Investments in mutual funds:		
Quoted (Measured at Fair Value Through Profit and Loss)		
Debt Mutual funds (refer details below)	6,284.05	6,789.70
	6,284.05	6,789.70
Other disclosures for current investments:		
Aggregate amount of quoted investments	6,284.05	6,789.70
Aggregate amount of unquoted investments	-	-

Particulars	Units	Amount
(i) Investments in Mutual Funds		
(a) Balance as at 31 March 2023:		
Aditya Birla Sun Life Short Term Fund Dir-Qtly IDCW (#)	3,653,887	402.17
Aditya Birla Sun Life Corporate Bond Fund-IDCW-Regular Plan (#)	4,777,858	586.74
Axis Strategic Bond Fund - Direct- Qtly. IDCW [units pledged: 1,800,000 (#)]	4,349,233	447.64
DSP Corporate Bond Fund-Reg-IDCW (#)	4,533,564	504.71
Franklin India Credit Risk Fund-Regular-Growth	29,764	7.39
Franklin India Credit Risk Fund - Seg. Portfolio 2-Regular-Growth	625,306	3.41
HDFC Income Fund-Direct-Qtly Dividend (#)	2,607,349	316.37
HDFC Medium Term Debt Fund-Direct-Normal Dividend (#)	3,822,316	690.96
ICICI Prudential Bond Fund-DP-Qtly IDCW (#)	3,485,710	406.61
ICICI Prudential Medium Term Bond Fund-Direct-Qtly Dividend (#)	5,949,247	671.15
ICICI Prudential Ultra Short Term Fund-Direct-Growth	708,019	179.14
ICICI Prudential Equity & Debt Fund-Direct-Growth	19,069	49.83
Kotak Medium Term Fund-Direct-Normal Dividend (#)	2,018,205	415.80
HSBC Medium Duration Fund – Dir. Annual IDCW (#)	4,356,427	504.32
HSBC Corporate Bond Fund – Regular Qtly IDCW (#)	2,638,321	289.50
Nippon India Corporate Bond Fund - Dir. Qtly. IDCW (#)	5,018,934	597.80
SBI Magnum Income Fund - Direct- Qly. IDCW (#)	1,146,751	210.51
		6,284.05
(#) Pledged in favour of Citi Bank N.A. against SBLC amounting ₹6,750 lacs.		

(b) Balance as at 31 March 2022:

Aditya Birla Sun Life Credit Risk Fund - (Seg Port1)-Direct-Growth	7,706,265	13.09
Aditya Birla Sun Life Short Term Fund Dir-Qtly IDCW (#)	3,653,887	400.61
Axis Strategic Bond Fund - Direct- Qtly. IDCW	2,884,665	296.10
Franklin India Credit Risk Fund-Regular-Growth	77,600	18.47
Franklin India Credit Risk Fund - Seg. Portfolio 2-Regular-Growth	837,914	4.30
Franklin India Credit Risk Fund - Seg. Portfolio 3-Regular-Growth	997,571	-
HDFC Corporate Bond Fund-Direct-Qtly Dividend (#)	6,307,360	645.09
HDFC Income Fund-Direct-Qtly Dividend (#)	2,607,607	316.76
HDFC Medium Term Debt Fund-Direct-Normal Dividend (#)	3,250,971	590.94
HDFC Medium Term Debt Fund-Direct Plan-Growth (#)	214,018	103.93
ICICI Prudential Bond Fund-DP-Qtly IDCW (#)	1,743,030	200.30
ICICI Prudential Medium Term Bond Fund-Direct-Growth (#)	1,724,523	663.10
ICICI Prudential Short Term Fund-Direct Plan-Growth (#)	878,818	448.59
ICICI Prudential Ultra Short Term Fund-Direct-Growth	1,099,802	262.97
IDFC Bond Fund-Short Term Plan-Direct-Growth	884,141	433.20
Kotak Bond Fund-Short Term-Direct-Growth (#)	966,843	441.81
L&T Resurgent India Bond Fund-Direct-Growth (#)	2,956,703	520.85
Nippon India Low Duration Fund-Regular-Growth	9,816	299.07
Nippon India Strategic Debt Fund-Regular-Growth	3,741,818	471.34
SBI Magnum Income Fund - Direct- Qtly. IDCW (#)	1,146,751	200.23
SBI Short Term Debt Fund-Direct-Growth	1,685,486	458.95
	6,789.70	
(#) Ear-marked for pledge in favour of Citi Bank N.A. against SBLC amounting ₹5,700 lacs.		

7 OTHER FINANCIAL ASSETS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current:		
(Unsecured, considered good)		
Security deposits	3.76	3.61
	3.76	3.61
(b) Current:		
(Unsecured, considered good)		
Interest accrued on loan and fixed deposits	6.00	0.49
	6.00	0.49

8 LOANS

	As at 31 March 2023	As at 31 March 2022
Current:		
(Unsecured, considered good)		
Loan to related parties (refer note below)	250.00	-
	250.00	-

Note: The Company does not have any loans which have been credit impaired or significant increase in credit risk.

The Company has given an unsecured loan amounting ₹250 lacs @8% p.a. to 123Stores E Commerce Private Limited for working capital requirement, which is repayable on demand.

Type of Borrower	Current Period		Previous Period	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Related Party	250.00	100.00	-	-
Disclosure as per clause 34(3), clause 53 (f) and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015				
Name of the company	Amount outstanding as at 31 March 2023	Maximum balance outstanding during the year ended 31 March 2023	Amount outstanding as at 31 March 2022	Maximum balance outstanding during the year ended 31 March 2022
123Stores E Commerce Pvt. Limited	250.00	250.00	-	-
One Two Three Greetings (India) Pvt. Limited	-	-	-	60.00

9 OTHER ASSETS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current		
Balances with Government Authorities (Refer note below)	21.90	28.00
Prepaid expenses	3.27	4.84
	25.17	32.84
Note: Balances with Government Authorities include amounts realisable from goods and services tax. These are expected to be realised in the future by off-setting the same against the output services tax liability on services rendered by the Company. Accordingly these balances have been classified as non current assets.		
(b) Current		
Other advances	1.43	0.97
Income Tax refund receivable	13.38	17.13
GST refund receivable	-	32.70
Prepaid expenses	6.14	5.10
	20.95	55.90

10 TRADE RECEIVABLES

	As at 31 March 2023	As at 31 March 2022
Dues from subsidiary companies (Unsecured, considered good)	-	15.85
	-	15.85

The Company does not have any receivables which have been credit impaired or significant increase in credit risk.

The receivable amount as on 31 March 2022 was due from a related party.

Trade Receivables ageing schedule as on 31 March 2023 :

Particulars	Not due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- considered good	-	-	-	-	-	-	-
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-

Trade Receivables ageing schedule as on 31 March 2022 :

Particulars	Not due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- considered good	15.85	-	-	-	-	-	15.85
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-

11 CASH AND BANK BALANCES

	As at 31 March 2023	As at 31 March 2022
(a) Cash and cash equivalents		
Balances with banks		
- In current account	66.12	9.50
Cash on hand	0.28	0.45
	66.40	9.95
(b) Other bank balances		
Unpaid dividend account [refer note (i) below]	4.65	4.69
Deposits with maturity of more than 3 months but less than 12 months [refer note (ii) & (iii) below]	87.09	35.96
	91.74	40.65

Notes:

- (i) The Company has transferred an amount of ₹0.42 lacs of unpaid dividend to the Investor Education and Protection Fund for the financial year 2014-15.
- (ii) The Company has deposited ₹30 Lacs against fixed deposit with HDFC Bank for bank guarantee issued in favour of Santosh

Promoters Pvt. Limited as per the order of Supreme Court dated 01 May 2017.

- (iii) The Company has deposited ₹ 50 lacs in fixed deposit with Yes Bank for a corporate guarantee to Yes Bank, on behalf of its step-down subsidiary, 123Stores, Inc., for a loan of USD 1.02 million (equivalent INR ₹ 850 lacs).

12 EQUITY SHARE CAPITAL

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Authorized share capital				
Equity shares of ₹ 10 each	25,250,000	2,525.00	25,250,000	2,525.00
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	14,731,678	1,473.17	14,731,678	1,473.17
	14,731,678	1,473.17	14,731,678	1,473.17

(a) Reconciliation of equity share capital

There is no movement in the equity share capital during the current and comparative periods.

(b) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. The Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (c) No additional shares were allotted as fully paid up by way of bonus shares or pursuant to contract without payment being received in cash during the last five years. Further, none of the shares were bought back by the Company during the last five years.

(d) Details of shareholders holding more than 5% of the aggregate shares in the Company:

Name of the shareholders	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Fully paid-up equity shares of ₹ 10 each				
Arvind Kajaria	2,811,797	19.09%	2,811,797	19.09%
Sharad Kajaria	2,812,500	19.09%	2,812,500	19.09%
Padma Kajaria	1,400,000	9.50%	1,400,000	9.50%

(e) Shareholding of Promoters :

Sl. No.	Promoter's name	As at 31 March, 2023			As at 31 March, 2022		
		No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
1	Arvind Kajaria	2,811,797	19.09	-	2,811,797	19.09	-
2	Sharad Kajaria	2,812,500	19.09	-	2,812,500	19.09	-
3	Padma Kajaria (#)	1,400,000	9.50	-	1,400,000	9.50	-

(#) Padma Kajaria is a relative of Promoters and falls under Promoter's group.

13 OTHER EQUITY

	As at 31 March 2023	As at 31 March 2022
(a) Capital reserve	96.14	96.14
(b) General reserve	169.15	169.15
(c) Securities premium	5,527.11	5,527.11
(d) Retained earnings		
Opening balance	4,271.96	4,084.66
Profit for the year	14.05	331.04
Remeasurements of post-employment benefit obligations, net of tax	(1.19)	3.57
Less: Appropriations		
Dividend on equity shares *	(147.31)	(147.31)
Closing balance	4,137.51	4,271.96
(e) Debt instruments through OCI		
Opening balance	4.83	8.55
Net fair value gain / (loss) on investment in debt instruments through OCI, net of tax	(22.82)	(3.72)
Closing balance	(17.99)	4.83
	9,911.92	10,069.19

*Paid to shareholders during the financial year 2022-23.

(f) Nature and purpose of reserves**Capital reserve**

The Company has transferred the net surplus arising from amalgamation in accordance with the terms of Scheme of amalgamation.

General reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

Securities premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.

Debt instruments through Other Comprehensive Income:

The debt instruments are measured at fair value and the change is recognised through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are reclassified to the Statement of Profit and Loss.

14 BORROWINGS (*)

	As at 31 March 2023	As at 31 March 2022
(a) Non-Current		
Secured		
Term loans from banks (#)		
Balance as at 31 March 2023	833.80	-
Less : Current maturities of long term debt	91.48	-
	742.32	-

Note:

(#) Vehicle loan of ₹18.35 lacs taken from Bank of India at an effective interest rate of 9.41% as of 31 March 2023 (floating interest rate), repayable in 84 monthly installments. The closing balance as on 31 March 2023 is ₹17.02 Lacs (Previous Year : nil).

(#) Term loan of ₹850 Lacs taken from Kotak Mahindra Bank at an effective interest rate of 9.15% as of 31 March 2023 (floating interest rate) for its business purpose, however due to delay in projects, the same is parked in investments for now. The company intends to utilize the fund for business expansion in the coming year. The loan is secured against the property at 145, Rash Behari Avenue, 3rd floor, Suite no. 301, Kolkata - 700029 and it is repayable in 84 monthly installments. The closing balance as on 31 March 2023 is ₹816.78 Lacs (Previous Year : ₹nil)

	As at 31 March 2023	As at 31 March 2022
Term loan from others (#)		
Balance as at 31 March 2023	32.34	39.38
Less : Current maturities of long term debt	7.58	7.04
	24.76	32.34

(#) Vehicle loan of ₹40.50 Lacs taken from BMW India Financial Services Pvt. Ltd. at an interest rate of 7.36%, repayable in 60 monthly installments. The Closing balance as on 31 March 2023 is ₹32.34 Lacs (Previous year : ₹39.38 Lacs)

	As at 31 March 2023	As at 31 March 2022
(b) Current		
Secured		
Term loans from banks and others		
Current maturities of long term debt	99.06	7.04
Loan from related parties (unsecured) (\$)	205.00	
	304.06	7.04

(\$) The Company has taken an unsecured loan having a balance of ₹ 205 lacs @8% p.a. from One Two Three Greetings (India) Private Limited for working capital purpose, which is repayable on demand.

(*) For maturity analysis of borrowings - refer Note 30 (b)

15 OTHER FINANCIAL LIABILITIES

	As at 31 March 2023	As at 31 March 2022
Current		
Interest accrued but not due (#)	11.81	-
Unpaid Dividend	4.65	4.69
Dues to employees	75.70	70.54
Liabilities for expenses	26.36	21.75
Liability for financial guarantee to subsidiary	18.09	13.88
	136.61	110.86

(#) It includes amount payable to One Two Three Greetings (India) Private Limited, amounting ₹7.40 lacs.

16 PROVISIONS

	As at 31 March 2023	As at 31 March 2022
(a) Non-current		
Provision for employee benefits:		
- Provision for gratuity (refer note 20)	75.28	69.37
- Provision for compensated absences	10.96	11.17
	86.24	80.54
(b) Current		
Provision for employee benefits:		
- Provision for gratuity (refer note 20)	2.43	2.27
- Provision for compensated absences	0.66	0.67
	3.09	2.94

17 OTHER LIABILITIES

	As at 31 March 2023	As at 31 March 2022
(a) Non-current		
Deferred revenue arising from government grant	95.50	97.50
	95.50	97.50
(b) Current		
Advances:		
Advance from related parties (refer note 27)	29.08	37.45
Others:		
Statutory dues	16.34	22.53
Deferred revenue arising from government grant	2.00	2.00
	47.42	61.98

18 REVENUE FROM OPERATIONS

	Year ended 31 March 2023	Year ended 31 March 2022
Sale of services	631.82	806.50
	631.82	806.50
Disclosures on revenue pursuant to Ind AS 115 - Revenue from contracts with customers		
(a) Revenue streams		
The Company generates revenue primarily from a single business segment of internet based delivery of services.		
(b) Reconciliation of revenue from sale of services with the contracted price		
Contracted price	631.82	806.50
Less: Trade discounts, volume rebates, etc.	-	-
Sale of services	631.82	806.50
(c) Timing of revenue recognition		
Services rendered at a point in time when performance obligation is satisfied	631.82	806.50
	631.82	806.50
(d) Geographical information		
Geographical information of the Company's revenue from operation has been disclosed below:		
United States of America	616.94	748.07
India	14.88	58.43
	631.82	806.50
(e) Contract balance		
The following table provides information about receivables, contract assets and contract liabilities from contract with customers		
Receivables	-	15.85
Contract assets	-	-
Contract liabilities	29.08	37.45

Contract asset is the right to consideration in exchange for services transferred to the customer. Contract liability is the entity's obligation to transfer services to a customer for which the entity has received consideration from the customer in advance.

19 OTHER INCOME

	Year ended 31 March 2023	Year ended 31 March 2022
Interest income:		
- Investments in debt instruments	89.54	70.37
- Others	15.21	3.27
Dividend income:		
- Dividends from mutual fund	259.98	203.80
Other gains and losses:		
- Net gain on sale of investments measured at FVTPL	51.28	160.43
- Net gain arising on remeasurement of investments measured at FVTPL	1.55	18.61
- Net profit on sale of NCD	3.13	1.96
- Gain on reversal of Impairment Loss	-	11.36
Others		
- Grant income	1.99	1.99
- Net profit on disposal of property, plant and equipment	3.08	-
- Unwinding of financial guarantee	29.84	27.75
	455.60	499.54

20 EMPLOYEE BENEFITS EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and allowances	578.67	602.46
Contribution to provident and other funds [refer note (a) below]	17.07	16.31
Staff welfare expenses	0.73	2.45
	596.47	621.22

(a) Defined contribution plans

Eligible employees of the Company receive benefits under the provident fund which is a defined contribution plan wherein both the employee and the Company make monthly contributions equal to a specific percentage of covered employees' salary. These contributions are made to the fund administered and managed by the Government of India and the Company has no further obligation beyond making its contribution. The Company's monthly contributions are charged to the Statement of Profit and Loss in the period in which they are incurred. An amount of ₹17.07 Lacs (Previous Year: ₹16.31 lacs) has been recognised as expense in the statement of profit & loss during the year.

(b) Defined benefits plan

Gratuity is a post employment benefit and is a defined benefit plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972 ('the Act'). The liability recognised in the balance sheet represents the present value of the defined benefit obligation at the balance sheet date, together with adjustment for unrecognised actuarial gains or losses and past service cost. Independent actuaries calculate the defined benefit obligation annually using the Projected Unit Credit Method. Actuarial gains and losses are credited/ charged to the Statement of Other Comprehensive Income in the year in which such gains or losses arise.

Gratuity		
	Year ended 31 March 2023	Year ended 31 March 2022
(i) Defined benefits obligations recognised:		
Present value of obligation:		
- Current	2.43	2.27
- Non-current	75.28	69.37
	77.71	71.64
(ii) Movement in the present value of defined benefit obligations:		
Balance at the beginning of the year	71.64	67.92
Current service cost	4.42	4.89
Past service cost	-	-
Interest cost	5.23	4.68
Actuarial (gain)/loss arising from assumption changes	0.73	(2.99)
Actuarial (gain)/loss arising from experience adjustments	0.92	(1.96)
Benefits paid	(5.23)	(0.90)
Obligations at the end of the year	77.71	71.64
(iii) Components of the net cost charged to the statement of profit and loss:		
Current service cost	4.42	4.89
Past service cost	-	-
Interest cost	5.23	4.68
	9.65	9.57
(iv) Remeasurement of the net defined benefit plans to be taken to Other Comprehensive Income:		
Actuarial (gain)/loss arising from assumption changes	0.73	(2.99)
Actuarial (gain)/loss arising from experience adjustments	0.92	(1.96)
	1.65	(4.95)
Gratuity		
	31 March 2023	31 March 2022
(v) Assumptions		
Discount rate (refer note below)	7.20%	7.30%
Salary escalation rate	5.00%	5.00%
Withdrawal rate per annum	2.00%	2.00%
Expected average remaining working lives of employees (years)	16.81	18.37
Mortality rate	IALM 12-14 Ultimate	IALM 12-14 Ultimate
Retirement age	58 years	58 years
Note: The assumption of discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities. Future salary increase rate takes into account the inflation, seniority, promotion and other relevant factors on long term basis.		

(vi) Experience adjustments

Particulars	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Defined benefit obligation at the end of the year	77.71	71.64	67.92	70.62	63.43
Experience gain/(loss) adjustments on plan liabilities	0.92	(1.96)	(0.64)	1.97	1.93

(vii) Sensitivity analysis

Gratuity		
	Year ended 31 March 2023	Year ended 31 March 2022
Discount rate - Decrease by 1%	85.62	79.47
Discount rate - Increase by 1%	70.81	64.87
Salary escalation rate - Decrease by 1%	71.58	65.70
Salary escalation rate - Increase by 1%	84.61	78.39

Methods and assumptions used in preparing sensitivity analysis and their limitations:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality.

(viii) Maturity analysis of the benefit payments:

Weighted average duration of gratuity plan is 10 years. Expected benefits payments for each such plans over the years is given in table below:

Gratuity		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Year 1	2.43	2.27
2 to 5 years	27.66	27.08
6 to 10 years	16.67	15.28
More than 10 years	125.12	125.21

Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Interest risk	A decrease in the bond interest rate will increase the plan liability;
Longevity risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

21 FINANCE COST

	Year ended 31 March 2023	Year ended 31 March 2022
Interest on loan	42.95	0.48
Interest on lease liability	-	0.02
Interest on Income Tax	4.50	4.62
Other borrowing costs	0.57	0.12
	48.02	5.24

22 DEPRECIATION AND AMORTIZATION EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipment [refer note 5(a)]	52.18	72.23
Amortisation of right-of-use assets [refer note 5(b)]	-	0.53
Amortisation of other intangible assets [refer note 5(c)]	0.55	1.77
	52.73	74.53

23 OTHER EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
Electricity charges	16.37	14.49
Office expenses	5.61	4.37
Rent	18.36	17.71
Repairs and maintenance:		
- Others	16.05	15.75
Insurance	1.68	2.07
Rates and taxes	4.44	4.31
Travelling expenses	31.38	21.85
Legal and professional charges	99.48	99.89
Auditor's remuneration [refer note (a) below]	20.30	19.80
Director's sitting fees	12.00	11.40
Telephone and other communication expenses	3.19	3.45
Statutory release and publications	3.52	4.21
Net loss on disposal of property, plant and equipment	-	0.05
Net loss on foreign currency transactions and translation	2.19	1.70
Miscellaneous expenses	38.29	29.44
	272.86	250.49

(a) Auditor's remuneration (excluding taxes)

	Year ended 31 March 2023	Year ended 31 March 2022
Statutory auditors		
-Statutory audit	9.00	9.00
-Limited review	9.00	9.00
-Other services	1.50	1.00
Tax auditors		
-Tax audit	0.80	0.80
	20.30	19.80

24 TAX EXPENSES

	Year ended 31 March 2023	Year ended 31 March 2022
(a) Income tax in the Statement of Profit and Loss:		
Current tax	19.31	63.36
Deferred tax:		
- Deferred tax charge / (credit)	14.20	23.47
- MAT credit entitlement	(19.31)	(63.36)
- MAT credit entitlement - pertaining to earlier years	-	0.05
Tax adjustments pertaining to previous years *	89.09	-
	103.29	23.52
(*) Includes MAT Credit entitlement for FY 2007-08 lapsed amounting ₹89.01 Lacs.		
(b) Income tax recognised in other comprehensive income comprises:		
Deferred tax on remeasurement of post-employment defined benefit obligations	(0.46)	1.38
Deferred tax on net gain in debt instruments through OCI	(8.79)	(1.44)
	(9.25)	(0.06)
(c) Reconciliation of income tax expense and the accounting profit for the year:		
Profit before tax	117.34	354.56
Enacted tax rates (%)	27.82%	27.82%
Computed expected tax expense	32.64	98.64
Effect due to non-deductible expenses	27.52	35.44
Effect due to allowable expenses / income not taxable	(38.68)	(40.53)
Effect due to adjustment of unabsorbed losses	(21.48)	(93.34)
Effect due to Deferred Taxes	14.20	23.47
Adjustment for tax relating to earlier years (*)	89.09	0.05
Others	-	(0.20)
Total income tax expense as per the Statement of Profit and Loss	103.29	23.52
(*) Includes MAT Credit entitlement for FY 2007-08 lapsed amounting ₹89.01 Lacs.		

	As at 31 March 2023	As at 31 March 2022
(d) Income tax balances		
Non-current tax assets/(Liabilities):		
Opening balance	(0.25)	13.12
Add: Taxes paid	-	-
Less: Current tax payable for the year	-	-
Less: Re-classification to Income tax refund receivable	-	(13.12)
Add/(Less): Re-classification from/to current tax assets/(liabilities)	0.25	(0.25)
Closing balance	-	(0.25)
Current tax assets/(Liabilities)		
Opening balance	(2.08)	(15.24)
Add: Taxes paid	50.79	76.27
Less: Current tax payable for the year	(19.31)	(63.36)
Less: Re-classification to non-current tax assets	(0.25)	0.25
Less: Prior year tax adjustments	-	-
Closing balance	29.15	(2.08)
Deferred taxes		
(e) Deferred tax assets		
Unutilised MAT Credit	1,857.04	1,926.74
	1,857.04	1,926.74
Deferred tax liabilities		
Deferred tax liabilities arising on account of:		
- Difference between written down value of property, plant and equipments as per books of accounts and Income Tax Act, 1961	153.40	141.26
- Fair valuation on debt instruments through OCI	(7.32)	1.47
- Fair valuation on mutual fund investments measured at FVTPL	0.43	5.18
- Amortisation of financial guarantee	75.60	67.80
	222.11	215.71
Deferred Tax asset arising on account of:		
- Expenses allowable on payment basis	28.42	26.97
	28.42	26.97
Deferred tax liabilities	193.69	188.74
Deferred tax assets, net	1,663.35	1,738.00

Note: Deferred tax assets and liabilities have been offset wherever the Company has a legal enforceable right to set-off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

(f) **Movement in deferred taxes**
As on 31 March 2023

Particulars	As at 01 April 2022	Statement of Profit or Loss	Other Comprehensive Income	As at 31 March 2023
Deferred tax assets				
Unutilised MAT credit	1,926.74	(69.70)	-	1,857.04
	1,926.74	(69.70)	-	1,857.04
Deferred tax liability for deductible temporary differences on:				
- Difference between written down value of property, plant and equipments as per books of accounts and Income Tax Act, 1961	141.26	12.14	-	153.40
- Fair valuation on debt instruments through OCI	1.47	-	(8.79)	(7.32)
- Fair valuation on mutual fund investments measured at FVTPL	5.18	(4.75)	-	0.43
- Interest on unwinding (Financial guarantee)	67.80	7.80	-	75.60
Total deferred tax liabilities	215.71	15.19	(8.79)	222.11
Deferred tax assets for deductible temporary differences on:				
- Expenses allowable on payment basis	26.97	0.99	0.46	28.42
Total deferred tax assets	26.97	0.99	0.46	28.42
Total deferred tax liabilities	188.74	14.20	(9.25)	193.69
Deferred tax assets, net	1,738.00	(83.90)	9.25	1,663.35

As on 31 March 2022

Particulars	As at 01 April 2021	Statement of Profit or Loss	Other Comprehensive Income	As at 31 March 2022
Deferred tax assets				
Unutilised MAT credit	1,863.43	63.31	-	1,926.74
	1,863.43	63.31	-	1,926.74
Deferred tax liability for deductible temporary differences on:				
- Difference between written down value of property, plant and equipments as per books of accounts and Income Tax Act, 1961	134.70	6.56	-	141.26
- Fair valuation on debt instruments through OCI	2.91	-	(1.44)	1.47
- Fair valuation on mutual fund investments measured at FVTPL	(0.20)	5.38	-	5.18
- Interest on unwinding (Financial guarantee)	53.72	14.08	-	67.80
Total deferred tax liabilities	191.13	26.02	(1.44)	215.71
Deferred tax assets for deductible temporary differences on:				
- Expenses allowable on payment basis	25.77	2.58	(1.38)	26.97
- Fair value of lease rentals	0.03	(0.03)	-	-
Total deferred tax assets	25.80	2.55	(1.38)	26.97
Total deferred tax liabilities	165.33	23.47	(0.06)	188.74
Deferred tax assets, net	1,698.10	39.84	0.06	1,738.00

25 EARNINGS PER EQUITY SHARE (EPS)

	Year ended 31 March 2023	Year ended 31 March 2022
Net profit attributable to equity shareholders	14.05	331.04
Nominal value of equity share (₹)	10.00	10.00
Weighted average number of equity shares outstanding during the year	14,731,678	14,731,678
Earnings per share (in ₹):		
- Basic earnings per share (₹)	0.10	2.25
- Diluted earnings per share (₹)	0.10	2.25

26 CONTINGENT LIABILITIES AND COMMITMENTS**(a) Contingent liabilities**

	As at 31 March 2023	As at 31 March 2022
Guarantees given [refer note (i) & (ii) below]	7,601.25	5,701.25
Claims against Company, not acknowledged as debt [refer note (iii) below]	12.19	12.19
	7,613.44	5,713.44

Notes:

- (i) Guarantee given for step-down subsidiary 123Stores, Inc. is ₹7,600 lacs.
- (ii) Guarantee given to customs for bonded warehouse is ₹1.25 lacs.
- (iii) Claim for Service Tax and Maintenance Charges ₹12.19 lacs..

- (b) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on 13 November 2020, and invited suggestions from stakeholders which are under consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

27 RELATED PARTY DISCLOSURES

Information on related party transactions as required by Ind AS - 24 for the year ended 31 March 2023.

(a) List of related parties**(i) Parties where control exists (subsidiaries)**

Name of the Company	Country of incorporation	% of holding as on (direct/indirect)	
		31 March 2023	31 March 2022
Wholly owned subsidiaries			
- 123Greetings.com, Inc.	United States	100%	100%
- IntraSoft Ventures Pte. Limited	Singapore	100%	100%
- One Two Three Greetings (India) Pvt. Limited	India	100%	100%
Step-down subsidiaries:			
- 123Stores, Inc.	United States	100%	100%
- 123Stores E Commerce Private Limited	India	100%	100%

(ii) Key management personnel

Name of the related party	Relationship
Arvind Kajaria	Managing Director
Sharad Kajaria	Whole-time Director
Mohit Kumar Jha	Chief Financial Officer

Savita Agarwal	Non-executive Independent Director
Anil Agarwal	Non-executive Independent Director
Rupinder Singh	Non-executive Independent Director
Ashish Arun	Non-executive Independent Director
Pranvesh Tripathi	Company Secretary

(iii) Relative of Key management personnel

Name of the related party	Relationship
Padma Kajaria	Relative of Director

(b) Transactions with related parties

Name of the party	Nature of transaction	Year ended 31 March 2023	Year ended 31 March 2022
Transactions with subsidiaries			
123Greetings.com, Inc.	Sale of services	616.94	748.07
One Two Three Greetings (India) Pvt. Limited	Sale of services	14.88	58.43
	Loans given repaid	-	60.00
	Advance received repaid	-	203.36
	Loan taken	235.00	-
	Loan repaid	30.00	-
	Interest expense	8.22	-
123Stores E Commerce Private Limited	Loan given	250.00	-
	Interest income	7.82	-
Transactions with key management personnel			
	Short-term benefits (#)	219.46	212.47
	Dividend paid during the year	70.24	70.24
	Sitting fees paid during the year	12.00	11.40
(#) This aforesaid figures do not include amount in respect of gratuity as the same is not determinable.			

(c) Balances of related parties

Name of the party	Nature of balance	Year ended 31 March 2023	Year ended 31 March 2022
123Greetings.com, Inc.	Receivable/(payable)	(29.08)	(37.45)
One Two Three Greetings (India) Pvt. Limited	Receivable/(payable)	-	15.85
	Loan payable	205.00	-
	Interest payable (net of TDS)	7.40	-
123Stores E Commerce Private Limited	Loan receivable	250.00	-
	Interest receivable (net of TDS)	4.44	-
Short-term benefits	Payable	14.21	14.84

28 SEGMENT REPORTING

- (a) As per the requirements of IND-AS 108 "Segment Reporting", no disclosures are required to be made since the Company's activities consist of a single business segment of internet based delivery of services.
- (b) Other Information :
The Company does not have any revenue from external customers.
- (c) The Company has entered into transaction with a single customer (related party), which amounts to 10% or more of the Company's total revenue from operations. (Refer note 27)

29 FAIR VALUE MEASUREMENTS**(a) Financial instruments by category**

The carrying value and fair value of financial instruments by categories as of 31 March 2023 were as follows:

Particulars	Amortised cost (**)	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Assets:					
Investments in equity instruments (refer note 6)	884.25	-	-	884.25	884.25
Investments in non-convertible debentures (refer note 6)	5.74	-	323.77	329.51	329.51
Investments in perpetual bonds (refer note 6)	-	-	1,548.57	1,548.57	1,548.57
Investments in debt mutual funds (refer note 6)	-	6,284.05	-	6,284.05	6,284.05
Trade receivables (refer note 10)	-	-	-	-	-
Cash and cash equivalents (refer note 11)	66.40	-	-	66.40	66.40
Other bank balances (refer note 11)	91.74	-	-	91.74	91.74
Other financial assets (refer note 7)	9.76	-	-	9.76	9.76
Loans (refer note 8)	250.00	-	-	250.00	250.00
	1,307.89	6,284.05	1,872.34	9,464.28	9,464.28
Liabilities:					
Borrowings (refer note 14)	1,071.14	-	-	1,071.14	1,071.14
Other financial liabilities (refer note 15)	136.61	-	-	136.61	136.61
	1,207.75	-	-	1,207.75	1,207.75

The carrying value and fair value of financial instruments by categories as of 31 March 2022 were as follows:

Particulars	Amortised cost (**)	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Assets:					
Investments in equity instruments (refer note 6)	884.25	-	-	884.25	884.25
Investments in non-convertible debentures (refer note 6)	6.05	-	-	6.05	6.05
Investments in perpetual bonds (refer note 6)	-	-	748.93	748.93	748.93
Investments in debt mutual funds (refer note 6)	-	6,789.70	-	6,789.70	6,789.70
Trade receivables (refer note 10)	15.85	-	-	15.85	15.85
Cash and cash equivalents (refer note 11)	9.95	-	-	9.95	9.95
Other bank balances (refer note 11)	40.65	-	-	40.65	40.65
Other financial assets (refer note 7)	4.10	-	-	4.10	4.10
Loans (refer note 8)	-	-	-	-	-
	960.85	6,789.70	748.93	8,499.48	8,499.48
Liabilities:					
Borrowings (refer note 14)	39.38	-	-	39.38	39.38
Other financial liabilities (refer note 15)	110.86	-	-	110.86	110.86
	150.24	-	-	150.24	150.24

Notes:

(*) The above table does not include deemed investments.

(**) The carrying amount of financial assets and financial liabilities measured at amortized cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amount would be significantly different from the values that would be eventually received or settled. Management assessed that fair values of cash and cash equivalents, other bank balances, bank deposits, loans to employees, trade receivables, trade payables and other financial liabilities approximate their carrying amounts due to the short term maturities of these instruments. For long-term borrowings at fixed/floating rates, management evaluates that their fair value will not be significantly different from the carrying amount.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a stressed or liquidation sale.

(b) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the Statement of Profit and Loss are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

The following table shows the Levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis at 31 March 2023 and 31 March 2022:

As at 31 March 2023	Level 1	Level 2	Level 3	Total
(i) Measured at fair value through OCI (FVTOCI)				
Investments in Non-convertible debentures (refer note 6)	323.77	-	-	323.77
Investments in perpetual bonds (refer note 6)	1,548.57	-	-	1,548.57
(ii) Measured at fair value through profit or loss (FVTPL)				
Investments in debt mutual funds (refer note 6)	6,284.05	-	-	6,284.05
	8,156.39	-	-	8,156.39

As at 31 March 2022	Level 1	Level 2	Level 3	Total
(i) Measured at fair value through OCI (FVTOCI)				
Investments in perpetual bonds (refer note 6)	748.93	-	-	748.93
(ii) Measured at fair value through profit or loss (FVTPL)				
Investments in debt mutual funds (refer note 6)	6,789.70	-	-	6,789.70
	7,538.63	-	-	7,538.63

(*) The above table does not include deemed investments

(c) Computation of fair values

Investments in mutual funds are investments made in varied tenure funds whose fair value is considered as the net asset value (NAV) declared by their respective fund houses on a daily basis. NAV represents the price at which the fund house is willing to issue further units in such fund/the price at which the fund house will redeem such units from the investors. Thus the declared NAV is similar to fair market value for these mutual fund investments since transactions between the investor and fund houses will be carried out at such prices.

The fair value of perpetual bonds is based on quoted prices and market-observable inputs.

30 FINANCIAL RISK MANAGEMENT

The Company's business activities expose it to a variety of financial risks such as credit risks, liquidity risk and market risks. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

(a) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortized cost includes security deposits. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

i) Trade receivables

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The allowance account in respect of trade and other receivables is used to record impairment losses unless the Company is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

As the Company does not hold any collateral, the maximum expense to credit risk for each class of financial instrument is the carrying amount of that class of financial instrument presented on the statement of financial position. Impairment of trade receivables is based on expected credit loss model (simplistic approach) depending upon the historical data, present financial conditions of customers and anticipated regulatory changes. Company does not hold any collateral in respect of such receivables.

ii) Financial instruments and cash deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortized cost includes security deposits. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

Credit risk exposure

The Company is exposed to a concentration of credit risk with respect to its trade receivable balances from its subsidiary Company. At the reporting date, trade receivable balances from subsidiary Company represents Nil (31 March 2022 - 100%) of the total trade receivable balances, respectively.

The gross carrying amount of financial assets, net of any impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at 31 March 2023 and 31 March 2022 was as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Trade receivables (refer note 10)	-	15.85
Investments (refer note 6)	9,376.77	8,725.27
Cash and cash equivalents (refer note 11(a))	66.40	9.95
Other bank balances (refer note 11(b))	91.74	40.65
Other financial assets (refer note 7)	9.76	4.10
Loan given to subsidiaries (refer note 8)	250.00	-
	9,794.67	8,795.82

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company has an established liquidity risk management framework for managing its short term, medium term and long-term funding and liquidity management requirements. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. It manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

Maturities of financial liabilities

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts reported are on gross and undiscounted basis and includes contractual interest payments. Balances due within 12 months equal their carrying balances as the impact of discounting is insignificant.

As at 31 March 2023:

Particulars	Less than 1 year	1-2 years	2-4 years	4-8 years	Total	Carrying amount
Borrowings (refer note 14)	304.95	109.31	248.81	411.95	1,075.02	1,071.14
Other financial liabilities (refer note 15)	136.61	-	-	-	136.61	136.61
	441.56	109.31	248.81	411.95	1,211.63	1,207.75

As at 31 March 2022:

Particulars	Less than 1 year	1-2 years	2-4 years	4-8 years	Total	Carrying amount
Borrowings (refer note 14)	7.04	7.58	16.94	7.82	39.38	39.38
Other financial liabilities (refer note 15)	110.86	-	-	-	110.86	110.86
	117.90	7.58	16.94	7.82	150.24	150.24

(c) Market risk

Market risk is the risk of potential adverse change in the Company's income and the value of Company net worth arising from movement in foreign exchange rates, interest rates or other market prices. The Company recognises that the effective management of market risk is essential to the maintenance of stable earnings and preservation of shareholder value. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the overall returns.

(i) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk arises when transactions are denominated in foreign currencies.

The Company operates locally in INR and but is exposed to foreign exchange risk arising from foreign currency transactions (IT enabled services), primarily with respect to the US Dollar. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company does not hedge its foreign exchange receivables. The Company's foreign exchange receivables is Nil as at 31 March 2023 and as at 31 March 2022 respectively.

(ii) Price risk

The Company is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The investments in mutual funds have been disclosed in Note 6.

The Company is also exposed to the price risk for its investment in bonds and debentures. These being debt instruments, the exposure to risk of changes in market rates is minimal. The details of such investments in bonds are given in Note 6.

The Company is mainly exposed to change in market rates of its investments in mutual funds recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

The Company has laid policies and guidelines which it adheres to in order to minimise pricing risk arising from investments in debt mutual funds.

Sensitivity analysis:

Particulars	As at 31 March 2023	As at 31 March 2022
Price increase by (1%) - Investments measured at FVTPL	62.84	67.90
Price decrease by (1%) - Investments measured at FVTPL	(62.84)	(67.90)

(iii) Interest rate risk

The Company is exposed to the interest rate risk due to its long term borrowings from banks and others. The interest rate risk arises due to uncertainties about the fluctuation in benchmark rates viz. base rate, prime lending rate etc. Refer note 14 for detail of the Company's borrowings.

Sensitivity analysis:

Particulars	As at 31 March 2023	As at 31 March 2022
Interest rate increase by (1%) - long term borrowings	(8.34)	-
Interest rate decrease by (1%) - long term borrowings	8.34	-

31 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

32 Pursuant to Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, during the financial year, the Company was not required to spend any amount towards Corporate Social Responsibility activities.

33 RATIO ANALYSIS AND ITS ELEMENTS :

Ratios	Numerator	Denominator	Current reporting period	Previous reporting period	Change in Ratio	
					% Change	Remarks
Current Ratio (in times)	Total current assets	Total current liabilities	13.74	39.70	-65.39%	Due to movement of investments from current to non-current and increase in borrowings
Debt-Equity Ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	0.0949	0.0034	2657.90%	Due to increase in borrowings.
Debt Service Coverage Ratio (in times)	Earning for debt service = Net profit after taxes + non-cash operating expenses + interest + Other non-cash adjustments	Debt service = Interest and lease payments + principal repayments	1.13	160.97	-99.30%	Due to increase in borrowings.
Return on Equity Ratio (in %)	Profit for the year less preference dividend (if any)	Average total equity	0.12%	2.92%	-95.76%	Due to fall in total income
Trade Receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	79.72	101.77	-21.66%	NA
Net capital turnover ratio (in times)	Revenue from operations	Working capital (i.e. total current assets less total current liabilities)	0.10	0.11	-10.41%	NA
Net profit ratio (in %)	Profit for the year	Revenue from operations	2.22%	41.05%	-94.58%	Due to fall in total income
Return on Capital employed (in %)	Profit before tax and finance costs	Capital employed = Tangible net worth + Total debt + Deferred tax liabilities	1.34%	3.13%	-57.29%	Due to fall in total income and increase in borrowings
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	5.23%	6.24%	-16.22%	NA

34 OTHER ADDITIONAL REGULATORY INFORMATION AS REQUIRED BY AMENDED SCHEDULE III :

- (a) Loans or advances (repayable on demand or without specifying any terms or period of repayment) to specified persons : During the period ending 31 March,2023 the company has provided loan which remains outstanding (repayable on demand) to specified persons (Nil as on 31 March,2022).

Type of Borrower	Amount of loan outstanding	% to the total loan outstanding
Related Parties	250.00	100

- (b) Disclosure in relation to undisclosed income : The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period ending 31 March 2023 and also for the period ending 31 March 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (c) Relationship with Struck off Companies : The Company do not have any transactions with company's struck off during the period ending 31 March 2023 and also for the period ending 31 March 2022.
- (d) Details of Benami Property held : The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company during the period ending 31 March 2023 and also for the period ending 31 March 2022 for holding any Benami property.
- (e) The company has not been declared wilful defaulter by any bank or financial institution or any government or any government authority during the current year and previous financial year.
- (f) Registration of charges or satisfaction with Registrar of Companies (ROC) : The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period, during the period ending 31 March 2023 and also for the period ending 31 March 2022.
- (g) Details of Crypto Currency or Virtual Currency : The Company have not traded or invested in Crypto currency or Virtual Currency during the period ending 31 March 2023 and also for the period ending 31 March 2022.
- (h) **Utilisation of Borrowed Fund & Share Premium :**
- (i) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries during the year.
- (ii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries during the year.

35 DIVIDENDS

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Dividend on equity shares paid during the year:		
Final dividend for FY 2021-22 [₹1 (Previous year ₹1) per equity share of ₹10 each]	147.31	147.31

36 The Previous period figures have been re-grouped/re-classified wherever necessary, to conform to current period's classification.

As per our report of even date

For Singhi & Co.

Chartered Accountants
Firm Registration No. 302049E

Rahul Bothra

Partner
Membership No. 067330

Place : Kolkata
Date : 29 May 2023

For and on behalf of the Board of Directors of

IntraSoft Technologies Limited
(CIN: L24133MH1996PLC197857)

Arvind Kajaria

Managing Director
(DIN: 00106901)

Place : Kolkata
Date : 29 May 2023

Sharad Kajaria

Whole-time Director
(DIN: 00108036)

Mohit Kumar Jha

Chief Financial Officer
(PAN: AFQPJ3755G)

Pranvesh Tripathi

Company Secretary
(PAN: ACWPT9367K)

Notice

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of IntraSoft Technologies Limited will be held on Tuesday, 26 September 2023 at 3.00 P.M. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business.

The Venue of the Annual General Meeting be deemed as Registered Office of the Company at 502A, Prathamesh, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400013.

ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the audited standalone financial statement of the Company for the financial year ended 31 March 2023, and the Reports of the Board of Directors and Auditors thereon, and
- (b) the Audited Consolidated Financial Statements for the financial year ended 31 March 2023 along with Auditors Report thereon.

2. To appoint a Director in place of Mr. Sharad Kajaria (DIN: 00108036), who retires by rotation and being eligible, has offered himself for re-appointment.

By Order of the Board of Directors

Place : Kolkata
Date : 29 May 2023

Pranvesh Tripathi
Company Secretary

Registered Office:

CIN: L24133MH1996PLC197857

A-502, Prathamesh, Raghuvanshi Mills Compound,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013
Tel: 022 2491 2123 Fax: 022 2490 3123
Email: intrasoft@itlindia.com Website: www.itlindia.com

NOTES:

- a) Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated 05 May 2020 read with Circular No. 14 dated 08 April 2020 and Circular No. 17 dated 13 April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 03/ 2022 dated 5 May 2022 and 11/2022 dated 28 December 2022, (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular dated 15 January 2021, 22 December 2021, 13 May 2022 and 15 January 2023 issued by the Securities and Exchange Board of India (SEBI) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI Circulars mentioned above, the Annual General Meeting of the Members of the Company is being held through VC/ OAVM Mode instead of physical presence of the Members at a common venue.
- b) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the said Circulars through VC/ OAVM mode, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

- c) Members attending the AGM through VC/ OAVM mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The copies of Notice of 28th AGM and the Annual Report 2022-2023 shall be available on the Website of the Company at www.itlindia.com in Financials- Annual Reports section.

Since the AGM is held through VC/ OAVM mode, no road map of the location for the venue of the AGM is annexed to the Notice.

- d) To conserve the resources of the Company for new future initiatives, the Board of Directors of the Company has not proposed and recommended any Dividend for the year ended 31 March 2023.

- e) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/ Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/ OAVM Mode on its behalf and authorization for voting through remote e-voting/electronic voting at AGM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to js@rathiandassociates.com with copy marked to the Company at intrasoft@itlindia.com.

f) Registration of email ID / Bank Account details / Certificates:

In case the shareholder's email ID is already registered with the Company/ its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case, the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of future dividend, if any, the following instructions to be followed:

- i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit.

OR

- ii) In the case of Shares held in Demat mode:
Alternatively, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the Demat Account as per the process followed and advised by the DP.

- g) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-2023 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular

issued by SEBI dated 12 May 2020, 15 January 2021, 22 December 2021, 13 May 2022 and 15 January 2023. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-2023 will also be available on the Company's website www.itlindia.com and websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.bseindia.com and www.nseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/ OAVM facility only.

- h) The physical copies of notice of 28th Annual General Meeting and the Annual Report 2022-2023 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. except on holidays, up to the date of the Annual General Meeting.

- i) The particulars of Mr. Sharad Kajaria (DIN: 00108036), the Director proposed to be reappointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are annexed hereto.

- j) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

- k) Relevant documents referred to in the accompanying Notice and the Statement are to be available and open for inspection by the members on Company's website at www.itlindia.com up to the date of the Meeting.

- l) Registers maintained under the Companies Act, 2013 shall be made electronically available for inspection of members during the AGM at – 'Statutory Documents' section of the website of the Company – www.itlindia.com:

- m) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 20 September 2023 to Tuesday, 26 September 2023 (both days inclusive).

- n) Shareholders who have not encashed their dividend warrants for the dividends declared for the financial years 2015-16 (Final) to 2022-2023 (Interim and/or Final Dividend) are requested to send a letter along with unclaimed dividend warrant, if any, or letter of undertaking for issue of duplicate dividend warrant/ demand draft. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 13 September 2022 (date of last Annual General Meeting) on the website of the Company (www.itlindia.com) and also on the website of the Ministry of Corporate Affairs.

In terms of Section 124 of Companies Act, any dividend remaining unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the "Investor Education & Protection Fund" (IEPF). Members are requested to encash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the

IEPF as above, no claim shall lie with the Company in respect of such amount.

o) Instructions for Shareholders/ Members to Attend the Annual General Meeting through Insta Meet:

Instructions for Shareholders/ Members to attend the Annual General Meeting through Insta Meet (VC/ OAVM) are as under:

- i) Shareholders/Members are entitled to attend the Annual General Meeting through VC/ OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/ OAVM shall open 15 minutes prior to the time scheduled of commencement of the Annual General Meeting and will be available to the Members on first come first serve basis.
- ii) Shareholders/Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed 15 (fifteen) minutes after the conclusion of the Annual General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- iii) Shareholders/ Members will be provided with Insta Meet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

Open the internet browser and launch the URL for Insta Meet <<<https://instameet.linkintime.co.in>>> and register with your following details:

Select the "Company" and 'Event Date' and register with your following details: -

- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL Demat Account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL Demat Account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting"

- iv) Shareholders / Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

- v) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- vi) Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, Demat Account number/folio number, email id, mobile number at Company ID at intrasoft@itlindia.com from 21 September 2023 to 23 September 2023. Shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the Meeting. Similarly, Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name Demat Account number/Folio number, email id, mobile number at intrasoft@itlinda.com. The same will be replied by the company suitably.
- vii) The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting. The Shareholders will get confirmation on first cum first basis depending upon the provisions made by the Company. Shareholders will receive "Speaking Serial No." once they mark attendance for the Meeting.
- viii) Please reach out to Mr. Rajeev Ranjan at instameet@linkintime.co.in and/ or Mr. Pranvesh Tripathi at intrasoft@itlindia.com should you have any queries on video conferencing.
- ix) The members are requested to contact on –InstaMeet Support Desk of Link Intime India Pvt. Ltd. at - instameet@linkintime.co.in or at the helpline number i.e. + 91 22 49186175 who need assistance for using the technology before or during the meeting.
- x) Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: Insta MEET and for Speakers. For a smooth experience of viewing the AGM

proceedings of Link Intime India Private Limited Insta MEET, shareholders/ members **who are registered as speakers** for the event are requested to download and install the Webex application in advance by following the path of the Links provided as under on the Website of the Company:

https://itlindia.com/docs/InstaMeet_Platform_Special_Instructions.pdf

https://itlindia.com/docs/InstaMeet_Software_Installation_Guide.pdf

p) Information and other instructions relating to voting by electronic means:

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular- SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means i.e through Remote E-voting and E-voting during the AGM. The said facility of casting the votes by the members using an electronic voting system will be provided by Link Intime India Private Limited.
- ii) However, pursuant to the SEBI Circular- SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020

v) The process and manner for remote e-voting post change in log in mechanism as per SEBI Circular dated 09 December 2020 are as under:

A. Login method for Individual shareholders holding securities in Demat mode/ physical mode is given below:

on “e-Voting facility provided by listed companies”, e-Voting process has been enabled to all the individual Demat Account holders, by way of single log-in credential, through their Demat Accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. 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 i.e. 19 September 2023.

- iii) Individual Demat Account holders would be able to cast their vote without having to register again with the e-Voting services provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. The members who have cast their vote by remote e-voting may attend the meeting held through VC/OAVM mode but shall not be entitled to cast their vote again. Shareholders are advised to update their mobile number and email Id in their Demat Accounts to access e-Voting facility.
- iv) The remote e-voting period commences on Saturday 23 September 2023 (9:00 am) and ends on Monday, 25 September 2023 (5:00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on 19 September 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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 Physical mode & evoting service Provider is Linkintime.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - » Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. NSDL Demat Account holder shall provide 8 character DP ID followed by 8 digit Client ID and CDSL Demat Account holders shall provide 16 digit beneficiary ID.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/ DOI: Enter the Date of Birth (DOB)/ Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - » Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - » Click "confirm" (Your password is now generated).
2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/ Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour/ Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

B. Log in Method for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian/ Mutual Fund/ Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/ Mutual Fund/ Corporate Body**' login for the Scrutinizer to verify the same.

C. Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME and Institutional Shareholders as well, have forgotten the password:

If an Individual Shareholder holding securities in physical mode has forgotten the USER ID (Log in ID) or Password or both then the Shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://Instavote.linkintime.co.in>

- » Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- » Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholders/ members is having valid email address, Password will be sent to his/ her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

D. Individual Shareholders holding securities in Demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - » It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - » For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - » During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

E. Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders/ members holding securities in Demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no.- 1800 22 55 33

F. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding technical issues in login and e-voting, may contact Link Intime India Private Limited INSTAVOTE Helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

G. Any person, who acquires shares of the Company and become member of the Company after sending of the notice through E-mail and holding shares as on the cut-off date i.e. 19 September 2023 may obtain the login ID and password by sending a request at enotices@linkintime.co.in or intrasoft@itlindia.com

q) Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated, on the instructions of the Chairman, by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- ii. Enter 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta Meet and click on 'Submit'.
- iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iv. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- v. After selecting the appropriate option i.e. Favour/ Against as desired and having decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be attending the Annual General Meeting and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through electronic voting facility during the meeting through InstaMeet facility.

Shareholders/ Members who have voted through Remote e-voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call at - Tel: (022-49186175)

- r) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM held through InstaMeet facility.
- s) Mr. Jayesh Shah, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at AGM held through VC/ OAVM and remote e-voting process in a fair and transparent manner.
- t) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting shall make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman who shall counter sign the same and Chairman shall declare the results of the voting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.itlindia.com and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in> immediately after the declaration of result by the Chairman. The results shall simultaneously be submitted with the stock exchanges where the Company's shares are listed. The resolutions shall be deemed to be passed at the AGM of the Company scheduled to be held on 26 September 2023.
- u) The Annual Accounts of the Subsidiary Companies shall be available on website of the Company in the Section "Financials- Annual Reports" for inspection by any shareholder.

Details of Director seeking Re-appointment at the ensuing Annual General Meeting as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Sharad Kajaria
Date of Birth	17 March 1976
Age	
Date of Appointment/Re-appointment (w.e.f.)	01 April 2023
Qualification	Bachelor of Commerce
Brief Resume	Mr. Sharad Kajaria is a Commerce graduate. He is one of the Promoters of the Company. He is designated as Whole-time Director of the Company. He is well-versed with all the aspects of the Company's business operations and Technology developments and up gradations.
Area of Expertise	Business Operations, Internet Technologies & Software.
Experience	24 years
Terms and conditions of appointment	As mentioned in the resolution passed in the 27th Annual General Meeting.
Remuneration sought to be paid	As mentioned in the resolution passed in the 27th Annual General Meeting.
Remuneration last drawn (FY 2022-2023)	
Other Directorship in Listed Entities	Nil
Name of the other Companies in Committees of which holds membership/ chairmanship	Nil
Disclosure of relationship between Directors inter-se	Mr. Sharad Kajaria is the brother of Mr. Arvind Kajaria
No. of Board Meetings attended during FY 2022-2023	6
No. of Equity Shares held (as on 31 March 2023)	28,12,500

NOTES

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Corporate Information

Board of Directors

Mr. Arvind Kajaria - Managing Director

Mr. Sharad Kajaria - Whole-time Director

Mr. Rupinder Singh - Independent Director

Mr. Anil Agarwal - Independent Director

Mrs. Savita Agarwal - Independent Director

Mr. Ashish Arun - Independent Director

Auditors

M/s. Singhi & Co.,

Chartered Accountants

Kolkata

Company Secretary & Compliance Officer

Pranvesh Tripathi

Registrar and Share Transfer Agents

Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg,
Vikhroli (W), Mumbai – 400 083

Tel: +022-49186270

Fax: +91-22-4918-6060

Email: rnt.helpdesk@linkintime.co.in

Bankers

1. HDFC Bank Ltd

2. State Bank of India

Registered Office

502A, Prathamesh, Raghuvanshi Mills

Compound, Senapati Bapat Marg, Lower

Parel, Mumbai – 400 013

Tel: +91-22-4004-0008,

Fax: +91-22-2490-3123

Email: intrasoft@itlindia.com

Corporate Office

Suite 301, 145, Rash Behari Avenue,

Kolkata 700 029

Tel: +91-33-4023-1234

Fax: +91-33-2464-6584

Email: intrasoft@itlindia.com

Corporate Identification Number

L24133MH1996PLC197857



INTRASOFT TECHNOLOGIES LIMITED

A-502, Prathamesh, Raghuvanshi Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Phone: 91-22-4004-0008, Fax: 91-22-2490-3123
Email: intrasoft@itlindia.com