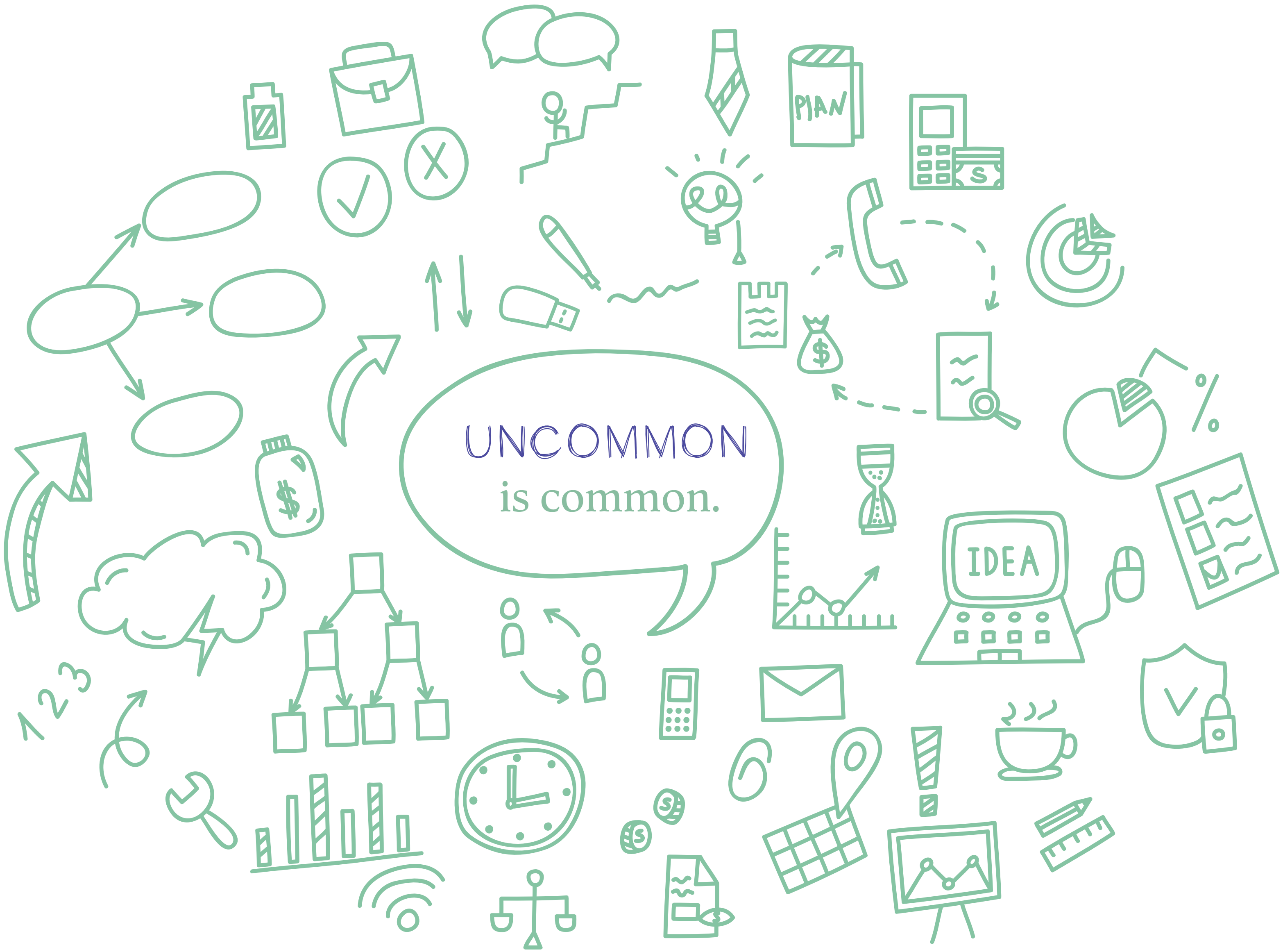
{xelp}



Annual Report 2019-20 | Xelpmoc Design and Tech limited

Inside the Document

STRATEGIC REVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

> "You should not choose to be a common company. It's your right to be uncommon if you can. You seek opportunity to compete. You desire to take the calculated risk, to dream, to build, yes, even to fail, and to succeed."
>
> *- Ewing Marion Kauffman, American Entrepreneur*

Being conventional is the path of least resistance and hence, the path of the common folk. But, despite the odds, there are some who stand boldly and choose the uncommon path. Not surprisingly, they achieve the extraordinary. We at Xelp, follow an uncommon strategy of partnering with startups as enablers of their technology to amplify their reach. We work in the capacity of technology founders with numerous like-minded promoters, helping them shape their ideas into realities.

Uncommon is a QUALITY
that is more easily recognized than it is defined.

Uncommon is the WILLINGNESS
to welcome and the endurance to take the next small step again and again.

Uncommon BELIEVES
that every idea not only deserves a chance but a destiny.

Uncommon shops SMALL DREAMS BIG
and thinks that one crazy idea may not be crazy at all.

We are UNCOMMON

And at {xelp}, UNCOMMON is common.

Tech solutions that make a real, big difference!

Data Science for smart business decisions!

{xelp}

Design services to impress, engage and excel!

Founded in 2015, Xelpmoc Design and Tech Limited (Xelp) is an end-to-end professional & technology service provider with a keen focus on product development, data science and analytics. Xelp's core competence lies in building next-generation technology in Artificial Intelligence & Machine Learning Space, with a keen interest in Natural Language Processing & Data Analytics.

The company primarily caters to e-commerce, education, transportation & logistics, recruitment, fintech, social networking, among several other industries.

Xelp at a Glance

{ FOUNDED IN 2015 }

2015
Xelpmoc Design and Tech Private Limited', founded in 2015 as a 24 person company.

2015
Entered into our **first Technology Services Agreement** with Fortigo Network Logistics Private Limited.

2015
Made first-ever investment in a Startup - Fortigo Network Logistics Private Limited.

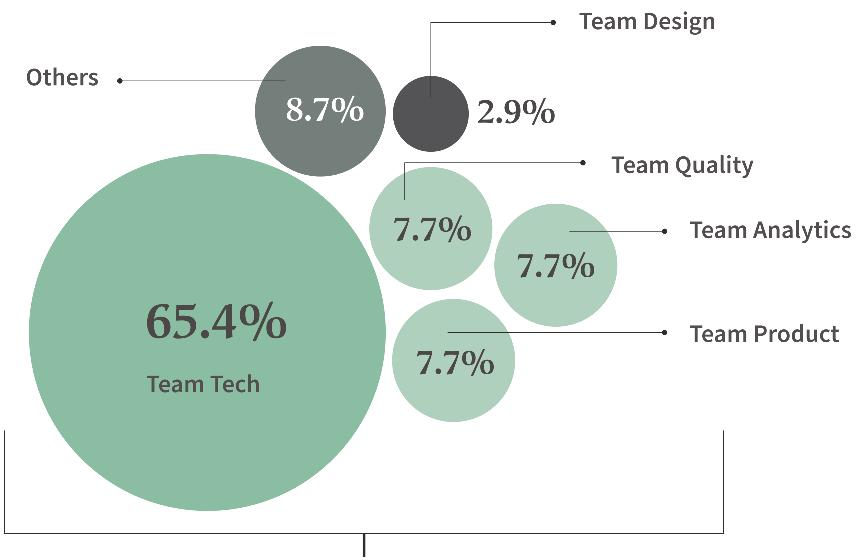
2017
First Agreement for rendering our services to a **government organisation** - Food Safety and Standards Authority of Indian, Government of India.

2019
Xelp got listed on BSE & NSE (India) through an **Initial Public Offer of 2,014.67 Lakhs.**

2020
Achieved **operating-profitability & net-profitability break-even** with the highest-ever revenue from operations in **Q4FY20**.

Industries catered to -

- E-Commerce
- Transportation & Logistics
- Recruitment
- BFSI
- Communication
- Media and Technology
- Retail
- Consumer Business
- Social Media
- Healthcare
- Construction
- Education
- Trade Documentation & Export Finance



102 Team Members

15 Investee Companies with a total of

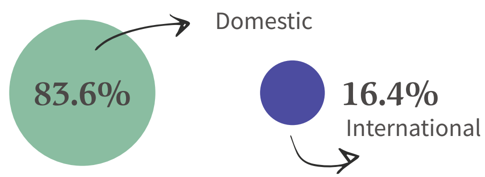
₹ 373.16 Lakhs invested

41 Clientele

OPERATIONS AT 4 LOCATIONS

Bengaluru (HQ)	Kolkata
Gurugram	Mumbai

Domestic : International Revenue-Mix FY20



Investments in Early Stage Start-ups

Xelp is ever-willing to embrace the idea of 'Tech for Equity' solutions for start-ups that aim to have an impact on the world.

We are always pursuing opportunities to provide technology development solutions or technology consultancy and advisory services in exchange for equity.

With this philosophy in action, we have been working as technology partners with numerous like-minded promoters, helping them implement their ideas into realities and taking their vision to the next level.

KEY PARTNERSHIPS

Fortigo Network Logistic Private Limited

4TiGO is a freight exchange facilitator for the trucking ecosystem in India. It is a common technology platform that has something for every participant in the trucking ecosystem – the fleet owner, truck driver, transporter, transport company, consigner and consignee. Network members can manage the entire goods transportation lifecycle on the platform, enabling a quantum leap in productivity, efficiency & customer service.

Sector	Transportation & Logistics
Marquee Investors	Accel India IV (Mauritius), Mr. Nandan Nilenkani
Xelp's Engagement	2015
Year of Investment	2015

Mihup Communication Private Limited

Mihup is an artificial intelligence (AI) powered mobile assistant for Human-to-Machine, Machine-to-Machine, Machine-to-Human, and Human-to-Human interaction.

A digital personal assistant, with local language voice recognition that functions offline, Mihup understands user mannerisms in their local language, identifies English script queries of any regional language, and offers SMS based assistance. At its core, Mihup aspires to be a protocol of conversation and aims to sit between Human or Machine actors, remove personal biases or specific terminologies, and aid communication.

Sector	Voice Technology
Marquee Investors	Accel India IV (Marutius) Limited Idea Spring Capital
Xelp's engagement	NA
Year of Investment	2016

Woovly India Private Limited

Woovly is a solution offering 'Networking with Reason' site. It helps a user identify the bucket list and accomplish the same with the best experiences by connecting with the people who share the same interests.

Xelp's Engagement:

Xelp created a system that condenses large amounts of information into digestible bites, using Natural Language Processing (NLP) algorithms to improve the efficiency of information delivered. Xelp built an internal tool that has a Natural Language Understanding module that identifies and marks the multiple entities of a sentence, whether it is names, places or other key insights within the text.

Sector	Social Networking
Marquee Investors	Duane Park SOSV
Xelp's engagement	2018
Year of Investment	2019

Leadstart Publishing Services Private Limited

Leadstart Publishing is a leading publishing house from India with a focus on both creative and progressive. The PENCIL platform from Leadstart features distinguished authors and writings from across the globe. Leadstart envisions to set up an environment for writers that can run on semi-auto mode. A journey that can start from a writer's diary and end up as a published printed book, all handled by the same platform.

Additionally, these books can be printed on the fly when the order is placed. Technology to get real-time feedback from the readers and pushing the corrections back to the system makes this platform more reliable and unique.

Xelp's Engagement:

Xelp engaged with Leadstart with a vision of creating a digital platform to help writers. It provides an integrated platform for uploading the script of a book, designing the cover page, editing, and publishing on all available digital platforms (like Kindle).

Sector	Publishing
Marquee Investors	MOX, SOSV, Mumbai Angels, SucSEED Venture Partners, JITO Angel Network
Xelp's engagement	2019
Year of Investment	2020

Rype Fintech Private Limited

Rype Fintech helps businesses manage their finances by providing real-time actionable insights with its Natural Language Processing engine. Slate works towards bringing clarity to a company's accounts, handling approval requests, categorising receivables and payable items, ensuring that a business owner has complete control on their financial standing across the various departments.

Xelp's Engagement:

Xelp's engagement with Slate.ac revolves around real-time, accurate view of cash flow status. Day-wise future projection of cash flow position based on historical data on accounts payables/receivables, seasonality, and other factors. Credit rating based on historical data, sales concentration, sector attractiveness, etcetera.

Recommending actions to manage cash, such as investment in liquid funds, paying via low-cost commercial/personal credit cards, early payment incentives, etc. along with recommending sources to avail credit.

Sector	
Marquee Investors	Aditya Parekh, Patni Wealth Advisors LLP
Xelp's engagement	2019
Year of Investment	2019

Value of Investments

(₹ in '000)

COMPANY	COST OF INVESTMENT (AS AT MARCH 31, 2020)	FAIR VALUE (AS AT MARCH 31, 2019)	FAIR VALUE (AS AT MARCH 31, 2020)	% HOLDING ON FULLY-DILUTED BASIS* (AS AT MARCH 31, 2020)
At Fair Value				
Fortigo Network Logistic Private Limited	11.11	1,64,035.34	1,95,039.49	5.21%
Mihup Communication Private Limited	6,080.82	43,667.11	53,150.79	13.20%
Snaphunt Pte Limited	615.37	37,924.30	37,626.76	12.27%
Ideal Insurance Brokers Private Limited	235.00	6,548.95	3,691.57	0.97%
Inqube Innoventures Private Limited	9,298.51	7,144.29	4,892.17	5.78%
PHI Robotics Research Private Limited	2,505.00	2,536.31	2,067.80	1.59%
KidsStopPress Media Limited	6,029.83	5,993.04	6,008.72	15.00%
Rype Fintech Private Limited	1,250.00	-	1,250.00	9.87%
Woovly India Private Limited	572.03	-	37,514.34	13.74%
Graphixstory Private Limited	409.50	-	409.50	-
Taxitop Media Private Limited	2,084.07	-	2,084.07	16.00%
Lead Publishing Private Limited	4,535.62	-	4,535.62	4.20%
Subtotal	**33,627.50**	**2,67,849.34**	**3,48,271.49**	

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

(₹ in '000)

COMPANY	COST OF INVESTMENT (AS AT MARCH 31, 2020)	FAIR VALUE (AS AT MARCH 31, 2019)	FAIR VALUE (AS AT MARCH 31, 2020)	% HOLDING ON FULLY-DILUTED BASIS* (AS AT MARCH 31, 2020)
At Cost				
Fortigo Network Xelpmoc Private Limited	-	18.00	-	#
Madworks Ventures Private Limited	1,155.55	1,155.55	1,155.55	21.74%
Subtotal	**1,155.55**	**1,173.55**	**1,155.55**	

#The company has disposed off 18,000 Equity shares of Fortigo Network Xelpmoc Private Limited and exited the Joint Venture.

(₹ in '000)

COMPANY	COST OF INVESTMENT (AS AT 31ST MARCH, 2020)	FAIR VALUE (AS ON 31ST MARCH, 2019)	FAIR VALUE (AS ON 31ST MARCH, 2020)	% HOLDING ON FULLY DILUTED BASIS* (AS ON MARCH 31, 2020)
Provisioned For				
Gyankosh Solutions Private Limited	32.93	2,735.25	Impaired	2.05%
Intellibuzz TEM Private Limited	2,499.97	2,660.85	Impaired	5.38%
Sub Total	**2,532.90**	**5,396.10**	**-**	
Grandtotal	**37,315.97**	**2,74,419.03**	**3,49,427.04**	

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

(₹ in '000)

Cost of Investment

37,315.97

Fair Value
(as at March 31, 2019)

2,74,419.03

Fair Value
(as at March 31, 2020)

3,49,427.04

YOY growth

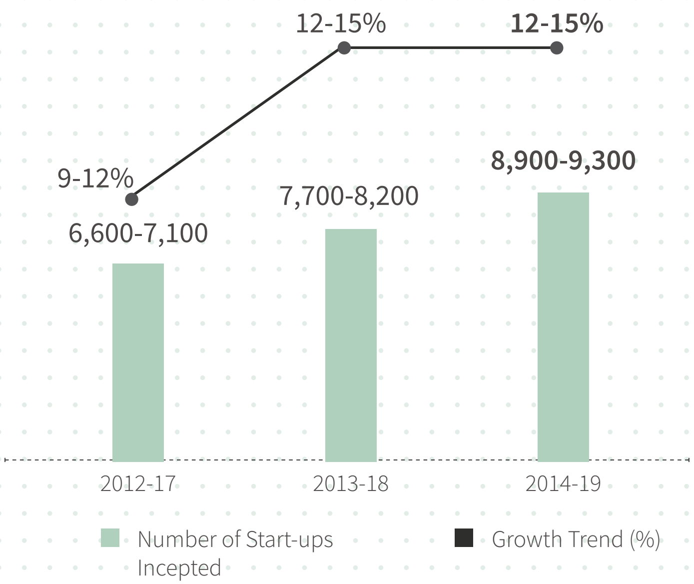
27.33%

{xelp} at the core of India's Start-up Ecosystem

INDIAN START-UP ECOSYSTEM: OVERVIEW

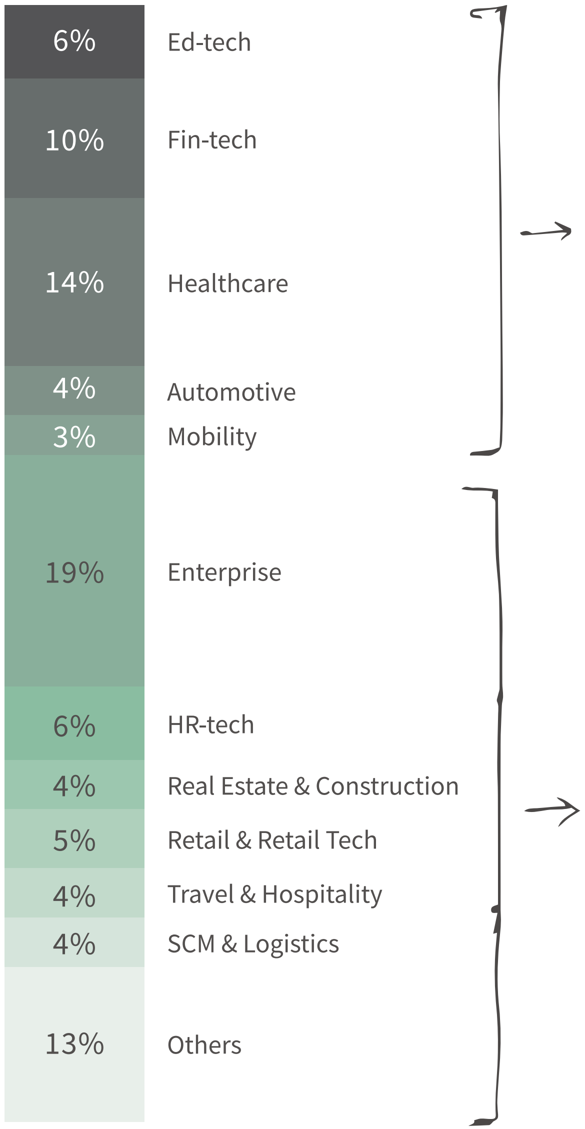
3rd largest start-up ecosystem globally

Indian start-up ecosystem continues to be the 3rd largest in the world, right behind China and the USA.



Sector wise break up

of 8,900-9,300 start ups incepted between 2014-2019



High Growth Sectors

CAGR > 50%

since 2014

Strategically Xelp focuses on working with Start-ups that are present in promising, high-growth sectors such as Health-tech, Education-tech, Fin-tech, HR-tech, Logistics, among others.

Medium Growth Sectors

CAGR > 35%

since 2014

Source: NASSCOM

Growing trend of Start-ups leveraging deep-tech

The number of start-ups based on Deep-tech has been growing at a brisk pace of 40% CAGR since 2014. In between 2014-18, the share of start-ups using technologies such as Artificial Intelligence, Machine Learning, Big Data & Analytics, and other deep-tech has grown from 8% in 2014 to 16% in 2018. There are more than 1600+ deep-tech Start-ups in India as of 2019.

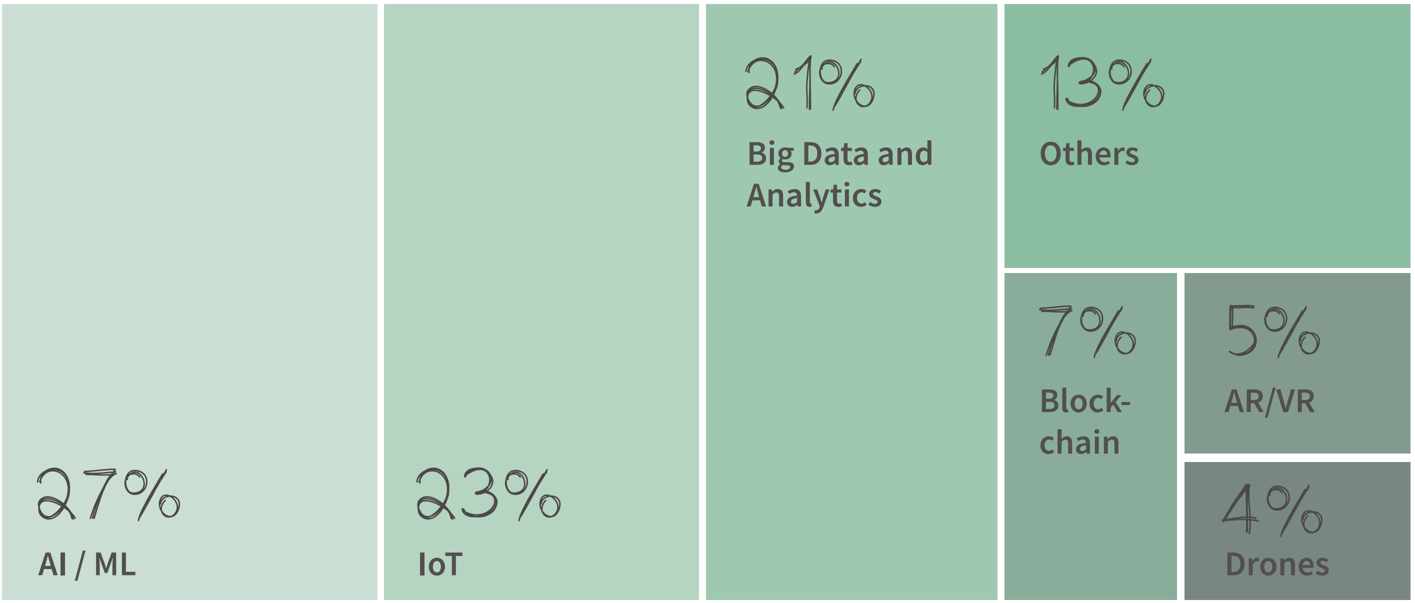
Xelp being at the forefront of innovation, with a keen interest in the next generation of technology in Artificial Intelligence & Machine Learning Space, Natural Language Processing & Data Analytics, is well-placed to serve the growing needs of this space.

Xelpmoc is well-equipped to serve the evolving technology needs of the Indian start-up ecosystem. With technology deployment and investments in high-growth opportunities like Ed-tech, Fin-tech, Healthcare, and Mobility, **{xelp} is at the core of the Indian start-up opportunity.**

Key Technologies, growth trends and applications

TECHNOLOGY	5 YEAR CAGR (NUMBER OF START-UPS)	KEY APPLICATION AREAS
Artificial Intelligence	65-67%	Enterprise, Fin-tech, Health-tech
Internet of Things	45-46%	Industrial, Real Estate, Health-tech
Big Data & Analytics	38-40%	Enterprise, Fin-tech, Retail & Retail-tech
Blockchain	88-90%	Fin-tech, Enterprise, Agri-tech
AR/VR	55-60%	Ed-tech, Retail & Retail-tech, Real Estate

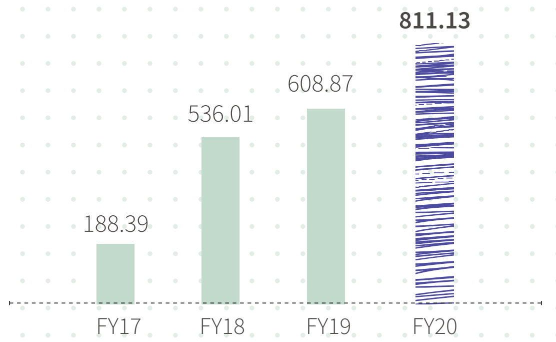
% share of Start-ups by technology



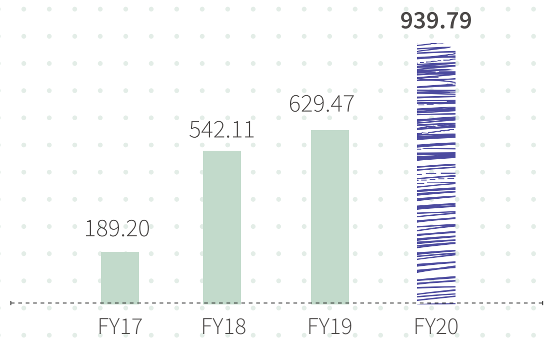
Source: NASSCOM

Performance Scorecard

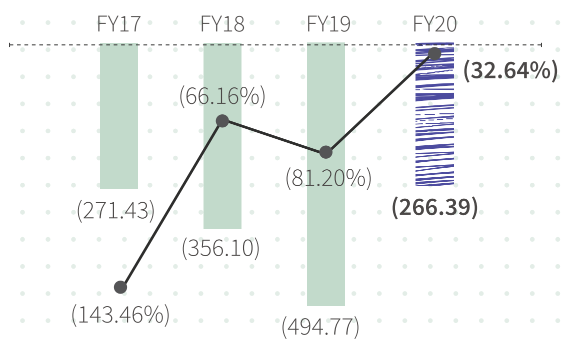
Revenue from Operations



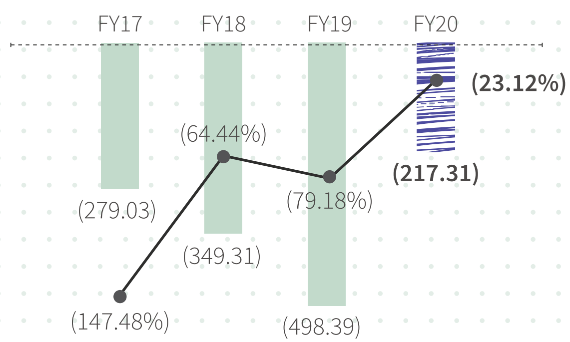
Total Income



EBITDA and EBITDA Margin



PAT and PAT % (of Total Income)



Performance Highlights FY2020

Xelpmoc continues to expand its start-up deployment by onboarding new clients. Some of these are -

One of the leading school chains in India, with more than 40 schools in fourteen major cities. Known for their quality education and academic excellence, the schools offer a unique range of world-class educational services through passion and innovation.

Woovly is a solution offering 'Networking with Reason' site.

The Star in me, a networking, branding, and guidance platform for Women of today.

Leadstart Publishing (Pencil) is a leading publishing house from India that focuses on both creative and progressive; it envisions to setup a unique ecosystem for writers.

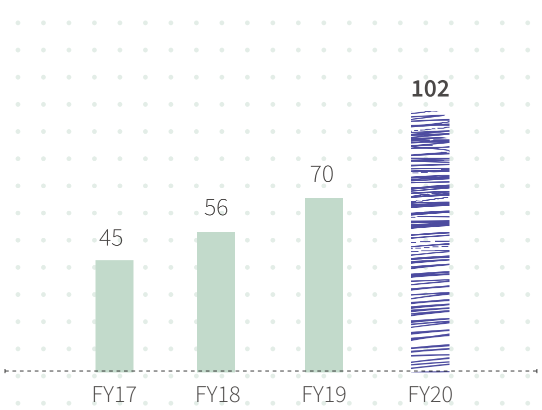
Slate is a virtual finance and accounting assistant for micro-entrepreneurs.

Taxitop Media is bringing about the next evolution of digital outdoor advertising through innovative on-vehicle advertising.

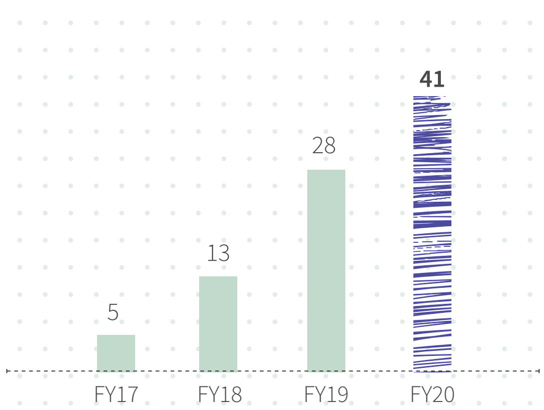
Traydstream offers fast, comprehensive automated document processing for global trade finance.

Qualitative Performance Scorecard

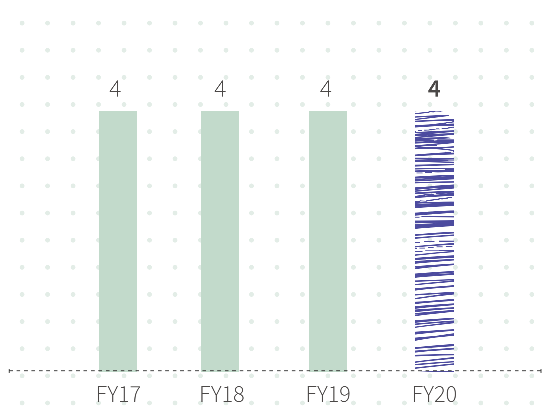
Team Strength



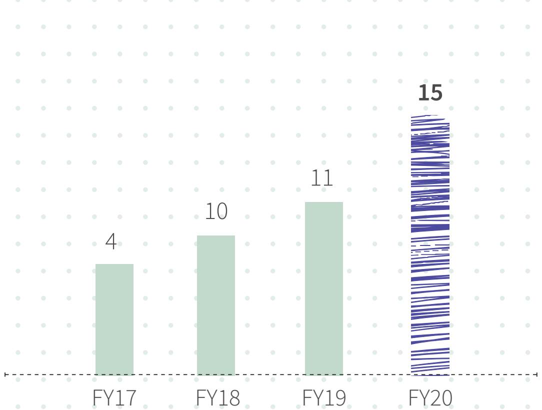
Cumulative client



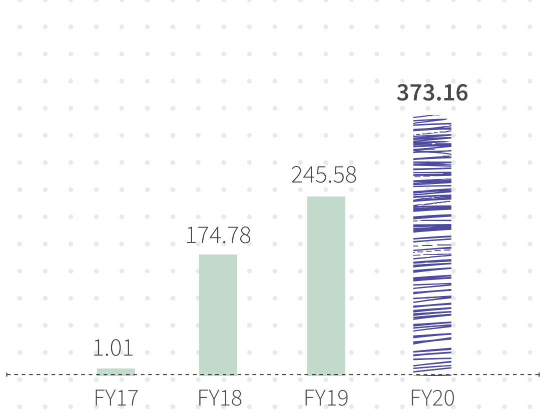
Offices



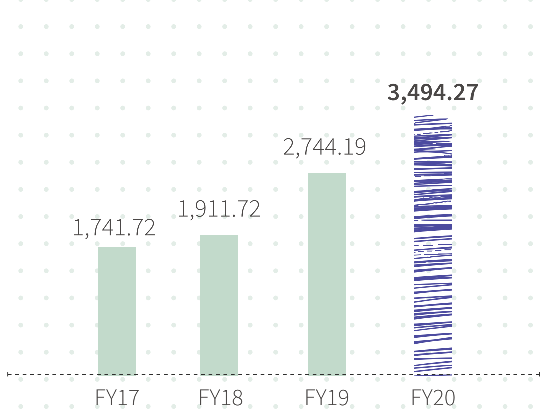
Number of Investments



Cost of Investments (in lakhs)



Fair Value of Investments (in lakhs)



Driving Strategies

We are focusing on an effective strategy execution by implementing a four-pronged business plan. Through this, we aim to renew our clients' businesses, massively scale innovation and create value, aiming towards consistent and profitable growth of our business.

1

Building Next-Generation Technology

With Natural Language Processing and Data Analytics being our backbone, we remain committed to building next-generation technology in Artificial Intelligence (AI) and Machine Learning (ML) space. We help our clients take advantage of their data as their Technology Partner and Consultants.

We do this by -

A. Recognizing the problem and understanding the intention of what is to be built.

B. A comprehensive study on data being utilised to recognize statistical patterns.

C. Highlight points of data collection, quality, and type of data to derive the Machine Learning Model.

2

Onboarding Early-stage Start-ups in High-Growth Sectors

At Xelp, we are open to the idea of funding equity of early-stage start-ups to help them scale higher and amplify their reach. We have been working with like-minded founders in the start-up ecosystem, to take their business idea to the next level. During the year, we worked with 5 start-ups in high-growth sectors such as - Education-tech, Social Networking, Fin-tech, Digital Outdoor Marketing, among others; and contributed to boosting the global innovation system. In total, we have partnered with 15 Start-ups in a range of sectors with high-growth potential.

3

Expanding our Clientele

- We are continually strengthening our technological capability matrix in the areas of Artificial Intelligence, Deep Learning and Data Science. This is leading us to several business leads and onboarding of new clients on these platforms.
- We have initiated discussion with enterprises, start-ups and governments in several other countries, especially in the Middle East, North Africa, Asia-Pacific and the United States of America.
- We have earned repeat business from enterprise customers and have been exploring cross-selling products to further grow revenues.

4

Improving our Operational Performance

At Xelp, we have made efforts to improve our operational performance further and earn the benefits of optimal economies of scale. We achieved a crucial milestone by breaking-even on EBITDA & Net-Profitability levels in Q4FY2020.

Our strong project implementation pipeline gives us the confidence and ability to focus towards sustainable profitability.

Other efforts include:

A. Building a central repository of modules that leads us to fully utilise our assets and enable quicker turnaround.

B. We are implementing new management tools to monitor and track project planning and execution that has enabled us to achieve faster project execution and assign greater project control to our clients.

C. We have continuously improved our processes and documentation, which led to achieving higher standardisation, discipline, efficiency, product quality, and delivery.

Things that set {xelp} apart

A Structure that Enhances Client Servicing

Our business is structured based on service offerings. It enables clients to access the entire platform of services we offer along with professionals within those service verticals. Our focus lies on building relationship-based interactions between our key employees and our clients, to promote long-term client relationships and enhance client experience.

Accessibility to Domain Experts

- We have a network of four independent experts. It provides us access to serve our clients better and capitalize on strategic opportunities, with the right access to domain and industry knowledge.
- We benefit from the expertise and experience of our founders & senior management in a range of sectors, including financial services, retail, media and entertainment, and business services. This is supplemented by the knowledge-sharing on subject matter from experts across industries.

End-to-end Solutions and Support

- Our range of end-to-end technology-based products, services, and solutions comprises technology products and systems, integration solutions and infrastructure management services.
- Since inception, we have expanded our offerings to include data science capabilities, query optimization, and rapid iteration services. **We focus on updating our service offerings to meet the evolving needs of our clients.**
- With the launch of our technology products' vertical, we have further strengthened our offerings in the solution space. We believe our range of products, services and solutions enable us to broaden our offerings for potential clients, deepen our relationships with existing clients and diversify our revenue base.

Entrepreneurial Culture

Our management structure pioneers growth and fosters a culture of innovation, entrepreneurship, and teamwork within our organization. We have developed programs for identifying and developing future leadership. Besides, we also endeavor to deliver quality service through our network of independent experts engaged with us as consultants on a part-time basis.

Board of Directors

Mr. Tushar Trivedi

Chairman (Independent and Non-Executive Director)

He holds a degree of Master of Science from the University of Mumbai, and a degree of Master of Administrative Management from the Narsee Monjee Institute of Management Studies, University of Mumbai. He has more than 32 years of experience in digital banking, transactional banking, relationship management, business process transformation, business solutions, and industrial manufacturing. Before joining the company, he was working with Kotak Mahindra Bank and has served as the Vice President of Citibank N.A., U.A.E. He has been a Director on our Board since July 2, 2018.

Mr. Sandipan Chattopadhyay

Managing Director and Chief Executive Officer

Founder of Xelpmoc, with over 22 years of experience across various technology roles. A Bachelor of Statistics from ISI, Calcutta with a PGD in Computer Aided Management from IIM, Calcutta. His previous job includes a stint as CTO of Just Dial Limited.

A winner of the “Red Hat Innovator of the Year” award. Over the years, he has helped technology development of several start-ups and new initiatives at large enterprises such as Tata Motors, Crisil Marketwire, Standard Chartered Bank, Deutsche Bank, Edelweiss, Business Standard, and others.

Took Xelpmoc public in February 2019 with listings on Bombay Stock Exchange and National Stock Exchange.

Mr. Srinivas Koora

Whole-Time Director and Chief Financial Officer

A Bachelor of Commerce from Osmania University, MBA from Swami Ramanand Teerth Marathwada University, Nanded. His previous job includes a stint as Deputy CFO of Just Dial Limited.

He brings over 21 years of rich experience in the field of Accounts and Finance.

Mr. Jaison Jose

Whole-Time Director

A Bachelor as well as Master of Commerce, along with a Master of Marketing Management from Mumbai University.

He was previously the founding team member of Quess Corp Limited and has worked with Adecco People One India. He brings over 15 years of rich experience in the field of Human Resource Services and Business Development and Operations.

Mr. Premal Mehta

Independent and Non-Executive Director

He holds a degree of Master of Management Studies from the Narsee Monjee Institute of Management Studies, University of Mumbai. He has more than 33 years of experience in the field of financial advisory services. Presently he is also a Founder Director on the Board of Wealth First Advisors Private Limited. He has been a Director on our Board since July 2, 2018.

Mr. Soumyadri Bose

Non-Executive and Non-Independent Director

He has over 31 years of global executive experience with Siemens, Dassault Systemes and Hewlett Packard. Lately, he has co-founded GoFar – an innovation-technology company based out of Singapore, with operations across Asia, Europe and Africa. GoFar aims to meaningfully better the lives of the next 500 million people globally. Independently as a board member, Suman consults organisations on their growth and operating strategies, globalisation, market-entry, product-services portfolio rationalisation, and application of critical technologies. Suman is actively engaged with impact projects and funds, working around the Environmental, Social and Governance (ESG) frameworks, the UN Sustainable Development Goals 2030 (SDG 2030), and related global initiatives in health areas, education, environment, agriculture and livelihood. He also serves as a trustee of a school for the underprivileged children in the Himalayan foothills.

Mr. Pranjal Sharma

Non-Executive and Non-Independent Director

Mr. Sharma received his economics degree from Delhi University and did post-graduate studies at the University of Westminster. He has spent more than 26 years in leadership positions in the media sector including CNBC and Bloomberg and has been an advisor to government bodies & private enterprises. As an author, he has published and edited several books. The latest one is 'India Automated: How the Fourth Industrial Revolution is Transforming India.' He served on the Global Agenda Council of the World Economic Forum for eight years and is currently a member of its expert network.

CANDID CONVERSATION WITH THE FOUNDER

Sandipan Chattopadhyay

WE ARE UNCOMMON

And at Xelp, Uncommon is Common.

Question 1.

Let's start with the name of the company, it is an uncommon one, what is the genesis of this name and what does it signify?

When we started our charter, we typically looked at many things, especially our core theme HEAL - Health, Education, Agriculture, and Livelihood. We wanted to help entrepreneurs who were trying to solve these hard problems but didn't have access to technology.

These were complex scenarios and complex problems, and our whole objective was to simplify these complexities. The idea that complex problems could benefit from a simple solution wasn't that intuitive, and we were trying to go 'Ulta.' So the whole concept of 'Ulta' is the genesis of the name 'Xelpmoc.' which is nothing but 'Complex' spelled backward. And of course, the domain was available, and it was something natural and had the X-factor to it. So finally, the name stuck. It was a consensus we took along with some of the initial members, and ***what was our entire way of approaching a problem became the name of the company.***

Turning complex around

{complex} → {xelpmoc}

Question 2.

Your business model is unlike the traditional IT services companies. Could you explain to the readers how we are alike in the services we offer, but different in how we execute them?

We didn't benchmark ourselves to the existing businesses.. If you look broadly at our business model and forget the segments and sectors for a moment, we are effectively catalyzing innovation.

Now the need for innovation and the ways and means to pay for it is very different for different categories, especially the ones we would like to get into. So if you look at our strategy of CGPS, which is Corporates, Governments, Products, and Startups- each of them needs innovation, but not all can pay and have an economically viable model for all of this. That's why for startups, we have a model of cost-plus equity, where we are bearing a little bit of a risk in not booking our profits early. Still, we get to get in on any upside in case it works out, and it will work out for many because we choose our startups very diligently from the sectors that we believe will be big. Hence, we get upside in terms of the equity for the non-linear growth the company may give.

But in mature markets, like corporates, governments, and products, of course, we cannot go with the same model. There we try to do, as much as possible, with kind of a 'skin in the game' concept by taking a part of the services contract with some margin built into it. But mostly we also try to interest them to see success. So if X, Y, Z works out, then we get some sort of a bounty, and we try to model it that way. The reason for this modeling is twofold. One is that you get a non-linear return on it. And second is we also have an incentive to innovate. This we believe, is very critical for us to have our company motivated and run. For certain markets, of course, these approaches are not possible, like in the overseas markets. There we purely look at how to make it monetized, and we benchmark ourselves to the market. The nature of skills and products we develop are very high-end and cater to 'up in the value chain' kind of projects that we get for pure services. Here we are not just at par with the market in the generic man-hour supply model, but even in the solutions supply model, and thus our rates are commensurate with whatever the market standards are.

Question 3.

The model you just described is heavily predicated on your investee companies startups finding success. What gives you the confidence to pursue this path?

What gives us the confidence to pursue this path is our decision not to wait for certain sectors to come to us. We have researched and preselected the sectors we want to be involved in. We believe these sectors make sense because we went with our concept of 'GDP hole.' In other words, an area that has a significant role to play in the GDP of India but is underserved in terms of technology.

So the entire theme of HEAL, which is Health, Education, Agriculture and Livelihood, comes from those sectors. We believe that as long as we execute satisfactorily, the question of the sector's importance or the justification of the sector to have monetary benefit doesn't arise.

However, the risk ultimately lies in how we are able to execute, or whether the startups we choose will be able to perform or not. Of course, there are going to be failures. Nothing is 100 percent certain in business, but because we are putting our own hard toil into it, our own thought to it and acting more like a co-founder and technology-partner, we are betting on ourselves, our skills and our experience to say that our failure rates would be far, far better than the average of markets, and that's the kind of arbitrage and leverage we will get over existing models.

Question 4.

Does this mean you are acting as a quasi-private equity company, a medium for retail investors to participate in the growth of India's startup ecosystem?

For the first part of the question - not at all. The main ingredient that the private equity investors put in is money, and we are putting in everything other than money. We are putting in our intellectual capital. So if you want to draw an analogy, then we may be best considered a parallel set to a private equity company that is putting in intellectual capital.

That said, our risk mitigation is far, far less than any of those entities because we are getting paid for the services rendered at cost. So we are in a zero-sum game because that's what we can afford. Not that we don't want to help those startups, but given our model, and given the fact that we are not trying to make it just money-oriented because there are a thousand other players for that, our model allows our sustenance to come from those services that we are providing, and the service cost attached to it. The profit is what we are booking by putting in our intellectual capital. So it's a very different model, and I don't think we are comparable. Of course, the gamut of risks due to the risk profile of the startups is somewhat similar, but it will not be affected by it.

To answer the second part of your question, yes, our success is a factor of how well the Indian startup ecosystem and primarily how our investee companies & sectors perform.

Question 5.

Are there any specific focus areas that you look for while scouting for opportunities, and what are the key triggers for these areas?

So there are two aspects to it. I think one of them is what I've talked about several times, i.e. is HEAL, the key sectors. Nevertheless, the critical element for us is, of course, the choice of the entrepreneur. Because unlike other factors, we stick to one problem area with one entrepreneur. We are a co-founder. We can't do the same thing with 17 different people and cannibalize ourselves.

Accordingly, our choice of the entrepreneur is a very long and diligent process. Unlike private equities that can take a chance with money, we can't take a chance with our time, which is far more valuable than money. So we take a long time to deliberate over the choice of an entrepreneur. The kind of entrepreneurs we love working with are very rustic, extremely down-to-earth, and understand the solution space well. They give us the confidence that they can go beyond, about the problem and solution space, and trigger us and act with us as an equal

Question 5. (continued)

Are there any specific focus areas that you look for while scouting for opportunities, and what are the key triggers for these areas?

partner or even lead us to find great solutions. We are not looking at people to execute our thoughts. We are looking at people who come with the X factor.

However, we make sure of the things that we don't want to do. Like in a particular area, if we don't believe in a particular model and get an entrepreneur trying to execute that model, then we give them the chance to prove us wrong. But if we can't do that, we prefer not to work with such an entrepreneur because we strongly believe in the model we have worked on. For someone who philosophically and ideologically matches the way we want to solve a problem, and brings in that X factor of giving us more exciting ideas, giving us the depth of perception and depth of solution, we go for that kind of a person. All our entrepreneurs are people we respect, admire, and feel confident to work with in that particular solution space.

Question 6.

How far would you be willing to go in terms of rounds/tranches of investments in these startups?

Investment by investing money is not our way of investing in the company. And that's where this question comes from. We are there right from the blueprint stage, and at any point in time, when our value is perceived, we make additional adjustments. In any case, even in investing, we invested pretty much in a bridge round with a huge amount of discount, almost like any other founder in the organization may do to keep the concept going for its true value unlocking. That's the only perspective we take.

As part of the policy, after going public, we have turned away from putting in any financial investment in companies. The token financial things we do are only at face value or during the initial start stage. At the advanced stages, when there's a valuation attached and a transaction is happening from organized activities, we have never put in money, after our IPO.

Question 7.

Could you give us a sense of the portfolio companies that you are partnering with in this journey?

Since we are a public company, I cannot give any additional information. All the details are listed on our company website. And from time to time, as we get into new engagements, we immediately notify the exchange as per the corporate governance standards. That said, of course, we are always counting and prospecting in the areas. Some of the areas that we're actively looking out for are in ed-tech and several problems associated with it, in the health spectrum, and some tool-making prospects from the data-science perspective. That is all I'm empowered to say, anything further would come in the exchange notifications as part of our disclosures.

Question 8.

What is your vision of how this company will look like in the next five years?

Just as the success of a school or an institute is determined by its students and its alumni, we also believe that in the next five years, apart from the services part of our business where we want to run a name for ourselves, we will be more known as the people who started off very successful ventures which have solved complex problems for India. We look up to our ventures like Mihup, Fotigo, Woovly, Slate, and many others to give us that flagbearer role and perception. I think of a very high powered, energetic team. I'm not clear about its size, but the dream is that the team is a set of all passionate people working together in tandem on a need basis.

Question 8. (continued)

What is your vision of how this company will look like in the next five years?

But on the other side, I do envision our growth through banding together with like-minded startups who are solving similar problems, with a very articulate team. From the revenue angle, we want to keep on our growth phase. And we want to make sure that we are able to maximize the growth that is possible, given the economic and environmental conditions.

That one thing we want to ensure is that - we are always at the cutting edge of innovation and not just of technology, and that we are relevant no matter how the world changes. So that's the reason we are pretty agnostic to the skill sets of the areas because we have just taken very basic rustic sectors that will always be relevant to human civilization.

Question 9.

Has the current pandemic affected the business in any way, or have there been new opportunities thrown up?

Here I'll play with the English words. It has affected and effected. I think there is one good thing and that's the silver lining I see, although it's a bad moment to see such a silver lining, but it's a reality.

When we strongly believed in the sectors that we did, I don't think anyone thought that these are areas of immediate requirement, but they were future requirements people believed in. That's how we have seasoned investors who have believed and invested in the concepts we did, and since many of you reading this are shareholders, I don't need to preach to the choir over this part.

But what has happened is that the mass market recognition that these are critical sectors that need our care, pampering, and fostering to bridge the digital divide has been wholly catalyzed and made into an urgency because of COVID. Nowhere before have the cracks that we have had as a society about not having these sectors covered, or the whole sectors being underserved, been more blatantly portrayed as it has during the COVID crisis. In effect, it has completely catalyzed and rejuvenated the interest that we have seen in the company. And today, we are witnessing ever-increasing forward inquiries or inquisitiveness in the kind of work we do. When I say our work, I mean our body of work, i.e. our work plus the work of startups that we are invested in. The interest in them has crescendoed in many ways, and it continues to do. And we also feel that this learning as a society that we have got will also give much more impetus to the themes that we have chosen, and those solutions to be given much higher life. And as long as we can execute, we have a far significant role to play. So that's the effect COVID has had on Xelpmoc.

We have also been affected because we are not inert to the social presses. Just a simple fact that we're not able to go for our marketing calls. We had sort of just started our overseas course. We had good prospects. But the fact is, for the last four months, we have not been able to actively travel to meet potential customers. Like I mentioned previously we were booked for about three quarters forward. We still are. In fact, those projects have grown in urgency and size. But the fact that we had hoped to accelerate and get new customers onboard and new dimensions unfolded has come to a halt. And we are not unlike any other corporate structure for that pace. Given that our dependency and baggage are lesser for getting new customers, it will probably affect us much less. But of course, it will affect us.

Question 10.

What is your message to the existing shareholders?

Frankly, we were overwhelmed by the kind of response we got and keep getting. My message to the shareholders is believe in us, believe that you are investing in a company that is striving to change the face of India, by helping it become a self-reliant nation and achieving it not at the cost of compromising on the level and sophistication of the technology being used.

We want to be top of the world, and we want to be self-reliant, and that's the vision we are building for. We also believe that it's not a lottery jackpot. We don't want to build it in a way where you are trying to invest in 100, hoping that seven would succeed and give you 100x return. We are trying to make sure that we are always beating the market without taking unnecessary risks. At the same time, we are looking at calculated risks for exploring new ideas, because when you explore new ideas, there is an element of risk which is undeniable. If everything were logic-driven and not intuition or x-factor, illogic-driven, everyone would be equally successful. Execution is one aspect. The other element, of course, is betting on the right future. That's the faith we want from you as the management, and I'm sure our performance will be indicative of your trust in us.

Message from the Chief Financial Officer

we've fulfilled our promise!

DEAR SHAREHOLDERS,

It is a pleasure to address the shareholders and investors, and give them an understanding from the financial perspective.

We are a differentiated solutions and products company trying to make a mark in the crowded IT sector in India. By the very nature of our business model, the first thing I would like investors to take home is that we should not be viewed as a typical IT services firm where the revenue rises linearly as the number of resources increases basis the number of projects and assignments won. Further, our revenue is predicated on the proportion of the projects/start-ups that we onboard as well as the percentage of revenue we take as hard currency versus the percentage we take as equity in lieu of currency. While it is easy to turn on the revenue tap to show a steady income in the P & L, our focus on supernormal profits by backing entrepreneurs, with technology, in sectors that we believe is an integral part of our mantra at this point in time.

Having said that, we did promise that we will turn break-even by the fourth quarter of fiscal 2020 and we have managed to keep up that deliverable. Going forward, our focus is to have an optimum mix of services revenue and equity holding so that investors see improvement in the financials as well as opportunities to be associated with success stories of the future.

As far as our investments in companies are concerned, we have seen some good traction in select companies like 4TiGo and Mihup. While we believe exits from our investments in these companies are still some time away, the pipeline of our investments which you can view in this report gives us confidence that we will be able to deliver value to the shareholders in the long term.

I thank you for your support and look forward to your continued association in the years to come.

Sincerely,

Srinivas Koora
Chief Financial Officer

UN ~~Common~~ NON ~~Standard~~

MANAGEMENT DISCUSSION AND ANALYSIS.

Global economy {1.0}

The COVID-19 pandemic caused severe impact on the economy and human world wide. As a result of the pandemic, the global economy is projected to contract sharply by –3% in 2020 which is much more worse than the financial crisis of 2008–09. It is assumed that if the pandemic fades in the second half of 2020 and containment efforts can be gradually unwound, the International Monetary Fund (IMF) projects the global economy to grow by 5.8% in 2021 as economic activity normalizes with the help of policy support.

Indian Economy {2.0}

The great lockdown to combat the COVID-19 outbreak has severely impacted the Indian economy. The International Monetary Fund (IMF) slashed India's CY20 growth projection to 1.9% from 5.8% projected before the outbreak of coronavirus. However a sharp economic recovery is estimated in CY21 at 7.4% if the pandemic fades.

India contributes

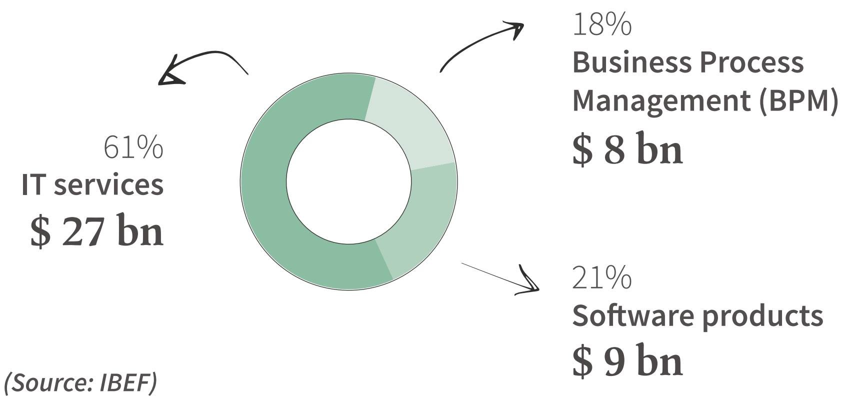
45%

OF THE GLOBAL TALENT POOL FOR IT.

Indian Information Technology (IT) Industry {3.0}

Indian software industry is a major part of the country's economy and it also contributes a lot to the global IT industry through IT, software, and engineering services exports. India's uniqueness lies in the fact it is not only the world's leading provider of technology solutions but it also represents a large consumer base. The Indian IT industry has, over the last decade consolidated itself, and successfully decoupled revenue and employee growth. The sector is one of the highest impact creators for the country- economic, innovation, job creation and inclusivity.

The Commerce ministry, Government of India estimated the Indian Information Technology (IT) sector in India stood at US$181 billion in 2019. Of the aforementioned US$ 181 billion, the domestic market is estimated at US$ 44 billion, in the following verticals:



(Source: IBEF)

As per IT advisory firm, Everest Research, India, contributes 45% of the global talent pool, is likely to see progress between 4-6% in FY2021 as compared to the earlier projected 6.1%, the slowest in five years, due to the COVID-19 and its spillover effects including the lockdown. It is forecasted that companies will place higher emphasis on process improvements, delivery optimisation, and implementation of large-scale automation projects in the next 1-2 years from their India centres. The growth was ~6% in 2019, and ~7% in 2018.

India's IT industry contributed around 7.7 per cent to the country's GDP and is expected to contribute 10 per cent of India's GDP by 2025. The Indian government has targeted India to be a USD 1 trillion data economy by 2025.

NASSCOM estimates the domestic IT industry growth will be driven by the following factors:

IT services
IT services will be driven by migration to cloud services.

BPM
Higher implementation of chatbots, Robotic Process Automation (RPA) and Artificial Intelligence (AI) based automation.

Engineering & Research & Development (R&D)
Digital engineering share to increase driven by IOT and Industrial Revolution 4.0.

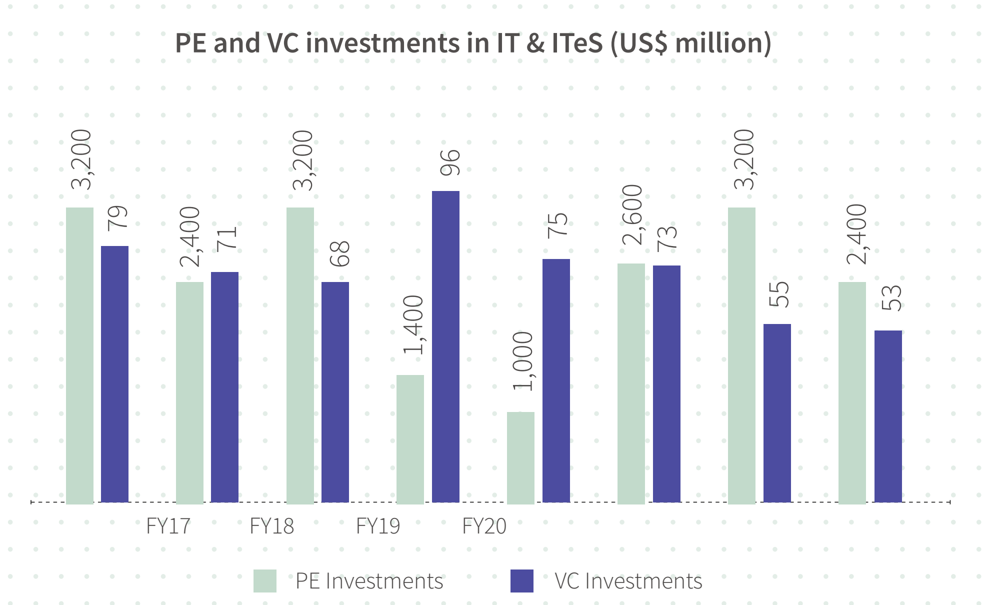
Software Products
Software as a Service (SaaS) adoption and solutions based on Aadhar, GST adoption and related databases.

Ecommerce
Niche verticals like grocery, food, pharmacy, cosmetics to gain traction.

The expanding economy and the rapidly growing urban infrastructure has fostered several IT centres in the country.

The leading destination for investments {3.1}

The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US$ 43.58 billion between April 2000 and December 2019 and ranks second in inflow of FDI, as per data released by the Department for Promotion of Industry and Internal Trade (DPIIT). Further, the sector saw 493 PE investments amounting to US$ 11.8 billion in 2019 highlighting its dominant position in PE investments.



Government policies {4.0}

In February 2019, the Government of India released the National Policy on Software Products 2019 to develop India as a software product nation. The government has also given a Tax exemption of three years in a block of seven years to start-ups under 'Startup India'. The government has put in place a liberal system for raising global capital, funding for seed capital and growth. The Government has identified Information Technology as one of the 12 champion service sectors for which an action plan is being developed. Also, the government has set up a ₹ 5,000 crores (US$ 745.82 million) fund for realising the potential of these champion service sectors.

Impact of COVID19 on the IT industry {5.0}

According to ratings agency ICRA, the Indian IT services industry is expected to experience a short-term unfavorable impact due to COVID-19 outbreak with the sector clocking a 3-5 per cent lower growth in the current financial year.

With the slowdown in growth during the first half of 2020-21, margins will also be negatively impacted in the next financial year before a likely recovery, ICRA said.

However, Indian IT companies' overall outlook remains stable led by healthy free cash flows that cushion short-term disruptions with substantial liquidity in the form of surplus investments created from past cash flows, it added.

ICRA also said that their forecast assumes a gradual recovery during the second half of the year, subject to successful containment of the virus.

DEMAND SIDE IMPACT

On the demand side, developed as well as developing economies that contribute to majority of the revenues will see delayed off-take of scheduled new projects, reduced discretionary spend as well as overall lower spend owing to sluggish economic growth.

VERTICAL WISE IMPACT + SUPPLY SIDE CONSTRAINTS

VERTICAL WISE IMPACT

BFSI: The BFSI vertical, accounting for 30 per cent of the IT sector's revenues, is seeing weakness across all countries, primarily owing to short-term impact of coronavirus on economic growth, lockdown restrictions, lower credit off-take, credit moratorium announced by several countries for their local corporates and individuals and inability to access other banking services.

Oil and Gas: Oil and gas will be impacted because of record-low crude oil prices leading to reduced discretionary spends by oil drilling companies.

Manufacturing: The manufacturing sector is also expected to be hit due to overall lower consumption and supply side restrictions owing to lockdowns.

Travel, hospitality and retail: Travel and hospitality and retail will be impacted as consumers will restrict outdoor activities to essentials in the foreseeable future.

Supply side constraints

Indian IT services will likely encounter issues such as travel restrictions to developed countries as well as closure of offices/work from home at various offshore development centres as well as onshore, thereby impacting movement of labour.

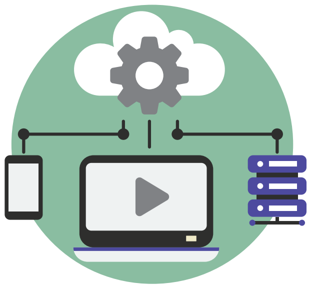
At the initial stages of projects, movement of labour at client's site is essential while later the same can be managed remotely. In light of the same, new projects may be delayed by 2-3 months.

However, the following silver linings were noted in the lockdown:

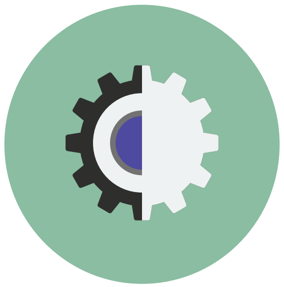
1. Indian IT industry, with a workforce of ~4.3 million employees successfully transitioned to a Work from Home culture for ~90% of its workforce within 48 hours of the lockdown.
2. No large disruptions or breakdowns were reported by Indian IT companies or their clients in the lockdown period, thus reinforcing their ability to provide services remotely.
3. The IT companies helped the government and local authorities to set up contact tracing systems and effectively touch base with on the ground medical practitioners for medical service delivery.

It is estimated that the Indian IT industry will be able to work around its way to all the above near term challenges and will be on the growth path again by Q3FY2021.

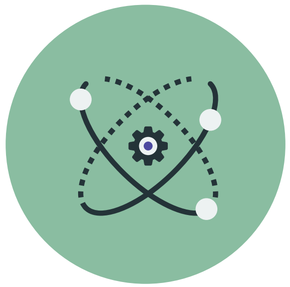
Notable trends in the IT industry {6.0}



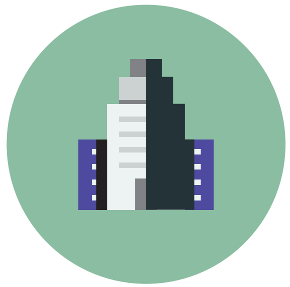
NEW TECHNOLOGIES



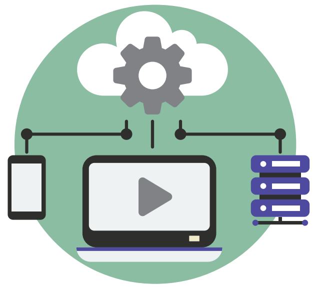
CHANGING BUSINESS DYNAMICS



PROMOTION OF R&D



INFRASTRUCTURE



ARTIFICIAL INTELLIGENCE (AI)

New technologies

Disruptive technologies such as cloud computing, social media and data analytics offer new, vertical growth paths for IT companies. Social, mobility, analytics and cloud (SMAC), a paradigm change in IT-BPM approaches that has been observed so far, equates to the digitisation of the entire business model. Companies are getting into this field by offering big data services, which provides clients better insights for future cases. These technologies are expected to be worth US$ 225 billion by 2020.

Changing business dynamics

India's IT market is moving considerably from a few big deals to many small deals. This has created an opportunity for several small sized firms to bid for projects and scale their own size. This is in turn is expected to propel the number of technology start-ups will increase from 5,300 currently to 50,000, which will then contribute to about two per cent of India's GDP. Further, delivery models are being paradigm shifted, as companies shift from operational expenditure (Opex) based models to capital expenditure (Capex) based models, from a vendor's view point. Small sized firms are better placed to capture this opportunity due to their nimbleness.

Promotion of R&D

Companies are now investing a lot in R&D and training employees to create an efficient workforce, enhancing productivity and quality. R&D forms a significant portion of companies' expenses, which is critical when margins are in pressure, to promote innovations in the changing landscape

Infrastructure

Robust IT infrastructure across leading cities in India such as Bengaluru is acting as an enabler in the IT industry growth. Further, the government has made a mission to provide technology services and IT skill training in villages and schools. In its own offices, it has instituted the E-Kranti for government service delivery which is a key factor in the push for digitalising India's sovereign governance.

Artificial Intelligence (AI)

Artificial Intelligence (AI) is creating a massive shift in organization's operations. AI driven systems are slowly but surely becoming the focal point of competitive advantage for organizations in terms of providing enhanced products and services to their clients. John McCarthy, an American cognitive scientist coined the term AI during the late 1950's. The notion around AI was popularized during the digital computing era. Improvement in machine learning algorithms, data availability and computing capability of machines is significantly pushing the boundaries of applicability of AI. Improvised deep learning algorithms are now capable of providing machines with the ability of reasoning, leading to more refined natural language generation, speech and vision. Till a few years ago, these interventions were mostly internal optimization driven. Secondly, these solutions focused on mimicking human actions. However, this is changing rapidly. Today, organizations are using AI for developing new business models by utilizing data.

Company Overview {7.0}

We provide professional and technical consultancy services with the focus on product developments, data science and analytics. We are focused on building the next generation technology especially in Artificial Intelligence and Machine Learning space with a keen interest in Natural Language Processing & Data Analytics.

Our clients range from entrepreneurs, start-up to established companies mainly engaged in e-commerce, transportation, recruitment, logistics, financial services.

The Science behind providing our offerings:

Problem recognition

We view a problem from several different angles in order to derive a better understanding of the same.

Comprehensive study

We study the underlying data points in order to recognise the statistical patterns behind the same.

Machine learning model

We highlight the data collection points, quality and type of data to arrive at the Machine Learning model.

Operational Performance {8.0}

At the end of FY2019-20 we had 41 clients as compared to 28 in FY 2018-19, and team strength of 102 & 70 respectively. We added clients from across the globe including USA and UK during the FY2019-20. These clients are in various sectors including trade finance, pharmaceuticals industries specialized anticipations and research.

During the year, we undertook new investments in Mihup, Woovly, Taxitop Media, Leadstart Publication, Slate.ac and Graphixstory. We believe it normally takes 3-5 years for an investment to reach its full potential in order to be monetised. The management plans to monetise its investments at the appropriate time frame.

We operate development centres across Bengaluru and Kolkata, which form the backbone of our design and technology development. As part of our expansion plans, we shifted to a new premises in Kolkata.

We have witnessed a steady growth in revenue from operations. Our revenue from operations for FY2019-20 is ₹ 81,113.29 as compared to ₹ 60,886.95 (₹ in 1000s) in FY 2018-19.

COVID19 and Xelpmoc {9.0}

At Xelpmoc, being a new age company, we acted quickly to contain the impact of COVID19. We already had an alternate storage location for our own and our client's data. This was always tested to ensure its access and availability from remote locations. Our small size and lean team strength meant that we were, even in normal circumstances, guiding the employees for a Work from Home culture, which was enforced in the lockdown. Client engagements were also being done online even prior to the lockdown, hence we were able to work without any disruptions and loss of revenue. We remain cautious on the future impact and are continuously monitoring the ongoing fluid situation.

Financial Performance {10.0}

PARTICULARS	STANDALONE		INCREASE / (DECREASE) %	CONSOLIDATED		INCREASE / (DECREASE) %
	FY20	FY19		FY20	FY19	
Net Sales	81,113.29	60,886.95	33.22 %	81,113.29	60,886.95	33.22 %
Other Income	12,865.53	2,059.71	524.63 %	12,865.53	2,059.71	524.63 %
Finance Cost	803.34	12.38	6,389.01 %	803.34	12.38	6,389.01 %
Profit Before Tax	(20,711.15)	(49,986.22)	58.57 %	(21,133.80)	(50,425.78)	58.09 %
Profit After Tax	(21,308.75)	(49,399.03)	56.86 %	(21,731.40)	(49,838.59)	56.40 %
EPS - Basic (in ₹)	(1.55)	(4.59)	66.23 %	(1.59)	(4.63)	65.66 %
EPS - Diluted (in ₹)	(1.55)	(4.59)	66.23 %	(1.59)	(4.63)	65.66 %

Financial Ratios {11.0}

PARTICULARS	FY20	FY19	REMARKS
Operating Profit Margin (%)	(39.75)	(81.8)	Improvement in operating profit margin during the year is due to the increase in revenue from operations compared to the previous year.
Net Profit Margin (%)	(23.1)	(81.9)	Improvement in net profit margin is due to increase in the total income of the company compared to the previous year.
Interest Coverage Ratio	NA	NA	Company has availed interest-free unsecured loans from the Directors. Accordingly, Interest coverage ratio is not applicable.
Debtors Turnover Ratio	44.67	57.2	Improvement in debtors turnover ratio due to accelerated realisation of trade receivables.
Current Ratio	9.76	8.3	Improvement in current ratio due to efficiency in working capital management.
Debt to Equity Ratio	0.00	0.01	Improvement in debt to equity ratio due to partial repayment of unsecured loans during the year.
Return on Net Worth (%)	(4.85)	(12.3)	Improvement in return on net worth is due to an increase in total income with a marginal increase in total expenses of the company compared to the previous year.

Risk Management {12.0}

The Board of Directors reviews the Company's business risks and formulates strategies to mitigate those risks. The Senior Management team, led by the Managing Director, is responsible to proactively manage risks with appropriate mitigation measures and implementation thereof. Below are some of the key risks and concerns in our business:

Market Risk

Volatility in domestic as well as global economic environment, political uncertainties and changes in government policies may affect the technology industry. Slowdown in the industry may adversely impact the Company's operations. To mitigate the market-specific risks, the Company aims to expand its presence and client base across multiple geographies and industries.

Competition Risk

The Company operates in a highly competitive industry where the number of players is increasing rapidly. To stay ahead of competition, companies need to incorporate new technologies and create enriching applications for customers. Strong domain expertise, innovative technological capabilities and powerful customer-focused solutions characterize the operations of the Company, enabling it to outlast competition.

Technology Risk

With rapid technological advances, evolving business models and newer software and product introductions, organizations will be required to embrace futuristic technologies to drive effiiencies. The success of a technology service company will depend on its ability to develop impactful solutions for its customers. To combat this risk, the Company focuses on enhancing its services and offerings in response to evolving industry requirements.

Talent Risk

Workforce shortage may pose a big challenge for the technology industry. At Xelpmoc, human capital is the most important asset of the Company. Recognizing its crucial role in driving success, the Company strives to foster a conducive and inclusive environment in addition to providing employee benefits. It encourages a culture of innovation and entrepreneurship within the organization and undertakes training and programs for growth of employees.

Human Resources

Xelpmoc believes that people excellence is a strong enabler of business growth. For this reason, the Company is committed to creating an ecosystem that encourages overall growth of employees along with fulfilment of organization's objectives. Numerous learning and development activities are conducted that enable the employees to gain the required skills and knowledge. The HR policy of the Company is aimed at recruiting, attracting, training and retaining the right set of talent to ensure best-in-class performance. Steadfast focus is given on nurturing a culture of diversity, inclusion, innovation, care and respect. In addition to this, the Company strives to infuse enthusiasm among its personnel and keep them motivated through employee engagement activities and competitive benefits. As on 31st March 2020, the Company had a team strength of 102 people.

Internal Controls {13.0}

We have put in place internal control systems and a structured internal audit process vested with the task of safeguarding the assets of the organisation and ensuring reliability and accuracy of the accounting and other operational data. We have appointed a Chartered Accountant firm to carry out and conduct the internal audit. The external Chartered Accountant firm reports to the Audit Committee of the Board of Directors. Similarly, we maintain a system of monthly review of the business as a key operational control wherein the performance of units is reviewed and corrective action is initiated. We also have in place a capital expenditure control system for authorising spend on new assets and projects. Accountability is established for implementing the projects on time and within the approved budget.

The Audit Committee and the Top Management are regularly apprised of the internal audit findings and regular updates are provided to the Top Management of the action taken on the internal audit reports. The Audit Committee reviews the quarterly, half yearly and the annual financial statements of the Company.

A detailed note on the functioning of the Audit Committee and of the other Committees of the Board forms part of the section on corporate governance in the Annual Report.

During the year, we carried out a detailed review of internal financial controls. The findings were satisfactory and suggestions for improvement have been taken up for implementation. Policy guidelines and Standard Operating Procedures (SOPs) continue to be updated where required to keep pace with business requirements.

XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru –560034. Tel.: +91 080 4370 8360;

Email: vaishali.kondbhar@xelpmoc.in; Website: www.xelpmoc.in

Dear Members,

Invitation to attend the 5th Annual General Meeting on Wednesday, September 30, 2020

You are cordially invited to attend the Fifth Annual General Meeting of the Company to be held on Wednesday, September 30, 2020 at 4.00 P.M IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr No.	Particulars	Details
1	Link for participation through Video Conferencing (VC) or Other Audio Visual Means (OAVM)	https://emeetings.kfintech.com
2	Link for remote e-voting	https://evoting.kfintech.com
3	Username and password for VC/OAVM	Members may attend the AGM through VC/OAVM by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice for further information.
4	Helpline number for VC/OAVM participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at evoting@kfintech.com
5	Cut-off date for e-voting	Wednesday, September 23, 2020
6	Time period for remote e-voting	Commences at 9.00 AM IST on Saturday, September 26, 2020 and ends at 5.00 PM IST on Tuesday, September 29, 2020
7	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/email_registration/
8	Last date for publishing results of the e-voting	on or before October 02, 2020
9	Registrar and Share Transfer Agent contact details	Mr. Raghunath Veedha (Unit: Xelpmoc Design and Tech Limited) KFin Technologies Private Limited E-mail: einward.ris@kfintech.com; evoting@kfintech.com Contact No.: 040-6716 2222
10	Company's contact details	vaishali.kondbhar@xelpmoc.in Contact No.: 080 4370 8360

Yours truly,

Vaishali Kondbhar
Company Secretary

Place: Mumbai
Date: August 14, 2020

NOTICE

NOTICE is hereby given that the 5th Annual General Meeting ("AGM") of the Members of Xelpmoc Design and Tech Limited (the "Company") will be held on Wednesday, September 30, 2020 at 4:00 P.M. through Video Conferencing/Other Audio Visual Means ("VC/OVAM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon;

2. To appoint a Director in place of Mr. Srinivas Koora (DIN: 07227584), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mrs. Karishma Bhalla (DIN: 08729754) as an Independent Director of the Company and in this regard consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mrs. Karishma Bhalla (DIN: 08729754), who was appointed as an Additional & Independent Director of the Company by the Board of Directors with effect from August 14, 2020 in terms of Section 161(1) of the Act and Article 117 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and who is eligible for appointment at this Annual General Meeting and whose name is registered in the online data bank of Independent Directors and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, to hold office for a period of 5 (five) consecutive years commencing with effect from August 14, 2020 up to August 13, 2025 and shall not liable to retire by rotation;

   RESOLVED FURTHER THAT Mrs. Karishma Bhalla shall be entitled to receive sitting fees of ₹ 7,500/- for attending meetings of the Board or any committees thereof, which shall be varied as may be determined by the Board from time to time and reimbursement of expenses incurred thereto;

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

4. Variation in the objects of the issue as stated in the Prospectus of the Company dated January 30, 2019 and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 13 and 27 of the Companies Act, 2013, as amended (the "Act"), read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded for the variation/deviation/alteration in the object of the issue as stated in the prospectus dated Janary 30, 2019, of the Company (the "Prospectus") registered with the Registrar of Companies, Karnataka at Bengaluru in relation to the initial public offering ("IPO") of equity shares of face value of ₹ 10 each of the Company to utilize the unutilized amount aggregating to ₹ 85,142.71 thousand towards working capital requirement and an amount of ₹ 8,613.40 thousand towards the expansion of the existing Kolkata and Bangalore office instead of the Kolkata and Hyderabad office as stated in the Prospectus and accordingly the proposed utilization of the proceeds of the IPO shall be as under:

(₹ in '000)

Original objects of the issue	Amount grouped for each objects	Amount utilized	Balance unutilized	Amount proposed to be altered and details thereto
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	53,613.40	45,000.00 towards funding working capital requirements of the Company 8,613.40 towards purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71	40,142.71 towards funding working capital requirements of the Company
Funding working capital requirements of the Company	60,000	41,677.03	18,322.97	-
General Corporate purposes	45,729.49*	35,526.93	10,202.56	-
	201,467.18*	**79,185.54**	**122,281.64**	**93,756.11**

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

The proposed utilisation of the unutilised amount upon variation of objects are as under:

(₹ in '000)

Objects of the issue upon variation	Proposed utilization upon variation objects
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40
Funding working capital requirements of the Company	1,03,465.68
General Corporate purposes	10,202.56
	1,22,281.64

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

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

5. To approve Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 ("ESOP – 2020 / Scheme") and in this regard consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of 'Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020' (hereinafter referred to as "ESOP – 2020" or the "Scheme") and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 5,00,000 (Five Lakhs) representing nearly 3.65% of the paid up equity share capital of the Company as on August 14, 2020, exercisable into 5,00,000 (Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each of the Company, to or for the benefit of permanent employees of the Company (present & future) whether working in India or outside India; Directors of the Company, whether a Whole-time Director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme;

RESOLVED FURTHER THAT the equity shares to be issued and allotted, as mentioned hereinabove, shall rank pari – passu with the existing equity shares of the Company for all purposes;

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure due to spit or consolidation of shares, the ceiling as aforesaid of 5,00,000 (Five Lakhs) options exercisable into 5,00,000 (Five Lakhs) Equity Shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of Employees under the Scheme;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the Company shall confirm to the applicable Accounting Policies, Guidelines or Accounting Standards prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme;

RESOLVED FURTHER THAT the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the Scheme at any time subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of Scheme and do all other things incidental to and ancillary thereof;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of Scheme and also to make applications to the appropriate Authorities, for their requisite approvals and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.**"**

6 To approve Annual Remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members of the Company be and is hereby accorded for payment of Annual Remuneration to Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director of the Company in the following manner which has been approved by the Shareholder of the Company vide Special Resolution dated February 19, 2020 and such annual remuneration may exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company;

(₹ in '000)

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	Shall be entitled for Corporate Strategy and Advisory Fees of ₹ 25,000/- per month which may be enhanced upto ₹ 2,50,000/- per month based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company. Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.

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

7. To approve Annual Remuneration of Mr. Pranjal Sharma (DIN 06788125), Non-Executive and Non-Independent Director and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members of the Company be and is hereby accorded for payment of Annual Remuneration to Mr. Pranjal Sharma (DIN 06788125), Non-Executive and Non-Independent Director of the Company in the following manner which has been approved by the Shareholder of the Company vide Special Resolution dated February 19, 2020 and such annual remuneration may exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company;

(₹ in '000)

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	Shall be entitled for Corporate Strategy and Advisory Fees of ₹ 25,000/- per month which may be enhanced upto ₹ 2,50,000/- per month based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company. Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.

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

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

Vaishali Kondbhar
Company Secretary

Place: Mumbai
Date: August 14, 2020

Registered Office:
Xelpmoc Design and Tech Limited
CIN: L72200KA2015PLC082873
#17, 4th Floor, Agies Building,
1st 'A' Cross, 5th Block,
Koramangala,
Bengaluru – 560034
website: www.xelpmoc.in
E-mail ID: vaishali.kondbhar@xelpmoc.in

NOTES

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’) read with Secretarial Standard on General Meetings (“SS-2”) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) setting out the material facts concerning each item of Special Businesses (being considered unavoidable by the Board of Directors) to be transacted at the 5th Annual General Meeting (“AGM”) is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.

2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circular dated May 5, 2020 read with General Circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as “Circulars”), has introduced certain measures enabling companies to convene their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. The deemed venue for AGM shall be registered office of the Company. Further, the Securities and Exchange Board of India (“SEBI”) also vide circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 has dispensed with the requirement of printing and dispatch of annual reports to shareholders (“SEBI Circular”). In compliance with the said requirements of the MCA Circulars and SEBI Circular, the AGM of the Company is being convened and conducted through VC/OAVM.

3. Further, pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or with the Depository. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2020, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, September 4, 2020 and no physical copy of the Notice and Annual Report is being sent by the Company to any members. The Notice and Annual Report will also been hosted on the website of the Company at www.xelpmoc.in and will also be available on the website of KFintech Technologies Private Limited (“KFintech”) (Formerly known as Karvy Fintech Private Limited), its Registrar & Share Transfer Agent at https://evoting.kfintech.com and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.

4. TIn terms of MCA Circulars, the Company has made special arrangement with KFintech its Registrar & Share Transfer Agent for registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the procedure given in Instruction part of this Notice. Accordingly, the Company shall send the Notice and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Member further note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Company’s annual report and notice for the Annual General Meeting for the Financial Year 2019-2020 (including remote e-voting instructions) electronically.

5. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. The instructions for participation at the AGM through VC/OAVM by Members are given in Instruction part of this Notice.

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

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

8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (“Insta Poll”) during the AGM. The process of remote e-voting with necessary user id and password is given in the Instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the 5th AGM being held through VC/OAVM.

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

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

11. Voting rights of the members (for voting through remote e-voting or e-voting system ("Insta Poll") at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e Wednesday, September 23, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system ("Insta Poll") at the AGM.

12. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 5th AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 5th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

13. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC / OAVM facility and vote on their behalf are requested to send duly certified copy of the relevant Board resolution to the Company @ vaishali.kondbhar@xelpmoc.in and/or access the link https://evoting.kfintech.com to upload the same in the e-voting module in their login. Institutional investors are encouraged to attend and vote at the AGM through VC / OAVM.

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

15. In relation to permanent registration of email address, Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032.

    Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide an advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' annexed to the Annual Report as well as available on the Company's website at https://www.xelpmoc.in/investorrelations.

16. Once the lockdown is lifted by the Central or State government(s), statutory or regulatory and other administrative authority, all relevant documents referred to in the Explanatory Statement would be made available for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. except on Saturdays, Sundays and holidays, up to the date of the AGM. During the lockdown, the said documents shall be made available for inspection to the members through electronic mode or a member may write to the Company at vaishali.kondbhar@xelpmoc. in requesting for relevant documents as referred to in the Explanatory Statement.

17. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company's Registrar and Share Transfer Agent viz; KFin Technologies Private Limited for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.

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

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

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

19. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

20. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company's Registrar and Share Transfer Agent viz; KFin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

22. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz KFin Technologies Private Limited at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032 or call on 040-6716 2222 or Toll Free no.: 1800-345-4001 or Email on einward.ris@kfintech.com. Members holding

shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.

23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other requisite documents shall be made available only in electronic form for inspection during the Meeting through VC/OAVM which can be accessed at https://emeetings.kfintech.com.

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

25. Voting through electronic means:

    In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Wednesday, September 23, 2020 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin Technologies Private Limited from a place other than the venue of the Meeting (remote e-voting).

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

    Commencement of remote e-voting: From 9.00 a.m. (IST) on Saturday, September 26, 2020 and end of remote e-voting: Up to 5.00 p.m. (IST) on Tuesday, September 29, 2020.

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

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

27. The results of remote e-voting and e-voting system ("Insta Poll") at the Meeting shall be aggregated and declared within 48 hours from the conclusion of the meeting by the Chairman or by any other person duly authorised in this regard.

28. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.xepmoc.in and on the website of KFintech immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.

29. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the current Financial Year.

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

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

32. As the 5th AGM is being held through VC/OAVM, the route map is not annexed to this Notice.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

I Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFintech) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).

A. In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/ Depository Participant(s)], please follow the below instructions

a. Open your web browser during the voting period and navigate to https://evoting.kfintech.com.

b. Enter the login credentials [i.e., user id and password mentioned in the email]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing user id and password for casting your vote.

c. After entering the details appropriately, click on LOGIN.

d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character. Kindly note that this password can be used by the Demat holders for voting of resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for E-Voting through KFintech E-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

f. On successful login, the system will

prompt you to select the EVENT i.e., Xelpmoc Design and Tech Limited.

g. On the voting page, enter the number of shares as on the cut-off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN and the shares held will not be counted under either head.

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

i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.

J. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution to the Company @ vaishali.kondbhar@xelpmoc.in with a copy to evoting@kfintech.com and/or access the link https://evoting.kfintech.com to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO."

k. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at the download section of https://evoting.kfintech.com, under help section or write an email to evoting@kfintech.com.

B In case a Member who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in point no.4 of Notes to AGM.

II Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC/OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting system ("Insta Poll") at the AGM. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting. e-voting system ("Insta Poll") is integrated with the VC/OAVM platform and will be activated once Insta Poll is announced at the meeting. Members may click on the voting icon on the left side of the screen to cast their votes. A Member can opt for only single mode of voting i.e. through remote e-voting or through e-voting system ("Insta poll") at the AGM. If a Member casts votes by both modes i.e. through e-voting system ("Insta Poll") at AGM and remote e-voting, then voting done through remote e-voting shall prevail and vote at the AGM through e-voting system ("Insta Poll") shall be treated as invalid.

PROCEDURE AND INSTRUCTIONS OF TEMPORARY REGISTRATION OF EMAIL-ID:

In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the Notice and Annual Report may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: https://ris.kfintech.com/email_registration/ and following the registration process as guided thereafter and mentioned herein below:

Electronic folios:

(a) Visit the link https://ris.kfintech.com/email_registration/

(b) Select the company name

(c) Shareholder to enter DPID-CLID / Folio No. and PAN No.

(d) Shareholder to enter the email id and Mobile No.

(e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and Email to Validate.

(f) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. Only).

(g) System confirms the email id for the limited purpose of serviced postal ballot notice.

(h) System will send the notice & procedure for e-voting to the email given by shareholder

Physical folios:

(a) Visit the link https:https://ris.kfintech.com/email_registration/

(b) Select company name

(c) Shareholder to enter physical Folio No and PAN No.

(d) If PAN No. is not available in the records, shareholder to enter one of the Certificate No.

(e) Shareholder to enter the email id and Mobile No.

(f) System check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to Mobile and Email to Validate.

(g) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. Only).

(h) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.

(i) System confirm the registration of email id.

(j) System will send the notice & procedure for e-voting to the "email "given by shareholder.

Post successful registration of the email, the shareholder would get soft copy of the notice and the Annual Report along with the User ID and the Password to enable e-voting. In case of any queries, shareholder may write to einward.ris@kfintech.com.

OTHER INSTRUCTIONS:

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.KFintech.com (KFintech Website) or contact Mr. Raghunath Veedha, Deputy Manager (Unit: Xelpmoc Design and Tech Limited) of KFintech Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana -500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on Saturday, September 26, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2020, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

d. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2020.

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

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

g. Member can opt for only single mode of voting i.e. through remote e-voting or through e-voting system (“Insta Poll”) at the AGM. If a Member casts votes by both modes i.e. through e-voting system (“Insta Poll”) at AGM and remote e-voting, then voting done through remote e-voting shall prevail and vote at the AGM through e-voting system (“Insta Poll”) shall be treated as invalid.

h. In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date for e-voting i.e. Wednesday, September 23, 2020 or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:

   i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399 Example for NSDL - MYEPWD <SPACE> IN12345612345678 Example for CDSL - MYEPWD <SPACE> 1402345612345678 Example for Physical - MYEPWD <SPACE> XXXX1234567890

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

   iii. Member may call KFintech toll free number 1800- 3454-001 for any assistance.

   iv. Member may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

   v. Member may temporary register his/her email address and obtain User ID and Password for e-voting as mentioned in point no.4 of Notes to AGM.

If the member is already registered with KFintech e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Members may access the platform to attend the AGM through VC at https://emeetings.kfintech.com by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the “Event” and the “Name of the company” can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.

3. Participation single member shall only be allowed at a time.

4. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC/OAVM in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.

6. Members who may want to express their views or ask questions at the AGM may visit https://evoting.kfintech.com or https://emeetings.kfintech.com and click on the tab “Post Your Queries Here” to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM. Further, Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to vaishali.kondbhar@xelpmoc.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

7. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit https://evoting.KFintech.com/ and click on ‘Speaker Registration’ during the remote e-voting period. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system (“Insta Poll”) available during the AGM. E-Voting system (“Insta Poll”) is integrated with the VC/OAVM platform and will be activated once Insta Poll is announced at the meeting. Members may click on the voting icon on the screen to cast their votes.

9. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1-800-3454-001 or write to them at evoting@kfintech.com.

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

ITEM NO.3:

Mrs. Karishma Bhalla, aged 38 years and has done a Masters in Business Administration (MBA) from the Indian Institute of Management Calcutta (IIMC) and Engineering in B.Tech (Computer Science).

She was a Managing Director and Partner at the Boston Consulting Group (BCG). She was a core member of BCG's Consumer and Retail Practice and led the digital marketing and personalization topic for BCG and has contributed to the press on important issues within luxury (impact of depreciating currency on luxury) and consumption evolution. She also works actively in the digital consumption space, collaborating with leading players, to shape business models tapping digital opportunity pools. She has advised several international clients on entry strategies and winning in the Indian market and has led multiple engagements anchored in the consumer space including new business development, digital acceleration and brand redesign.

She has been closely involved with the women's initiative at BCG and is actively involved with multiple groups to drive higher women participation in the workforce and has also been working actively on CII-BCG collaboration in the media space and has authored three papers (2015, 2016 and 2017) as part of the same and has authored multiple thought papers.

Looking at the experience and expertise of Mrs. Karishma Bhalla and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (‘the Board’) at their meeting held on August 14, 2020 had appointed Mrs. Karishma Bhalla as an Additional and Independent Director of the Company with effect from August 14, 2020, for a period of 5(five) consecutive years, subject to approval of shareholders at the ensuing Annual General Meeting of the Company. Accordingly, Board hereby proposed to appoint Mrs. Karishma Bhalla as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years effective from August 14, 2020 up to August 13, 2025. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mrs. Karishma Bhalla for the office of Independent Director.

Mrs. Karishma Bhalla's name is registered in the online data bank of Independent Directors. Further, the Company has also received from Mrs. Karishma Bhalla (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; (ii) Intimation in Form DIR-8 in terms of Companies (Appointment and Qualification) Rules 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of Listing Regulations and criteria of directorship as provided under Regulation 17(A), Regulation 25 and Regulation 26 of Listing Regulations; and (iv) Declaration to the effect that her name is registered online data bank of Independent Directors and will take necessary steps in relation to renewal as specified in rule 6(1) & (2) the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the appointment of Mrs. Karishma Bhalla as an Independent Director of the Company for a term of five consecutive years effective from August 14, 2020 to August 13, 2025 is being placed before the Members at AGM for their approval by way of an Ordinary Resolution.

In the opinion of the Board Mrs. Karishma Bhalla possess requisite qualifications, experience and expertise and hold highest standards of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, for appointment as an Independent Director and is independent of the Management of the Company. Further, Mrs. Karishma Bhalla will undertake the online proficiency self-assessment test conducted by the institute notified under sub-section (1) of section 150, as required under rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, in due course as prescribed in said rule, hence as on the date of this notice, Board could not form an opinion on proficiency of Mrs. Karishma Bhalla as ascertained from the online proficiency self-assessment test. Further having regard to her qualifications, knowledge, expertise and experience, appointment of Mrs. Karishma Bhalla as an Independent Director will be in the best interest of the Company.

The details and disclosures as required of Mrs. Karishma Bhalla, under Regulation 36 of Listing Regulation, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in “Annexure B".

After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, Copy of the draft letter for appointment of Mrs. Karishma Bhalla, as an Independent Director, setting out terms and conditions of her appointment would be made available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of annual general meeting. During the lockdown, the said document made available for inspection by the members through electronic mode or a member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for relevant document.

Save and except Mrs. Karishma Bhalla, being an appointee and her relatives, to the extent of their shareholding, if any, in the Company, None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No.3, as Ordinary Resolution for the approval of the Members.

ITEM NO.4:

The Company undertook an initial public offering of its equity shares in January 2019 and listed its equity shares on the National Stock Exchange of India and BSE Limited (the “Issue”), raising gross proceeds of ₹ 230,000.00 thousand from the Issue.The proceeds of the Issue, after deducting the issue-related expenses, were approximately ₹ 201,467.18 thousand (the "Net Proceeds"). The objects of the issue as per the prospectus dated January 30, 2019 (the "Prospectus") are as follows:

(i) Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad;

(ii) Purchase of fit outs for new development centers in Kolkata and Hyderabad;

(iii) Funding working capital requirements of the Company; and

(iv) General corporate purposes (collectively, the "Objects").

The massive disruptions caused by the Coronavirus disease (the "Covid-19") and the subsequent countrywide lockdown has resulted in the Company being unable to deploy the funds raised from the Issue towards (i) purchase of IT hardware and network equipments for development centres in Kolkata and Hyderabad and (ii) purchase of fit outs at the new development centres in Kolkata and Hyderabad in the manner as described in the Prospectus. Accordingly, to minimize the Company's expenditure in order to secure the Company's continued operations and business against disruptions caused by Covid-19, the Company seeks to deploy certain amount of the unutilized portion of the Net Proceeds allocated for the aforesaid purchases towards its working capital requirements.

Further, the Company was unable to open the second development center in Hyderabad in Fiscal 2020 due to the business disruption caused by Covid-19, despite inspecting potential sites for such development center in January 2020. Since the Company has an existing operational office in Bangalore and no existing ground presence in Hyderabad, in light of the business disruption caused by Covid-19, the Company considers it economically prudent to expand the existing Bangalore office in such manner as to incorporate all functions it intended to run at the new development center in Hyderabad, instead of setting up the center in Hyderabad.

Considering the above, the Board of Directors of the Company are of the view that the Company should vary the Objects stated in the Prospectus to preserve cash, ensure unhindered running of operations of the Company and to secure a future of the Company in the uncertain scenario caused by Covid-19 and the subsequent lockdown. The proposed variation will reduce the internal accruals for the working capital requirements of the Company, which have been immensely disturbed due to Covid-19 and the subsequent lockdown.

Accordingly, subject to approval of the present and voting shareholders, on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the proposal of variation in the Objects at their Board Meetings held on June 09, 2020 and which has subsequently modified to the extent of revision in variation amount in the objects at Board meeting held on August 14, 2020 and accordingly, this resolution is being placed before the shareholders at the AGM for their consideration and approval.

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

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

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

(₹ in '000)

Sr. No.	Objects	Estimated Utilization (₹ in '000) in			Total
		Fiscal 2019	Fiscal 2020	Fiscal 2021	
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	5,158.55	49,716.64	-	54,875.19
2.	Purchase of fit outs for new development centers in Kolkata and Hyderabad	-	40,862.50	-	40,862.50
3.	Funding working capital requirements of the Company	10,000.00	40,000.00	10,000.00	60,000.00
4.	General Corporate purposes	5,000.00	35,710.81	-	40,710.81*
	Total	**20,158.55**	**166,289.95**	**10,000.00**	**196,448.50***

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

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

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

(₹ in '000)

Sl. No.	Particulars	Amount Allocated	Amount Utilized	Extent of achievement of Objects in term of percentage	Balance Unutilized Amount
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	2.30%	53,613.40
2.	Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	1.76%	40,142.71
3.	Funding working capital requirements of the Company	60,000.00	41,677.03	69.46%	18,323.07
4.	General corporate purposes	45,729.49*	**35,526.93**	77.69%	10,202.56
	Total	**201,467.18***	**79,185.54**	**39.31%**	**122,281.64**

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

C. The particulars of the proposed variation in the objects for which Prospectus was issued:

The Company proposes to vary the Objects by way of deploying an additional amount of ₹ 85,142.71 thousand towards working capital requirement and using an amount of ₹ 8,613.40 thousand towards the expansion of the existing Kolkata and Bangalore office instead of the Kolkata and Hyderabad office and accordingly proposed utilization of IPO proceeds shall be as under:

(₹ in '000)

Original objects of the issue	Amount grouped for each objects	Amount utilized	Balance unutilized	Amount proposed to be altered and details thereto
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	53,613.40	45,000.00 towards funding working capital requirements of the Company
				8,613.40 towards purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71	40,142.71 towards funding working capital requirements of the Company
Funding working capital requirements of the Company	60,000	41,677.03	18,322.97	-
General corporate purposes	45,729.49*	35,526.93	10,202.56	-
	201,467.18*	**79,185.54**	**122,281.64**	**93,756.11**

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

The proposed utilisation of the unutilised amount upon variation of Objects is as under:

(₹ in '000)

Objects of the issue upon variation	Proposed utilization upon variation objects
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40
Funding working capital requirements of the Company	1,03,465.68
General Corporate purposes	10,202.56
	1,22,281.64

D. The reason and justification for seeking variation:

(i) The business strategy of the Company as disclosed in the Prospectus, amongst others included growing its business by enhancing its technological capabilities and expanding its domestic expertise. Most recently, the Company had added capabilities including artificial intelligence, deep learning and data sciences. The Company intends to continue growing its technological capabilities and the Objects above relating to starting of our development centers were designed to implement such strategy. Therefore in accordance with the Objects, the Company opened a development center in Kolkata in 2019 by leasing the premises from Sonodyne Television Company Limited. However such premises were leased by the Company on a fully-furnished basis as the costs of rent of fully furnished premises were significantly lesser compared to costs of leasing unfurnished premises and separately procuring fit-outs for such unfurnished premises. At the time of the Issue, there was no certainty that fully furnished premises would be available, accordingly estimation was made for the cost of fit-outs in the Prospectus. The Company had received a quotation of ₹19,425.00 thousand for the interior costs of an office space of 5,550 square feet, at the time of the Issue. However, the Company was able to procure a fully furnished office space of 6,800 square feet, wherein the cost of interiors ₹ 719.79 thousand. Accordingly, significant expenses estimated in the Objects for the purchase of fit outs for the development center in Kolkata have not been incurred by the Company. The Company estimates that of the ₹40,862.50 thousand earmarked for utilization towards purchase of fit-outs for new development centres in Kolkata and Hyderabad in Fiscal 2020 and it has utilized ₹ 719.79 thousand.

(ii) In addition, the Company was unable to open the second development center in Hyderabad in Fiscal 2020 due to the business disruption caused by Covid-19, despite inspecting potential sites for such development center in January 2020. While the Company has an existing operational office in Bangalore, it has no existing ground presence in Hyderabad and in light of the business disruption caused by Covid-19, the Company considers it economically prudent to expand the existing Bangalore Office in such manner to have all functions instead of setting up a new development center in Hyderabad.

(iii) The outbreak of Covid-19 and the subsequent lockdown has created an uncertain scenario resulting in disruption of the Company's business and has further had an impact on the cash flow of the Company. The nature of such impact is expected to be long-term and requires the Company to preserve its cash. The Company has thus deliberated upon its growth strategies and would like to refrain from incurring large expenditures and would instead attempt to expand its existing center in Bangalore, which is already fully furnished, resulting in preservation of cash.

(iv) Further of approximately ₹54,875.19 thousand allocated for utilization towards purchase of IT hardware and network equipment in the Objects, ₹1,261.79 thousand have been utilized by the Company, setting a furnished office space in Kolkata. However, as the adverse impact of Covid-19 as described above requires the preservation of cash, the Company intends to reduce such expenditures by leasing the necessary equipment and utilizing cloud solutions instead of purchasing such equipment.

(v) Further as disclosed on page 92 of the Prospectus, the working capital requirement of the Company for Fiscals 2019, 2020 and 2021 cumulatively was calculated to be ₹160,700.78 thousand. Of this, ₹ 60,000.00 thousand was proposed to be funded through the Net Proceeds of the Issue and ₹ 100,700.78 thousand was to be funded through internal accruals / general corporate funds, as disclosed in the Prospectus. However, owing to the business disruption caused by Covid-19 and the consequent reduction and uncertainty in cash flow, the Company proposes to reduce the allocation of its internal accruals towards its working capital requirements of ₹ 100,700.78 to ₹ 15,558.07 thousand and such shortfall will be fulfilled through the unutilized portion of the Net Proceeds. The preserved internal accruals over and above utilization towards working capital requirements would enable the Company to meet any cash flow challenges arising out of the business disruption due to Covid-19 and will ensure business continuity and ability to incur costs relating to human capital.

Considering the above reasons and/or justifications, the Board of Directors of the Company, on recommendation of the Audit Committee, have decided to vary the Objects by way of deploying an additional amount of ₹ 85,142.71 thousand towards working capital requirement and using an amount of ₹ 8,613.40 thousand towards the expansion of the existing Kolkata and Bangalore office instead of the Kolkata and Hyderabad office.

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

The proposed time limit within which the proposed varied objects would be achieved are as under:

(₹ in '000)

Objects of the issue upon variation	Estimated utilization upon varying objects	Estimated Utilisation in Fiscal 2021	Estimated Utilisation in Fiscal 2022	Estimated Utilisation in Fiscal 2023
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	2,153.35	4,306.70	2,153.35
Funding working capital requirements of the Company	1,03,465.68	31,039.70	72,425.98	-
General Corporate purposes	10,202.56	3,060.77	7,141.79	-
	1,22,281.64	**36,253.82**	**83,874.47**	**2,153.35**

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

<table>
<tr><th>Sub-clause</th><th>Requirement</th><th>Page no. of the Prospectus</th><th>Disclosure in the Prospectus</th></tr>
<tr><td>(a)</td><td>The objects of the offer</td><td>88</td><td>The Objects as per the Prospectus are set forth below:
1 Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad
2 Purchase of fit outs for new development centers in Kolkata and Hyderabad
3 Funding working capital requirements of the Company
4 General Corporate purposes</td></tr>
<tr><td>(b)</td><td>The purpose for which there is a requirement of funds</td><td>88</td><td>Utilisation of Net proceeds: The Company had, in terms of the Prospectus, raised an amount of ₹ 230,000.00 thousand (Gross Proceeds) after deducting issue related expenses amounting to ₹ 196,448.50 thousand (Net Proceeds) towards the following objects:
<table>
<tr><th>Sr No.</th><th>Particulars</th><th>₹ in ‘000</th></tr>
<tr><td>(a)</td><td>Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad</td><td>54,875.19</td></tr>
<tr><td>(b)</td><td>Purchase of fit outs for new development centers in Kolkata and Hyderabad</td><td>40,862.50</td></tr>
<tr><td>(c)</td><td>Funding working capital requirements of the Company</td><td>60,000.00</td></tr>
<tr><td>(d)</td><td>General corporate purposes</td><td>40,710.81*</td></tr>
<tr><td></td><td>Total</td><td>196,448.50*</td></tr>
</table></td></tr>
<tr><td></td><td></td><td></td><td>*the amount allocated towards general corporate purposes underwent a change from ₹ 40,710.81 thousand to ₹ 45,729.49 thousand after the Prospectus was filed by the Company due to reduced offer related expenditure and accordingly Net Proceeds underwent a change from ₹ 196,448.50 thousand to ₹ 201,467.18 thousand.</td></tr>
<tr><td>(c)</td><td>The funding plan (means of finance)</td><td>88</td><td>Means of Finance

The fund requirements set out below are proposed to be entirely funded from the Net Proceeds. Accordingly the Company had confirmed that there is no requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals</td></tr>
<tr><td>(d)</td><td>The summary of the project appraisal report, if any</td><td>-</td><td>No appraisal report was sought in this connection.</td></tr>
</table>

<table>
<tr><th>Sub-clause</th><th>Requirement</th><th>Page no. of the Prospectus</th><th>Disclosure in the Prospectus</th></tr>
<tr><td>(e)</td><td>The schedule of implementation of the project</td><td>88</td><td>The schedule of implementation of project and deployment of funds as per the Prospectus is set forth below:
(₹ in ‘000)
<table>
<tr><th>Particulars</th><th>Amount</th><th>Estimated utilization in fiscal 2019</th><th>Estimated utilization in fiscal 2020</th><th>Estimated utilization in fiscal 2021</th></tr>
<tr><td>Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad</td><td>54,875.19</td><td>5,158.55</td><td>49,716.64</td><td>-</td></tr>
<tr><td>Purchase of fit outs for new development centers in Kolkata and Hyderabad</td><td>40,862.50</td><td>-</td><td>40,862.50</td><td>-</td></tr>
<tr><td>Funding working capital requirements of the Company</td><td>60,000.00</td><td>10,000.00</td><td>40,000.00</td><td>10,000.00</td></tr>
<tr><td>General corporate purposes</td><td>40,710.81*</td><td>5,000.00</td><td>35,710.81</td><td>-</td></tr>
<tr><td>Total</td><td>196,448.50*</td><td>20,158.55</td><td>166,289.95</td><td>10,000.00</td></tr>
</table></td></tr>
<tr><td></td><td></td><td></td><td>*as stated above</td></tr>
<tr><td>(f)</td><td>The interim use of funds</td><td>94</td><td>Pending utilization for the purposes described above, the Company had undertaken to temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by the Board of Directors of the Company. Further, in accordance with Section 27 of the Companies Act 2013, the Company confirms that pending utilisation of the Net Proceeds , it shall not use the funds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market</td></tr>
</table>

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

The management proposes to use the unutilised proceeds for funding the working capital requirements and for expansion of development centres at Kolkata and Bangalore. The estimates for usage of the unutilized proceeds have not been appraised by any third party and are based on the current economic and market conditions. Further, such estimates are subject to change depending on the economic conditions at the national and global level, changes in regulatory controls, any modification to the existing business strategies, change in the financial condition of the company and any other unforeseen circumstances which are beyond the control of the management. Further, there is no assurance that deployment of funds toward working capital will be profitable and will help in business growth and expansion of the Company. There is also no assurance that expansion of the Bangalore office will be more profitable than the proposed object stated in the Prospectus, of opening a new office in Hyderabad.

The proposed variation will ease the additional burden on finance plans and internal accruals of the Company. However, any unforeseen economic, market, business conditions or any other conditions beyond the control of the management may lead to escalation in costs, deteriorate the working capital position of the company and such incurrence of additional costs towards the revised objects may adversely affect the financial condition, results of operations and cash flow of the Company.

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

None. All details are mentioned in the explanatory statement

The Company shall undertake the corporate action in relation to the variation of Objects mentioned in item no.4 of this resolution, only if the aforesaid proposal of variation/deviation/alteration in the Objects is approved by more than 90% of the present and voting shareholders. Therefore, even if the special resolution is passed with the requisite majority but 10% or more of the present and voting shareholders dissent to the variation in the Objects, the Company will not act upon the corporate action authorized by item no. 4 of the resolution and the Objects will not be varied. Accordingly, the promoters of the Company will not be required to provide an exit offer to the dissenting shareholders, even if the special resolution is validly passed.

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

After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, all relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of Objects would be made available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of annual general meeting. During the lockdown, the said document made available for inspection by the members through electronic mode or a member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for relevant document.

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

Except above, none of the other Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in item no. 4.

The Board recommends the resolution set forth in Item No. 4 for approval of the members as a special resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution.

ITEM NO.5:

The purpose of the Scheme is to attract, reward and retain the following categories of eligible employees of the Company-

(i) such permanent employees of the Company (present and future) whether working in India or outside India;

(ii) Directors of the Company, whether a Whole-time Director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company);

(iii) such other persons as may from time to time be allowed under applicable laws and as may be decided by Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to, interalia, exercise certain powers with respect to share based benefits schemes formulated by the Company).

The Company views employee stock options as instruments that would enable the employees to share the value they create for the Company and contribute to the Company’s growth in the years to come.

In accordance with the terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and the Scheme, the options would be granted in one or more tranches as may be decided by the Board, from time to time.

Pursuant to Regulation 6 of the SEBI SBEB Regulations, the Company is seeking members’ approval to offer the scheme to eligible employees of the Company as decided in this behalf from time to time.

The main features of the Scheme are as under:

a) Brief description of the Scheme:

The Scheme shall be called as Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 (“Scheme”). Company proposes to introduce the Scheme for the benefit of the Employees of the Company and Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of fresh equity shares of the Company. All questions of interpretation of the Scheme shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding.

b) Total number of Options to be granted:

The total number of options to be granted under the Scheme shall not exceed 5,00,000 (Five Lakhs) options,. Each option when exercised shall be converted into 1 Equity Share of ₹ 10/- (Rupees Ten) each fully paid-up. The number of options shall stand adjusted on account of any corporate actions taking place in the Company.

c) Identification of classes of employees entitled to participate in Scheme:

i) Permanent employees of the Company (present & future),whether working in India or outside India;

ii) Director of the Company, whether a whole-time director or not;

iii) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the Committee.

Following persons are not eligible to be granted options under the Scheme:

i) an employee who is a Promoter or belongs to the Promoter Group;

ii) a Director who either by himself or through his/her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and

iii) an Independent Director within the meaning of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

d) Requirements of vesting and period of vesting:

Options Granted under this Scheme would Vest over a maximum period of 7 years subject to a minimum gap of 1 year between grant & first vesting, which may be based upon the performance of the Individual, Team including Company overall performance as well. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest over a period of upto 7 (Seven) years from the date of grant of such options. Vesting of Options would be subject to continued employment with the Company as detailed in the Scheme.

f) Exercise price or pricing formula:

The Exercise price of the shares will be based upon the Market Price of the shares which shall mean the latest closing price on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the date of meeting of Nomination and Remuneration Committee ("Committee") in which the grant of options is approved.

Since the equity shares of the Company are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

Committee can provide suitable discount or charge premium upon the price arrived as per above formula.

g) Exercise period and the process of Exercise:

Eligible Employee will be permitted to exercise vested options during the exercise period which shall be 7 years starting from the date of respective vesting of the options or such other period from the date of respective vesting as may be decided by the Committee, which will vary from Grantee to Grantee as may be decided by the Committee at the time of respective grant, but the exercise period decided by the Committee shall not exceed a period of 7 years from the date of the respective vesting of the options. The options not exercised during the respective exercise period shall lapse.

The vested options shall be exercisable by the employees by a written application to the Company expressing his/her desire to exercise such vested options in such manner and on such form at as may be prescribed by the Committee. The vested options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee.

The employees would be granted options under the Plan based on various parameters including but not limited to:

1. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company,
2. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management,
3. Designation: Employee's designation as per the HR Policy of the company,
4. The present and potential contribution of the Employee to the success of the Company,
5. High market value/difficulty in replacing the Employee,
6. High risk of losing the Employee to competition,
7. Value addition by the new entrant, if any, and
8. Employment Terms.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders. However the aggregate number of options to be issued shall at no time exceed 5,00,000 options.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price of the option and the market price of the shares as on the exercise date.

k) Implementation and administration of the scheme

The Scheme shall be implemented by Direct Route and shall be administered by the Nomination and Remuneration Committee of the Company which for the purpose of this Scheme is designated as "Compensation Committee" as required under SEBI (Share Based Employee Benefit) Regulations, 2014.

l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both

New issue of shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable.

n) Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the Scheme:

Not Applicable.

o) Accounting and Disclosure Policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014, or as may be prescribed by regulatory authorities from time to time.

p) Method of option valuation:

The Company shall adopt the 'fair value method' of valuation of options.

q) Declaration:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of Special Resolution for item no. 5 pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SEBI (SBEB) Regulations 2014.

After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, all relevant documents pertaining to Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 ("Scheme") would be made available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of annual general meeting. During the lockdown, the said document made available for inspection by the members through electronic mode or a member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for relevant document.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No.5, except to the extent of the stock options that have been or may be granted to them & their relatives under the Scheme.

The Board recommends the resolution mentioned at Item No.5 for your approval by way of Special Resolution.

ITEM NO.6:

Mr. Soumyadri Bose has a bachelor's degree in electrical engineering and a master's degree in business management. He is Business leader, Strategic Advisor and Investor. He has successfully led businesses that were either new, or suffered flat growth, and were indeed cases for scale and turnaround. He is a strategic thinker who connects seemingly unconnectable dots and creates profitable and sustainable ventures. However, his foremost strength is with people. A firm believer in servant-leadership, he has built, worked with, and led highly dispersed and diverse teams across four continents, and numerous nationalities.

He has 26 years of experience of holding executive leadership positions globally with transnational companies such as Siemens, Dassault and Hewlett Packard. He is now advising Chairpersons and Executive Board Members on their growth and operating strategies, market-entry, product and portfolio rationalisation, digitalisation and application of industry 4.0 technologies. He is co-founder of GoFar Advisory and Investments Pte Ltd. (Singapore). GoFar is a 360-degree business advisory and investment firm that works with a select list of inbound, global-minded companies.

The Members of the Company on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, vide special resolution dated February 19, 2020 appointed Mr. Soumyadri Bose as a Non-Executive and Non-Independent Director of the Company w.e.f. February 20, 2020, on such terms and condition including remuneration as mentioned below:

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	Shall be entitled for Corporate Strategy and Advisory Fees of ₹ 25,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company. Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.
2.	Sitting Fees	No sitting fees shall be paid for attending meeting of the Board or any committees thereof.
3.	Stock Options	upto 67,155 options in one or more tranches in any financial year and/or in aggregate.

The Company is immensely benefiting the expertise of Mr. Soumyadri Bose as Core Strategist in business development and the impact of which can easily seen from the quarterly results of the Company, however for obtaining expert advice from Mr. Soumyadri Bose, the Company needs to pay Corporate Strategy and Advisory fees to him and which may cross the limit specified Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, all relevant documents pertaining to this resolution would be made available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of annual general meeting. During the lockdown, the said document made available for inspection by the members through electronic mode or a member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for relevant document.

Save and except Mr. Soumyadri Bose and his relatives, to the extent of their shareholding, if any, in the Company, None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No.6, as Special Resolution for the approval of the Members.

ITEM NO.7

Mr. Pranjal Sharma is a B.A. (Hons,) Economics from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.

He is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 31 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the World Economic Forum (WEF) for eight years. He is now on the Advisory Board of Partnership against Corruption Initiative of WEF and a member of WEF's Expert Network. Currently he is strategic advisor to Vibgyor High School, India & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine. In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.

The Members of the Company on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, vide special resolution dated February 19, 2020 appointed Mr. Pranjal Sharma as a Non-Executive and Non-Independent Director of the Company w.e.f. February 20, 2020, on such terms and condition including remuneration as mentioned below:

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	Shall be entitled for Corporate Strategy and Advisory Fees of ₹ 25,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company. Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.
2.	Sitting Fees	No sitting fees shall be paid for attending meeting of the Board or any committees thereof.
3.	Stock Options	upto 67,155 options in one or more tranches in any financial year and/or in aggregate.

The Company is immensely benefiting the expertise of Mr. Pranjal Sharma as Core Strategist in business development and the impact of which can easily seen from the quarterly results of the Company, however for obtaining expert advice from Mr. Pranjal Sharma, the Company needs to pay Corporate Strategy and Advisory fees to him and which may cross the limit specified Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, all relevant documents pertaining to this resolution would be made available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of annual general meeting. During the lockdown, the said document made available for inspection by the members through electronic mode or a member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for relevant document.

Save and except Mr. Pranjal Sharma and his relatives, to the extent of their shareholding, if any, in the Company, None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No.7, as Special Resolution for the approval of the Members.

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

Place: Mumbai
Date: Auguts 14, 2020

Vaishali Kondbhar
Company Secretary

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment/Ratification of appointment in the forthcoming Annual General Meeting
[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

ANNEXURE A

Name of the Director	Mr. Srinivas Koora
DIN	07227584
Date of Birth	02-10-1975
Age	44 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Commerce from the Osmania University & Degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded
Brief Resume, Experience and Expertise in Functional Area	Mr. Srinivas Koora is a Whole-time Director & CFO of the Company. He is primarily responsible for all aspects of finance, investor relations, fund raising, controlling, accounting, financial reporting, tax compliance, financial systems implementation, and devising the strategy for our Company. He has more than 18 years of experience in the field of accounts and finance. Prior to joining our Company, he has served as the Deputy Chief Financial Officer at Just Dial Limited.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2019-20), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2019-20), which is circulated along with this AGM Notice. which forms part of the Annual Report (2019-20), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Srinivas Koora shall be paid remuneration as per resolution passed by the members of the Company
List of Other Bodies Corporate in which Directorships Held	1. Tijoree ECom Private Limited 2. Agronauts Technologies Private Limited 3. Xap Technologies Private Limited 4. Gofar Technologies Private Limited (Formerly known as Saka Tech Labs Private Limited) 5. Signal Analytics Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company	25,36,598 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Srinivas Koora & other members of the Board and Key Managerial Personnel of the Company.

ANNEXURE B

Name of the Director	Mrs. Karishma Bhalla
DIN	08729754
Date of Birth	09-01-1982
Age	38 Years
Date of First Appointment on the Board	14-08-2020
Qualification	MBA, B.TECH (Computer Science)
Brief Resume, Experience and Expertise in Functional Area	She was a Managing Director and Partner at the Boston Consulting Group (BCG). She was a core member of BCG's Consumer and Retail Practice and led the digital marketing and personalization topic for BCG and has contributed to the press on important issues within luxury (impact of depreciating currency on luxury) and consumption evolution. She also works actively in the digital consumption space, collaborating with leading players, to shape business models tapping digital opportunity pools. She has advised several international clients on entry strategies and winning in the Indian market and has led multiple engagements anchored in the consumer space including new business development, digital acceleration and brand redesign. Select engagements highlighted below: • Demand spaces led growth agenda and strategic business plan development for the Indian arm of a leading MNC focused on the food space in India. • E-commerce acceleration – across food and personal care - for one of the leading Indian FMCG players. • E-commerce acceleration – across food and personal care - for one of the leading Indian FMCG players. • Market landscaping of multiple consumer facing digital business models in India for a VC players evaluating India. • Due diligence and business planning for a Japanese Alco-bev player evaluating India entry • Sports strategy for the largest sports broadcaster in India. • Personalization with a leading pay TV players. She has been closely involved with the women's initiative at BCG and is actively involved with multiple groups to drive higher women participation in the workforce and has also been working actively on CII-BCG collaboration in the media space and has authored three papers (2015, 2016 and 2017) as part of the same and has authored multiple thought papers.
Number of Meetings of the Board attended during the year	Not Applicable
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Please refer the resolution set forth in item no.3 of the notice.
List of Other Bodies Corporate in which Directorships Held	Taramis Labs Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mrs. Karishma Bhalla & other members of the Board and Key Managerial Personnel of the Company.

XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru –560034. Tel.: 080 4370 8360

Website: www.xelpmoc.in Email: vaishali.kondbhar@xelpmoc.in

E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

Pursuant to provisions of Rule 11 of the Companies (Accounts) Rules, 2014and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company required to provide an advance opportunity at least once in a financial year, to the member to register his/her e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can also download the attached registration form from our website at https://www.xelpmoc.in/investorrelations

Let's be part of this 'Green Initiative'!

Please note that as a member of the Company you will be entitled to receive all such communications in physical form, upon request.

Best Regards,

Vaishali Kondbhar
Company Secretary

E-COMMUNICATION REGISTRATION FORM

To,

KFin Technologies Private Limited

Unit: Xelpmoc Design and Tech Limited

Selenium Tower B, Plot 31-32,

Gachibowli Financial District,

Nanakramguda, Hyderabad, Telangana – 500 032

Phone No.: +91 40 6716 2222

E-mail: einward.ris@kfintech.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID	
Name of the First Registered Holder	
Name of the Joint Holder(s), (if any)	
Registered Address	
Email ID (to be Registered)	
Signature of the First Registered Holder	
Date	

Notes:

1. On registration / updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company www.xelpmoc.in under the heading ''Investor relations'' by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar - KFin Technologies Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Tushar Trivedi (DIN: 08164751)

Chairman (Independent and Non-Executive Director)

Mr. Sandipan Chattopadhyay (DIN: 00794717)

Managing Director and Chief Executive Officer

Mr. Srinivas Koora (DIN: 07227584)

Whole-time Director and Chief Financial Officer

Mr. Jaison Jose (DIN: 07719333)

Whole-time Director

Mr. Premal Mehta (DIN: 00090389)

Independent and Non-Executive Director

Mr. Soumyadri Bose (DIN: 02795223)

Non-Executive and Non-Independent Director

Mr. Pranjal Sharma (DIN: 06788125)

Non-Executive and Non-Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mrs. Vaishali Kondbhar

EXTERNAL COMPANY SECRETARY

VKMG & Associates LLP,
Company Secretaries,
Mumbai

STATUTORY AUDITORS

M/s. JHS & Associates LLP
Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited)
Selenium Building, Tower B,
Plot No. 31-32 Financial District,
Nanakramguda, Serilingampally, Hyderabad,
Telangana - 500032
Phone: +91-40-6716 2222,
Fax: +91-40- 2343 1551,
Toll Free No.: 1800-345-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

REGISTERED OFFICE

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

BANKERS

Axis Bank Limited

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 5th Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended March 31, 2020 (the "Report").

1. FINANCIAL PERFORMANCE

The summarised financial results of the Company for the financial year ended March 31, 2020 are presented below.

(₹ in '000)

Particulars	Standalone		Consolidated	
	2019-2020	2018-2019	2019-2020	2018-2019
Revenue from Operations	81,113.29	60,886.95	81,113.29	60,886.95
Other Income	12,865.53	2,059.71	12,865.53	2,059.71
Total Revenue	93,978.82	62,946.66	93,978.82	62,946.66
Profit/(Loss) before Interest & depreciation	(14,281.51)	(47,466.61)	(14,704.16)	(47,906.17)
Less: Interest	(803.34)	(12.38)	(803.34)	(12.38)
Less: Depreciation	(5,626.30)	(2,507.23)	(5,626.30)	(2,507.23)
Profit/(Loss) Before Tax	**(20,711.15)**	**(49,986.22)**	**(21,133.80)**	**(50,425.78)**
Add/Less: Provision for tax	597.59	(587.19)	597.59	(587.19)
Profit/(Loss) After Tax	**(21,308.74)**	**(49,399.03)**	**(21,731.39)**	**(49,838.59)**
Other Comprehensive Income	63,715.33	57,029.80	63,715.33	57,029.80
Total Comprehensive Income	**42,406.59**	**7,630.77**	**41,983.94**	**7,191.21**

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

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

The Revenue from operations has increased by about 33.22% on accrual basis to 81,113.29 thousand in the financial year ended March 31, 2020 as compared to 60,886.95 thousand in the financial year ended March 31, 2019.

The Company's Operating Earnings/(Loss) Before Interest, Depreciation and Taxes (EBITDA) margin stands at (32.64)% of the operating income in the financial year ended March 31, 2020. The loss before tax of the current financial year decreased by 58.57% to (20,711.15) thousand as compared to (49,986.22) thousand for the preceding financial year.

The net loss of the current financial year decreased by 56.86% to (21,308.74) thousand as compared to (49,399.03) thousand for the preceding financial year.

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

3. UTILIZATION OF IPO PROCEEDS

The proceeds of funds raised under IPO by the Company are being utilized as per Objects of the Issue. The disclosure in compliance with the Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") is as under:

(₹ in '000)

Particulars	Net proceeds as per prospectus
Gross proceeds of the Issue	**2,30,044.74**
Less: Estimated offer related expenses in relation to the Issue	33,551.50
Net Proceeds	**1,96,493.24**
Add: Saving in offer related expenses	4,973.94
Total	**2,01,467.18**

(₹ in '000)

Particulars	Projected	Utilised	Unutilised
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	54,875.19	1261.79	53,613.40
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71
Funding working capital requirements of our Company	60,000.00	41676.93	18,323.07
General Corporate purposes (including savings in offer related expenses)	45,729.49	35,526.93	10,202.56
	2,01,467.18	**79,185.44**	**1,22,281.74**

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2020 temporarily invested in debt mutual funds ₹ 132,022.63* (₹ in 000s) and with banks ₹ 1,122.49 (₹ in 000s).

**Value stated represents investments which are mark to market as at 31st March, 2020.*

Pursuant to Regulation 32(1) of the Listing Regulations, there is no deviation/ variation in the utilization of proceeds as mentioned in the objects stated in the Prospectus dated January 30, 2019, in respect of the Initial Public Offering of the Company.

4. DIVIDEND

Considering the loss incurred in the financial year 2019-20 and accumulated losses, your Directors have not recommended any dividend for the financial year under review.

As per Regulation 43A of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the Listing Regulations), the top 500 listed Companies shall formulate a Dividend Distribution Policy. The Company does not come under the category of top 500 listed Companies based on the market capitalization as on 31st March, 2020, however for good corporate governance practice, the Company has formulated its Dividend Distribution Policy, which is available on the website of the Company and may be viewed at https://www.xelpmoc.in/documents/Dividend%20Distribution%20Policy.pdf

5. TRANSFER TO RESERVES

In view of the accumulated losses, no transfer is proposed to the general reserve.

6. DEPOSITS

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

However, during the year, the Company has taken unsecured loans of ₹ 8,80,000/- from its Director for its business purpose. The balance of unsecured loans from Director as on **31st March, 2020,** stood at **₹ 1,53,000/-.**

7. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary or joint venture Companies, however the Company have associate company and the details of the same is as under:

Madworks Ventures Private Limited – Associate Company

The revenue for the financial year 2019-20 and 2018-19 are ₹ 4,072/- and ₹ 3,653/-, respectively and expenses for the financial year 2019-20 and 2018-19 are ₹ 11,27,729/- and ₹ 10,25,490/- respectively. The net loss has increased from ₹ 10,21,811/- in FY 2018-19 to ₹ 11,19,410/- in FY 2019-20.

The Company does not have any Subsidiary, hence does not required to formulate a policy for determining 'material' subsidiaries.

Further, during the year under review, except Fortigo Network Tech Services Private Limited (Formerly known as Fortigo Network Xelpmoc Private Limited) ceased as a joint venture, neither any Company has become nor ceased as a subsidiary or associate or joint venture.

8. CONSOLIDATED FINANCIAL STATEMENT

The statement containing salient features of the financial statements of the Associate Company in the prescribed format i.e. Form AOC-1 is appended as **'Annexure-1'** to the Board's Report.

The statement also provides the details of performance and financial position of Associate Company. However looking at the performance of the Associate Company, it do not contribute significant in the growth and performance of the Company. After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, these documents will also be available for inspection on all working days except Saturdays, Sundays and Public holidays at the registered office of the Company. During the lockdown, the said document made available for inspection by the members through electronic mode.

The consolidated financial statement represents those of the Company and its Associate Company. The Company has consolidated its statement in accordance with the IND AS 110 – 'Consolidated Financial Statements' pursuant to Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

The audited financial statements of Madworks Ventures Private Limited for the year ended March 31, 2020 is available on website of the Company and may be viewed at https://www.xelpmoc.in/documents/Associate%20-%20MCPL%20-%20Financial%20Statement%202019-20.pdf

9. SHARE CAPITAL

- During the year under review, there were no changes in Authorised and Paid up Share Capital of the Company.
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the year under review.
- The Company has not issued any sweat equity shares to its directors or employees, during the period under review.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board as on March 31, 2020 comprised of 8 (Eight) Directors out of which 3 (Three) are Independent Directors, 2 (Two) are Non-Executive & Non-Independent Directors and 3 (Three) are Executive Directors including one Managing Director.

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

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

a. Appointments and Resignations of Directors and Key Managerial Personnel

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

- Ratified the appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO, Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO, Mr. Jaison Jose (DIN 07719333), Whole-time Director and Mr. Vishal Chaddha (DIN 05321782), Whole-time Director and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the 4th Annual General Meeting of the members of the Company held on September 27, 2019.
- Ratified the appointment of Mr. Tushar Trivedi (DIN 08164751), Independent Director, Mr.

Premal Mehta (DIN 00090389), Independent Director, Mrs. Pratiksha Pingle (DIN 06878382), Independent Director and Mrs. Bhavna Chattopadhyay (DIN 08164750) Non-Executive and Non-Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the 4th Annual General Meeting of the members of the Company held on September 27, 2019.

- Mr. Jaison Jose (DIN 07719333), appointed as a Director liable to retire by rotation at the 4th Annual General Meeting of the members of the Company held on September 27, 2019.
- Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non Independent Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of November 07, 2019.
- Mr. Vishal Chaddha (DIN 05321782), Whole-time Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of November 07, 2019.
- Mr. Soumyadri Bose (DIN 02795223), appointed as a Non-Executive and Non-Independent Director of the Company w.e.f. February 20, 2020, after obtaining the shareholders approval through postal ballot by a Special resolution dated February 19, 2020.
- Mr. Pranjal Sharma (DIN 06788125), appointed as a Non-Executive and Non-Independent Director on the Board w.e.f. February 20, 2020, after obtaining the shareholders approval through postal ballot by a Special resolution dated February 19, 2020.

Further after the closure of financial year, Mrs. Pratiksha Pingle (DIN 06878382), Independent Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of May 15, 2020.

b. Directors Retiring by Rotation

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

c. Independent Directors

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

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

All Independent Directors have affirmed compliance to the code of conduct for independent directors as prescribed in Schedule IV to the Companies Act, 2013.

In the opinion of the Board, Independent directors of the Company possess requisite qualifications, experience and expertise and hold highest standards of integrity. Further in terms of the rule 6(1) of Companies (Appointment and Qualification of Directors) rules, 2014, as amended all the Independent Directors of the Company have registered their names in the online databank of Independent Directors maintained by Indian Institute of Corporate Affairs. Further, out of the three Independent Directors as on March 31, 2020, one Independent Director Mrs. Pratiksha Pingle resigned from the Directorship of the Company w.e.f. May 15, 2020, one Independent Director Mr. Premal Mehta on the basis of his experience has got exemption from giving online proficiency self-assessment test as prescribed under Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014 and remaining one Independent Director Mr. Tushar Trivedi will undertake the said online proficiency self-assessment test in due course.

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

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

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

12. DIRECTORS' RESPONSIBILITY STATEMENT

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

(a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed and that no material departures have been made from the same;

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

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

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

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

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

13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

The salient features of the Policy are:

- It acts as a guideline for matters relating to appointment and re-appointment of directors.

- It contains guidelines for determining qualifications, positive attributes for directors and independence of a Director.
- It lays down the criteria for Board Membership.
- It sets out the approach of the Company on board diversity.
- It lays down the criteria for determining independence of a director, in case of appointment of an Independent Director.

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

14. PERFORMANCE EVALUATION OF THE BOARD

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

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

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

15. COMMITTEES OF THE BOARD

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

The Committees and their Composition as on March 31, 2020 are as follows:

Audit Committee

1. Mrs. Pratiksha Pingle	Chairman
2. Mr. Tushar Trivedi	Member
3. Mr. Srinivas Koora	Member
4. Mr. Premal Mehta	Member (Appointment w.e.f. February 05, 2020)

Nomination and Remuneration Committee

1. Mr. Premal Mehta	Chairman
2. Mr. Tushar Trivedi	Member
3. Mrs. Pratiksha Pingle	Member

Stakeholders Relationship Committee

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

Management Committee

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

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

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

16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

17. MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

18. CORPORATE GOVERNANCE

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

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

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

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

20. STATEMENT ON RISK MANAGEMENT POLICY

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

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

Market Risk

Volatility in domestic as well as global economic environment, political uncertainties and changes in government policies may affect the technology industry. Slowdown in the industry may adversely impact the Company's operations. To mitigate the market-specific risks, the Company aims to expand its presence and client base across multiple geographies and industries.

Competition Risk

The Company operates in a highly competitive industry where the number of players is increasing rapidly. To stay ahead of competition, companies need to incorporate new technologies and create enriching applications for customers. Strong domain expertise, innovative technological capabilities and powerful customer-focused solutions characterize the operations of the Company, enabling it to outlast competition.

Technology Risk

With rapid technological advances, evolving business models and newer software and product introductions, organizations will be required to embrace futuristic technologies to drive efficiencies. The success of a technology service company will depend on its ability to develop impactful solutions for its customers. To combat this risk, the Company focuses on enhancing its services and offerings in response to evolving industry requirements.

Talent Risk

Workforce shortage may pose a big challenge for the technology industry. At Xelpmoc, human capital is the most important asset of the Company. Recognizing its crucial role in driving success, the Company strives to foster a conducive and inclusive environment in addition to providing employee benefits. It encourages a culture of innovation and entrepreneurship within the organization and undertakes trainings and programs for growth of employees.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to provision of Section 186 of the Companies Act, 2013, during the year under review, the Company has not given any loan to any person or body corporate or not given any guarantees or provided security in connection with a loan to any other body corporate or person. However, the Company has made investment in the securities of bodies corporate, the details of which are provided in the Note No. 8 & 9 of the standalone financial statement.

Further, the Company has invested surplus funds available inshort term liquid funds, the details of which are provided in the Note No. 13 of the standalone financial statement.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

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

The statement showing the disclosure of transactions with related parties in Compliance with applicable provision of INDAS, the details of the same are provided in Note No. 35 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the Board for approval.

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

23. INTERNAL FINANCIAL CONTROL SYSTEM

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

24. LISTING REGULATIONS, 2015

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid its Annual Listing Fees to the stock exchanges for the Financial Year 2020-2021.

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

1. 'Policy for Preservation of Documents' as per Regulation 9 which may be viewed at https://www.xelpmoc.in/documents/Documents%20Preservation%20&%20Arcihval%20Policy.pdf.

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

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

25. AUDITORS

(a) Statutory Auditor

M/s. JHS & Associates LLP, Chartered Accountants, has been appointed as Statutory Auditors of the Company for a period of 5 years from the conclusion of 3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting of the Company. Your Company has received necessary confirmation from them stating that they satisfy the criteria provided under section 141 of the Companies Act, 2013.

The report of the Statutory Auditor forms part of the Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

(b) Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Manish Rajnarayan Gupta, partner of **VKMG & Associates LLP, Practicing Company Secretaries**, as the Secretarial Auditor of the Company to undertake Secretarial Audit for the financial year ended March 31, 2020. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith and marked as **'Annexure-3'** to this Report. The Secretarial Auditor has also issued annual secretarial compliance report for the year ended 31st March, 2020 as required under regulation 24A of Listing Regulations. Further, the Secretarial Audit Report and annual secretarial compliance report does not contain any qualification, reservation or adverse remark or disclaimer.

(c) Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Company had appointed **M/s. Venu & Vinay, Chartered Accountants** to undertake Internal Audit for financial year ended March 31, 2020.

26. REPORTING OF FRAUDS BY AUDITORS

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

27. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year of the Company, i.e. March 31, 2020 till the date of this Directors' Report.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

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

29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

(b) In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. In terms of Section 136, the said annexure is open for inspection at the Registered Office of the Company after the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority. During the lockdown, the said document made available for inspection by the members through electronic mode. Any Member interested in obtaining such particulars may write to the Company Secretary of the Company.

30. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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

31. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

(A) Conservation of Energy

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

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

a) Use of LED Lights at office spaces.

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

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

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

e) Usage of energy efficient illumination fixtures.

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

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

(iii) The capital investment on energy conservation equipment:

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

(B) Technology Absorption

(i) The efforts made towards technology absorption:

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

(ii) The benefits derived:

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

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

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

(C) Foreign Exchange Earnings and Outgo

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

Foreign Exchange Earnings

(₹ in '000)

Sr. No.	Particulars	2019-20	2018-19
1	Revenue from software development	12,947.52	10,414.68
	Total	**12,947.52**	**10,414.68**

Foreign Exchange Outgo (₹ in '000)

Sr. No.	Particulars	2019-20	2018-19
1	Technical consultancy services	2,179.25	2,835.75
2	Professional and Legal Expenses	-	5,900.20
3	Travel Expenses	333.85	-
4	Software Expenses	1,142.64	-
5	Other Expenses	893.30	-
	Total	**4,549.04**	**8,735.95**

32. EXTRACT OF THE ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as on March 31, 2020 forms part of this report as **'Annexure-5'** and same is available at the website of the Company at https://www.xelpmoc.in/documents/Extract%20of%20Annual%20Return%20-%20Form%20No.%20MGT-9%20-%20FY%202019-20.pdf.

33. SECRETARIAL STANDARD OF ICSI

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

34. MAINTENANCE OF COST RECORDS

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

35. PREVENTION OF SEXUAL HARASSMENT

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

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

36. EMPLOYEES' STOCK OPTION SCHEME

During the year, the Company has cancel the XELPMOC EMPLOYEE STOCK OPTION SCHEME 2018 as the Company was unlisted Public Company at the time of adoption and approval of Scheme and also the scheme was not in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & the SEBI (Share Based Employee Benefits) Regulations, 2014 and the Company has not created any pool and not granted any options under XELPMOC EMPLOYEE STOCK OPTION SCHEME 2018.

Further during the year, the Company has obtained shareholders approval at annual general meeting of members of the Company held on September 27, 2019 by way of Special Resolution in respect of formulation and implementation of XELPMOC EMPLOYEE STOCK OPTION SCHEME 2019 (XELPMOC ESOS-2019) and authorized Board of Directors to create, grant, offer, issue and allot, from time to time, in one or more tranches, options not exceeding 8,22,300, exercisable into 8,22,300 Equity Shares of the Company, to or for the benefit of permanent employees/Directors (Present and Future) of the Company. However, in-principle approval from the stock exchanges for listing the aforesaid 8,22,300 equity shares and implementation of the scheme is pending as on the date of this report and the Company has not created any ESOP pool and not granted any options under aforesaid XELPMOC EMPLOYEE STOCK OPTION SCHEME 2019. Accordingly, the Company could not provide all the details/ disclosures as required under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014.

Further during the year, the Company has also obtained Shareholders approval through postal ballot by Special Resolution dated February 19, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option.

37. ACKNOWLEDGEMENTS

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

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

Registered Office:
Xelpmoc Design and Tech Limited
CIN: L72200KA2015PLC082873
#17, 4th Floor, Agies Building,
1st 'A' Cross, 5th Block,
Koramangala,
Bengaluru – 560034
website: www.xelpmoc.in
E-mail ID: vaishali.kondbhar@xelpmoc.in

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

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)
Place: Bengaluru
Date : June 09, 2020

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)
Place: Hyderabad
Date : June 09, 2020

ANNEXURE – 1

FORM AOC-1

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

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

Part "A": Subsidiaries

The Company does not have any Subsidiary Company, during the year under consideration.

Part "B": Associates and Joint Ventures

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

Sr. No.	Name of Associate or Joint Venture Company	Madworks Ventures Private Limited (Associate Company)
1	Latest audited Balance Sheet Date	March 31, 2020
2	Date on which the Associate or Joint Venture was associated or acquired	February 14, 2018
3	Shares of Associate held by the company on the year end:	
	Number	15,204 (equity shares) 57,018 (convertible preference shares)
	Amount of Investment in Associate	₹ 11,55,552.00
	Extend of Holding %	21.74%
4	Description of how there is significant influence	Associate
5	Reason why the associate is not consolidated	Not applicable
6	Net worth attributable to Shareholding as per latest audited Balance Sheet	599,509
7	Profit / Loss for the year	
i	Considered in Consolidation	(243,350)
ii	Not Considered in Consolidation	(876,060)

Notes:

1.The Company do not have any associate or joint venture, which is yet to commence operations.

2.During the year under consideration, on June 30, 2018, the Company has sold/disposed of equity shares of Fortigo Network Tech Services Private Limited (Formerly known as Fortigo Network Xelpmoc Private Limited) and also the joint venture agreement stands terminated, accordingly Fortigo Network Tech Services Private Limited ceased as a Joint Venture.

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

Sandipan Chattopadhyay
Managing Director and Chief Executive Officer
(DIN: 00794717)
Place: Bengaluru
Date : June 09, 2020

Jaison Jose
Whole-time Director
(DIN: 07719333)
Place: Mumbai
Date : June 09, 2020

Srinivas Koora
Whole-time Director and Chief Financial Officer
(DIN: 07227584)
Place: Hyderabad
Date : June 09, 2020

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date : June 09, 2020

ANNEXURE – 2

FORM AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

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

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

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

a	Name(s) of the related party and nature of relationship	Mr. Sandipan Chattopadhyay (Managing Director & CEO)	Mrs. Bhavna Chattopadhyay (Spouse of Mr. Sandipan Chattopadhyay, Managing Director and CEO)
b	Nature of contracts/arrangements/ transactions	Purchase of equity shares by way of transfer	Appointment as a Head - CEO's Office of the Company w.e.f 18th December, 2019
c	Duration of the contracts / arrangements/transactions	One time transaction	One time Appointment at office or place of profit in the company
d	Salient terms of the contracts or arrangements or transactions including the value, if any:	Looking at the future prospect and potential growth of Mihup Communications Private Limited, the Company has purchase 9,100 equity shares of Mihup Communications Private Limited by way of transfer from its existing shareholder Mr. Sandipan Chattopadhyay at a price of ₹ 480.85/- per share aggregating to ₹ 43,75,735/-	Looking at the experience & expertise in the field of business administration, the Company has appointed Mrs. Bhavna Chattopadhyay as a Head - CEO's Office of the Company and proposed to pay remuneration at par the Industry level of an amount of ₹ 2,00,000/- per month plus other perks like gratuity and mediclaim etc. During the year, the Company has paid an amount of ₹ 6,91,310/-.
e	Date(s) of approval by the Board, if any:	6th August, 2019	13th December, 2019
f	Amount paid as advances, if any:	N.A.	N.A.

a	Name(s) of the related party and nature of relationship	Mr. Pranjal Sharma (Non-Executive & Non-Independent Director)	Mr. Soumyadri Bose (Non-Executive & Non-Independent Director)
b	Nature of contracts/arrangements/ transactions	Appointment as a Non-Executive & Non-Independent Director of the Company w.e.f 20th February, 2020 and Payment of Corporate Strategy and Advisory Fees	Appointment as a Non-Executive & Non-Independent Director of the Company w.e.f 20th February, 2020 and Payment of Corporate Strategy and Advisory Fees
c	Duration of the contracts / arrangements/transactions	One time Appointment at office or place of profit in the company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years from the date of his appointment.	One time Appointment at office or place of profit in the company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years from the date of his appointment.
d	Salient terms of the contracts or arrangements or transactions including the value, if any:	Looking his specialized knowledge, experience and expertise in the field in which the Company operates, the Company proposed to take Corporate Strategy and Advisory consultancy from Mr. Pranjal Sharma for business growth, strategies and expansion of the Company and decided to pay Corporate Strategy and Advisory Fees of ₹ 25,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company. Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013. Further During the year, the Company has not paid any amount towards Corporate Strategy and Advisory Fees.	Looking his specialized knowledge, experience and expertise in the field in which the Company operates, the Company proposed to take Corporate Strategy and Advisory consultancy from Mr. Soumyadri Bose for business growth, strategies and expansion of the Company and decided to pay Corporate Strategy and Advisory Fees of ₹ 25,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013. Further During the year, the Company has not paid any amount towards Corporate Strategy and Advisory Fees
e	Date(s) of approval by the Board, if any:	Board Approval on 13th December, 2019 and Shareholders Approval on February 19, 2020	Board Approval on 13th December, 2019 and Shareholders Approval on February 19, 2020
f	Amount paid as advances, if any:	N.A.	N.A.

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

Sandipan Chattopadhyay
Managing Director and Chief Executive Officer
(DIN: 00794717)
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora
Whole-time Director and Chief Financial Officer
(DIN: 07227584)
Place: Hyderabad
Date : June 09, 2020

ANNEXURE – 3

FORM NO. MR-3

Secretarial Audit Report

For The Financial Year Ended On March 31, 2020

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

To,
The Members,
Xelpmoc Design and Tech Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Xelpmoc Design and Tech Limited (hereinafter called the Company), having its Registered Office at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560034. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon, however due to COVID-19 pandemic situation and statewide lockdown, the audit process has been modified to some extent and we have relied on the documents /records /returns / registers /minutes in electronic forms provided by the company through its representatives. Therefore wherever, in the report, words such as "examined", "review", "verification" are being stated should be construed including examination, review, verification of electronic records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 (Audit Period) generally complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2020 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 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;		
(iv)	Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company;		
(v)	The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-		
		(a)	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
		(b)	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
		(c)	The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
		(d)	The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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

a) Secretarial Standards issued by the Institute of Company Secretaries of India.

b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the Company has suitably modified the terms of appointment of auditor to give effect to clause 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

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

During the period under review, provisions of the following regulations were not applicable to the Company:

a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

e) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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 in cases where Meetings were convened at a shorter notice). In case agenda and detailed notes on agenda could not sent at least seven days in advance consent of the attendees (Board members / Committee members) to hold the meeting at shorter notice were duly obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the meetings of the Board of Directors of the Company and Committee Meetings are carried through on the basis of Majority. There were no dissenting views by any member of the Board or Committee thereof during the Audit Period.

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 audit period, the company has:

(a) Obtained Shareholders approval at AGM held on 27th September, 2019 by way of Special Resolution in respect of formulation and implementation of **XELPMOC EMPLOYEE STOCK OPTION SCHEME 2019 (XELPMOC ESOS-2019)** and authorized Board of Directors to create, grant, offer, issue and allot, from time to time, in one or more tranches, options not exceeding 8,22,300, exercisable into 8,22,300 Equity Shares of the Company, to or for the benefit of permanent employees/Directors (Present and Future) of the Company.

(b) Obtained Shareholders approval through postal ballot by special resolution dated February 19, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option.

(c) Obtained Shareholders approval through postal ballot by special resolution dated February 19, 2020 in respect of enhancing the existing limit of Inter Corporate Loans and Investments or Guarantee or Security from ₹ 10 Crores to ₹ 30 Crores, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
ACS-43802, CP-16067

Place : Mumbai
Date : 09-06-2020
UDIN: A043802B000329901

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

ANNEXURE A

To,
The Members,
Xelpmoc Design and Tech Limited

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

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

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

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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

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

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

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
ACS-43802, CP-16067

Place : Mumbai
Date : 09-06-2020
UDIN: A043802B000329901

ANNEXURE – 4

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

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

Name of Director/Key Managerial Personnel and Designation	Remuneration of Director/KMP (₹ in '000)	% increase in remuneration on FY 2019-2020	Ratio of Remuneration of each Director to median Remuneration of employee
Sandipan Chattopadhyay, Managing Director and Chief Executive Officer	1521.60	0%	5.55
Srinivas Koora, Whole-Time Director and Chief Financial Officer	1521.60	0%	5.55
Jaison Jose, Whole-Time Director	1521.60	0%	5.55
Vishal Chaddha, Whole-Time Director (Upto November 07, 2019)	904.17	NA[1]	NA[2]
Tushar Trivedi, Non-Executive and Independent Director	172.50	NA[3]	0.63
Premal Mehta, Non-Executive and Independent Director	97.50	NA[3]	0.36
Pratiksha Pingle, Non-Executive and Independent Director	165.00	NA[3]	0.60
Bhavna Chattopadhyay, Non-Executive and Non Independent Director (Upto November 07, 2019)	-	NA[1]	-
Vaishali Kondbhar, Company Secretary	516.60	NA[4]	NA

[1] Mr. Vishal Chaddha and Mrs. Bhavna Chattopadhyayresigned from the Directorship of the Company w.e.f November 07, 2019, hence percentage (%) increase in remuneration are not comparable

[2] Since the remuneration of Mr. Vishal Chaddha being a whole-time Director is only for part of the year, hence the ratio of remuneration to median remuneration is not comparable.

[3] Since, the remuneration (sitting fees) to Non-Executive Independent Directors has been paid from July, 2018 i.e. for the part of the previous year, hence percentage (%) increase in remuneration are not comparable. Further, there is no increment in sitting fees since July, 2018 till 31st March, 2020.

[4] Mrs. Vaishali Kondbhar joined as a Company Secretary w.e.f. July 24, 2018 and received remuneration for the part of the previous year, hence percentage (%) increase in remuneration is not comparable.

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

The median remuneration of employees of the Company during the financial year was ₹ 274.00 (₹ in 1000s). In the financial year, there was decrease of 45.63% in the median remuneration of employees;

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

As on March 31, 2020, the Company has 61 permanent employees on its rolls.

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

The average increase in the salaries of employees other than managerial personnel in the financial year 2019-20 was 17.2%, whereas there is no increment in Managerial remuneration in the financial year 2019-20.

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

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

Sandipan Chattopadhyay
Managing Director and Chief Executive Officer
(DIN: 00794717)
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora
Whole-time Director and Chief Financial Officer
(DIN: 07227584)
Place: Hyderabad
Date : June 09, 2020

ANNEXURE – 5

FORM NO. MGT-9

Extract Of Annual Return

as on the financial year ended on 31st March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:

Sr. No.	Registration and Other Details	
1.	CIN	L72200KA2015PLC082873
2.	Registration Date	16-09-2015
3.	Name of the Company	**XELPMOC DESIGN AND TECH LIMITED**
4.	Category of the Company	Company limited by shares
5.	Sub-Category of the Company	Indian Non-Government Company
6.	Address of the Registered office	#17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560 034
7.	Contact details	+91 80 4370 8360
8.	Whether listed company	Yes
9.	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) Selenium Building, Tower B, Plot No. 31-32 financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032. Phone: +91-40-6716 2222, Fax: +91-40- 2343 1551, Toll Free No.: 1800-345-4001 Email: einward.ris@kfintech.com Website: www.kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of the main products/service	NIC Code of the Product/ Service	% to total turnover of the company
1	Provide end to end technology solution	62099	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable section
1	**Madworks Ventures Private Limited** Add: 5/B 5th Floor Maker Mahal Plot No.249, Perry Road, Bandra West, Mumbai - 400050	U74999MH2015PTC269725	Associate	21.74%	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	74,56,990	-	74,56,990	54.41	74,56,990	-	74,56,990	54.41	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	**74,56,990**	**-**	**74,56,990**	**54.41**	**74,56,990**	**-**	**74,56,990**	**54.41**	**-**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other….	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**74,56,990**	**-**	**74,56,990**	**54.41**	**74,56,990**	**-**	**74,56,990**	**54.41**	**-**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs									
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
i. Foreign Portfolio Investors	21,42,134	-	21,42,134	15.63	21,81,786	-	21,81,786	15.92	0.29
Sub-total (B)(1):-	**21,42,134**	**-**	**21,42,134**	**15.63**	**21,81,786**	**-**	**21,81,786**	**15.92**	**0.29**
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	2,74,512	3,44,488	6,19,000	4.52	3,67,949	2,22,250	5,90,199	4.31	(0.21)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakhs	6,61,909	2,519	6,64,428	4.85	5,76,328	842	5,77,170	4.21	(0.64)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakhs	13,34,560	2,35,636	15,70,196	11.46	15,41,925	1,09,785	16,51,710	12.05	0.59
c) Others (Specify)									
i) Non Resident Indians	1,50,385	2,16,515	3,66,900	2.68	3,73,326	-	3,73,326	2.72	0.04
ii) Non Resident Indians Non Repatriable	97,390	-	97,390	0.71	1,33,630	-	1,33,630	0.98	0.27

iii) Foreign National	-	2,26,500	2,26,500	1.65	-	1,72,371	1,72,371	1.26	(0.39)
iv) Clearing Members	3,296	-	3,296	0.02	1,609	-	1,609	0.01	(0.01)
v) Director or Director relatives	5,46,390	-	5,46,390	3.99	5,46,390	-	5,46,390	3.99	--
vi) HUF	12,074	-	12,074	0.09	20,117	-	20,117	0.15	(0.06)
Sub-total (B)(2):-	**30,80,516**	**10,25,658**	**41,06,174**	**29.96**	**35,61,274**	**5,05,248**	**40,66,522**	**29.67**	**(0.29)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**52,22,650**	**10,25,658**	**62,48,308**	**45.59**	**57,43,060**	**5,05,248**	**62,48,308**	**45.59**	**-**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**1,26,79,640**	**10,25,658**	**1,37,05,298**	**100.00**	**1,32,00,050**	**5,05,248**	**1,37,05,298**	**100.00**	**-**

Note: Director or Director's relative shareholdings include the shareholding of Mrs. Bhavna Chattopadhyay i.e. 4,53,234 shares and Mrs. Manjula Koora i.e. 62,000 shares, who apart from Director's relative also falls under the category of Promoter Group

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sandipan Chattopadhyay	40,79,102	29.76	-	40,79,102	29.76	-	-
2	Srinivas Koora	25,36,598	18.51	-	25,36,598	18.51	-	-
3	Jaison Jose	8,41,290	6.14	-	8,41,290	6.14	-	-
	Total	**74,56,990**	**54.41**	**-**	**74,56,990**	**54.41**	**-**	**-**

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**At the beginning of the year**	**74,56,990**	**54.41**	**-**	**-**
2	During the year	No Change		-	-
3	**At the end of the year**	**74,56,990**	**54.41**	**74,56,990**	**54.41**

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Promoters Group and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. UNIVERSITY OF NOTRE DAME DU LAC					
	At the beginning of the year	12,25,800	8.94	-	-
	No changes during the year	-	-	-	-
	At the end of the year	12,25,800	8.94	12,25,800	8.94
2. THE RAM FUND, LP					
	At the beginning of the year	3,55,191	2.59	-	-
	No changes during the year	-	-	-	-
	At the end of the year	3,55,191	2.59	3,55,191	2.59
3. MIRIFIC PARTNERS LLP					
	At the beginning of the year	3,44,488	2.51	-	-
	No changes during the year	-	-	-	-
	At the end of the year	3,44,488	2.51	3,44,488	2.51
4. PRAKASH SANKER					
	At the beginning of the year	3,35,598	2.45	-	-
	No changes during the year	-	-	-	-
	At the end of the year	3,35,598	2.45	3,35,598	2.45
5. GP EMERGING MARKETS STRATEGIES, LP					
	At the beginning of the year	2,85,376	2.08	-	-
	05-04-2019-Buy	2,749	0.02	2,88,125	2.10
	28-06-2019-Buy	5,363	0.04	2,93,488	2.14
	05-07-2019–Buy	4,450	0.03	2,97,938	2.17
	12-07-2019–Buy	8,325	0.06	3,06,263	2.23
	26-07-2019–Buy	4,000	0.03	3,10,263	2.26
	02-08-2019–Buy	3,620	0.03	3,13,883	2.29
	At the end of the year	3,13,883	2.29	3,13,883	2.29
6. PANCHAGNULA VENKATA LAKSHMI NARAYANA SANKARA VARA					
	At the beginning of the year	2,00,046	1.46	-	-
	21-06-2019-Buy	63	0.00	2,00,109	1.46
	28-06-2019-Buy	1650	0.01	2,01,759	1.47

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	23-08-2019-Buy	144	0.00	2,01,903	1.47
	30-08-2019-Buy	73	0.00	2,01,976	1.47
	06-09-2019-Buy	201	0.00	2,02,177	1.48
	13-09-2019-Buy	200	0.00	2,02,377	1.48
	04-10-2019-Buy	5	0.00	2,02,382	1.48
	22-11-2019-Buy	309	0.00	2,02,691	1.48
	29-11-2019-Buy	270	0.00	2,02,961	1.48
	06-12-2019-Buy	900	0.01	2,03,861	1.49
	13-12-2019-Buy	432	0.00	2,04,293	1.49
	20-12-2019-Buy	1440	0.01	2,05,733	1.50
	31-12-2019-Buy	860	0.00	2,06,593	1.51
	03-01-2020-Buy	900	0.01	2,07,493	1.51
	10-01-2020-Buy	2170	0.02	2,09,663	1.53
	17-01-2020-Buy	2141	0.02	2,11,804	1.55
	24-01-2020-Buy	5128	0.04	2,16,932	1.58
	31-01-2020-Buy	1884	0.01	2,18,816	1.60
	07-02-2020-Buy	970	0.01	2,19,786	1.60
	14-02-2020-Buy	427	0.00	2,20,213	1.61
	21-02-2020-Buy	360	0.00	2,20,573	1.61
	28-02-2020-Buy	762	0.01	2,21,335	1.61
	06-03-2020-Buy	1090	0.01	2,22,425	1.62
	20-03-2020-Buy	4735	0.03	2,27,160	1.66
	27-03-2020-Buy	140	0.00	2,27,300	1.66
	At the end of the year	**2,27,300**	**1.66**	**2,27,300**	**1.66**
7. ANKUR DINESH GALA					
	At the beginning of the year	**1,68,001**	**1.23**	**-**	**-**
	No changes during the year	-	-	-	-
	At the end of the year	**1,68,001**	**1.23**	**1,68,001**	**1.23**
8. MASSACHUSETTS INSTITUTE OF TECHNOLOGY					
	At the beginning of the year	**1,51,491**	**1.11**	**-**	**-**

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	No changes during the year	-	-	-	-
	At the end of the year	**1,51,491**	**1.11**	**1,51,491**	**1.11**
9. INDRANIL NANDI					
	At the beginning of the year	**1,42,600**	**1.04**	**-**	**-**
	No changes during the year	-	-	-	-
	At the end of the year	**1,42,600**	**1.04**	**1,42,600**	**1.04**
10. SHAUNAK JAGDISH SHAH					
	At the beginning of the year	**1,12,523**	**0.82**		
	05-04-2019-Buy	450	0.00	1,12,973	0.82
	03-05-2019-Buy	83	0.00	1,13,056	0.82
	28-06-2019-Buy	1400	0.01	1,14,456	0.84
	At the end of the year	**1,14,456**	**0.84**	**1,14,456**	**0.84**

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Sandipan Chattopadhyay (Managing Director & CEO)**				
	At the beginning of the year	**40,79,102**	**29.76**		
	No changes during the year	-	-	-	-
	At the end of the year	**40,79,102**	**29.76**	**40,79,102**	**29.76**
2	**Srinivas Koora (Whole-time Director & CFO)**				
	At the beginning of the year	**25,36,598**	**18.51**		
	No changes during the year	-	-	-	-
	At the end of the year	**25,36,598**	**18.51**	**25,36,598**	**18.51**
3	**Jaison Jose (Whole-time Director)**				
	At the beginning of the year	**8,41,290**	**6.14**		
	No changes during the year	-	-	-	-
	At the end of the year	**8,41,290**	**6.14**	**8,41,290**	**6.14**
4	**Vishal Chaddha (Whole-time Director upto November 07, 2019)**				
	At the beginning of the year	**-**	**-**	**-**	**-**

Sr. No	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	No changes during the year	-	-	-	-
	Shareholding as on November 07, 2019	-	-	-	-
5	**Bhavna Chattopadhyay (Non-Executive & Non Independent Director upto November 07, 2019)**				
	At the beginning of the year	4,53,234	3.31	-	-
	No changes during the year	-	-	-	-
	Shareholding as on November 07, 2019	4,53,234	3.31	4,53,234	3.31
6	**Tushar Trivedi (Independent Director)**				
	At the beginning of the year	22,243	0.16	-	-
	No changes during the year	-	-	-	-
	At the end of the year	22,243	0.16	22,243	0.16
7	**Premal Mehta (Independent Director)**				
	At the beginning of the year	8,913	0.07	-	-
	No changes during the year	-	-	-	-
	At the end of the year	8,913	0.07	8,913	0.07
8	**Pratiksha Pingle (Independent Director)**				
	At the beginning of the year	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
9	**Pranjal Sharma (Non-Executive & Non Independent Director w.e.f. February 20, 2020)**				
	Shareholding as on February 20, 2020	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
10	**Soumyadri Bose (Non-Executive & Non Independent Director w.e.f. February 20, 2020)**				
	Shareholding as on February 20, 2020	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
11	**Vaishali Kondbhar (Company Secretary)**				
	At the beginning of the year	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS

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

Amount in ₹.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	31,50,000	-	31,50,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**31,50,000**	**-**	**31,50,000**
Change in Indebtedness during the financial year				
· Addition	-	8,80,000	-	8,80,000
· Reduction	-	(38,77,000)	-	(38,77,000)
Net Change	**-**	**(29,97,000)**	**-**	**(29,97,000)**
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,53,000	-	1,53,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**1,53,000**	**-**	**1,53,000**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount in ₹.

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Sandipan Chattopadhyay (Managing Director)	Srinivas Koora (Whole-time Director)	Jaison Jose (Whole-time Director)	*Vishal Chaddha (Whole-time Director)	
1	**Gross salary**					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,21,600	15,21,600	15,21,600	9,04,167	54,68,967
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	
2	**Stock Option**	-	-	-	-	-
3	**Sweat Equity**	-	-	-	-	-

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Sandipan Chattopadhyay (Managing Director)	Srinivas Koora (Whole-time Director)	Jaison Jose (Whole-time Director)	*Vishal Chaddha (Whole-time Director)	
4	**Commission**					
	As a % of Profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5	**Others, please specify**	-	-	-	-	-
	Total (A)	**15,21,600**	**15,21,600**	**15,21,600**	**9,04,167**	**54,68,967**
	Ceiling as per the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 240 Lacs as per Schedule V of the Act

* Mr. Vishal Chaddha resigned from the Directorship of the Company w.e.f. November 07, 2019.

B. Remuneration to other Directors:

Amount in ₹.

Sr. No	Particulars of Remuneration	Name of Directors			Total Amount
		Tushar Trivedi	Premal Mehta	Pratiksha Pingle	
1.	**Independent Directors**				
	· Fee for attending board & committee meetings	1,72,500	97,500	1,65,000	4,35,000
	· Commission	-	-	-	-
	· Others, please specify	-	-	-	-
	Total (1)	**1,72,500**	**97,500**	**1,65,000**	**4,35,000**
2.	**Other Non-Executive Directors**				
	· Fee for attending board & committee meetings	-	-	-	-
	· Commission	-	-	-	-
	· Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	**1,72,500**	**97,500**	**1,65,000**	**4,35,000**
	Total Managerial Remuneration (A+B)				**59,03,967**
	Overall Ceiling as per the Act	₹ 240 Lacs as per Schedule V of the Act			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Amount in ₹.

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total
		*CEO Sandipan Chattopadhyay	*CFO Srinivas Koora	Company Secretary Vaishali Kondbhar	
1	**Gross salary**				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	5,16,600	5,16,600
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	**Stock Option**	-	-	-	-
3	**Sweat Equity**	-	-	-	-
4	**Commission**				
	- as % of profit	-	-	-	-
	- others, specify…	-	-	-	-
5	**Others, please specify**	-	-	-	-
	Total	-	-	**5,16,600**	**5,16,600**

*** As disclosed under Clause VI A above**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Amount in ₹.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any, (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any, (give details)
C. Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

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

Place: Bengaluru
Date: June 09, 2020

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

Place: Hyderabad
Date: June 09, 2020

CORPORATE GOVERNANCE REPORT

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

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy at corporate governance aims at establishing and practicing a system of good Corporate Governance which will assist the management in managing the Company's business in an efficient and transparent manner in all facets of its operations and its interactions with stakeholders.

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

BOARD OF DIRECTORS

Board Composition

The Company is in compliance with provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Regulations with regards to the Composition of the Board. The Board consists of 8 Directors, comprising of 3 Executive Directors (Promoters) and 5 Non-Executive Directors, in which 3 Directors are Independent and 2 Directors are Non-Executive & Non-Independent. The Chairperson of the Board is Non-Executive Independent Director.

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

Name of the Director	Category of Directors	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on March 31, 2020		
		Held	Attended		No. of outside Directorships held in other Indian Companies as on March 31, 2020	No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies^	
						Chairman	Member
Mr. Sandipan Chattopadhyay	Promoter & Executive Director	9	5	Present	5	-	-
Mr. Srinivas Koora	Promoter & Executive Director	9	9	Present	5	-	-
Mr. Jaison Jose	Promoter & Executive Director	9	7	Present	2	-	-

Mr. Vishal Chaddha	Executive Director upto November 07, 2019	6#	2	Present	1	-	-
Mr. Tushar Trivedi	Chairman- Independent & Non-Executive Director	9	9	Present	-	-	-
Mrs. Pratiksha Pingle	Independent & Non-Executive Director	9	9	Present	1	-	-
Mr. Premal Mehta	Independent & Non-Executive Director	9	9	Present	2	-	-
Mrs. Bhavna Chattopadhyay	Non-Executive & Non-Independent Director (upto November 07, 2019)	6#	0	Present	1	-	-
Mr. Soumyadri Bose	Non-Executive & Non-Independent Director (w.e.f February 20, 2020)	0*	NA	NA	2	-	-
Mr. Pranjal Sharma	Non-Executive & Non-Independent Director (w.e.f February 20, 2020)	0*	NA	NA	1	-	-

Notes:

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

*Appointed as a Non-Executive and Non-Independent Directors of the Company w.e.f. February 20, 2020.

#Resignation from the position of Directorship of the Company w.e.f. November 07, 2019.

Directorship in other Listed Companies:

None of the Directors of the Company is holding a Directorship in any other Listed Company.

Board Meetings

During the year under review, 9 (Nine) Meetings of the Board of Directors of the Company were convened on 24th May, 2019, 10th July, 2019, 06th August, 2019, 09th September, 2019, 27th September, 2019, 7th November, 2019, 13th December, 2019, 22nd January, 2020 and 05th February, 2020.

The Notice and Agenda (Except critical price sensitive information) of Board Meeting is given well in advance to all the Directors and Invitees (except in cases where Meetings were convened at a shorter notice) and in case agenda and detailed notes on agenda could not sent at least seven days in advance consent of the attendees (Board members / Committee members) to hold the meeting at shorter notice were duly obtained and Minutes of the Board Meetings disclose the time at which the meeting was held.

Disclosure of relationships between Directors inter-se

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

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

The Company does not have any convertible instruments, however the details of equity shares held by non-executive directors as on March 31, 2020 are as under:

Name of Director	Category of Director	No. of Shares Held
Mr. Tushar Trivedi	Non-Executive and Independent Director	22,243
Mr. Premal Mehta	Non-Executive and Independent Director	8,913
Mrs. Pratiksha Pingle	Non-Executive and Independent Director	-
Mr. Soumyadri Bose	Non-Executive and Non-Independent Director	-
Mr. Pranjal Sharma	Non-Executive and Non-Independent Director	-

Details of familiarization programmes imparted to independent directors

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

Periodic presentations are made at the Board and the Board constituted committee meetings pertaining to business and performance updates of the Company, global business environment, business strategies and risks involved.

The details of familiarization programmers have been posted on the website of the Company and the same may be viewed at https://www.xelpmoc.in/documents/Familiarisation%20Programme%20for%20Independent%20Directors1.pdf.

Independent Directors Meeting

As stipulated by Section 149(8) read with Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, 1 (One) separate meeting of Independent Directors was held on February 05, 2020, without the attendance of Non-Independent Directors and members of the management, to review the performance of the Chairperson, Non-Independent Directors, various committees of the Board and the Board as a whole. The Independent Directors also reviews the quality, content and timeliness of the flow of information from the management to the Board and its committees which is necessary to perform reasonably and discharge their duties. The meeting was attended by all the three Independent Directors of the Company.

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

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

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

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

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

Confirmation in respect of Independence

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

Detailed reason of resignation of Independent Directors

During the year, none of the Independent Directors of the Company have resigned from the Directorship of the Company. However, after the closure of financial year, Mrs. Pratiksha Pingle (DIN 06878382), Independent Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of May 15, 2020, stating the reason and confirmation in her resignation letter that "in terms of current employment policy of her Company she cannot hold a position of Directorship in any other Company (Whether Executive/Non-Executive or Independent), hence she is resigning from the Directorship of Xelpmoc Design and Tech Limited and there is no other material reason for resignation other than those stated above."

COMMITTEES OF THE BOARD

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

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

AUDIT COMMITTEE

a) Composition of the Committee

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

Sr. No.	Name of the Member	Designation
1.	Mrs. Pratiksha Pingle	Chairperson
2.	Mr. Tushar Trivedi	Member (Non-Executive and Independent)
3.	Mr. Srinivas Koora	Member (Executive)
4.	Mr. Premal Mehta	Member (Non-Executive and Independent) (Appointed w.e.f. February 05, 2020)

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

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

b) Terms of reference

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon, before submission to the Board for approval, with particular reference to:
   a) Matters required to be incorporated in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b) Changes, if any, in the accounting policies and practices and reasons for the same;
   c) Major accounting entries involving estimates based on the exercise of judgment by the management;
   d) Significant adjustments made in the financial statements arising out of audit findings;
   e) Compliance with listing and other legal requirements relating to financial statements;
   f) Disclosure of any related party transactions;
   g) Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of the inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Shall review the report on Compliances with Code of Conduct for prevention of Insider Trading on quarterly basis.
22. Shall review compliance with the Institutional Mechanism for Prevention of Insider Trading as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
23. Reviewing the utilization of loans and/ or advances from/ investments by the company

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

The Audit Committee shall also mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:

   a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

   b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

c) Meetings and Attendance

During the financial year ended on March 31, 2020, 9 (Nine) Audit Committee meetings were held on 24th May, 2019, 10th July, 2019, 06th August, 2019, 09th September, 2019, 27th September, 2019, 7th November, 2019, 13th December, 2019, 22nd January, 2020 and 05th February, 2020. The attendances of the Members at these meetings are as follows:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mrs. Pratiksha Pingle	9	9
2	Mr. Tushar Trivedi	9	9
3	Mr. Srinivas Koora	9	9

NOMINATION AND REMUNERATION COMMITTEE

a) Composition of the Committee

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

Sr. No.	Name of the Member	Designation
1	Mr. Premal Mehta	Chairman (Non-Executive and Independent)
2	Mr. Tushar Trivedi	Member (Non-Executive and Independent)
3	Mrs. Pratiksha Pingle	Member (Non-Executive and Non-Independent)

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

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

c) Meetings and Attendance:

During the financial year ended on March 31, 2020, 3 (Three) Nomination and Remuneration Committee meeting were held on 24th May, 2019, 07th November, 2019, 13th December 2019.

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

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Premal Mehta	3	3
2	Mr. Tushar Trivedi	3	3
3	Mrs. Pratiksha Pingle	3	3

d) Performance evaluation criteria for independent directors.

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Composition of the Committee

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

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

b) Brief description of terms of reference

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

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

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

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

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

c) Meetings and Attendance

During the financial year ended on March 31, 2020, 1 (One) Stakeholder Relationship Committee meeting was held on 05th February, 2020.

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

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

d) Compliance Officer

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

e) Investor Grievance Redressal

There is no Complaint/Grievance pending as on March 31, 2020. The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	Number of Complaints Received	Number of Complaints Resolved
Non- Receipt of Refund	-	-
Non- Receipt of Annual Report	-	-
Non- Receipt of Dividend Warrant	-	-
Through SEBI	-	-
Cash/Sale Offer for purchase of securities	-	-
Clarification regarding buyback of securities	-	-
Non receipt of offer document/ transfer deed in case of physical shares	-	-
Reason for rejection (non allotment)	-	-
Total	**-**	**-**

REMUNERATION OF DIRECTORS

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

Looking at the specialized knowledge, experience and expertise of Mr. Soumyadri Bose and Mr. Pranjal Sharma Non-Executive & Non-Independent Directors of the Company, in the field in which the Company operates, based on the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors of the Company and Shareholders of the Company vide special resolution dated 19th February, 2020, the Company proposed to take Corporate Strategy and Advisory consultancy from Mr. Soumyadri Bose and Mr. Pranjal Sharma for business growth, strategies and expansion of the Company and decided to pay Corporate Strategy and Advisory Fees of ₹ 25,000/- each per month which may be enhanced upto ₹ 2,50,000/- each per month, for a period of 3 years from the date of their appointment i.e. February 19, 2020, based on effective utilisation of their expertise, time and skill for business growth, strategies and expansion of the Company. Further Based on effective utilisation of their expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013. Further during the year, the Company has not paid any amount towards Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose and Mr. Pranjal Sharma Non-Executive & Non-Independent Directors of the Company.

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

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

b) Details with respect to Remuneration

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

(₹ in '000)

Name of Director	Fixed Component/ Salary	Benefits	Sitting Fees	Performance Linked Incentive/ Commission	Total
Executive Directors					
Mr. Sandipan Chattopadhyay	1,521.60	-	-	-	1,521.60
Mr. Srinivas Koora	1,521.60	-	-	-	1,521.60
Mr. Jaison Jose	1,521.60	-	-	-	1,521.60
Mr. Vishal Chaddha (Upto November 07, 2019)	904.17	-	-	-	904.17
Non-Executive and Independent Directors					
Mr. Tushar Trivedi	-	-	172.50	-	172.50
Mr. Premal Mehta	-	-	97.50	-	97.50
Mrs. Pratiksha Pingle	-	-	165.00	-	165.00
TOTAL	**5,468.97**		**435.00**		**5,903.97**

The tenure of Independent Directors is for 5 (Five) years and Executive Directors of the Company is for 3 (Three) years and Notice period for Executive Directors is 6 (Six) Months and Non-Executive Directors are liable to retire by rotation, there are no service contracts and no separate provision for payment of severance fees. However, the Company proposed to take Corporate Strategy and Advisory consultancy from Mr. Soumyadri Bose and Mr. Pranjal Sharma, Non-Executive & Non-Independent Directors of the Company, the details of which are provided in clause (a) above.

The Company does not provide performance-based incentive and any other benefits such as Bonus and pension to its directors.

The Company has not granted any Employee Stock Option to any Directors during the Financial Year 2019-2020.

None of the directors has received any Loans and advances from the Company during the year under consideration.

GENERAL BODY MEETINGS

a) Annual General Meetings

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

Financial Year	Date	Time	Venue	No. of Special Resolutions passed	Detail of Special Resolutions passed
2018-2019	27.09.2019	2.00 p.m.	#17, 4th Floor, Agies Building, 1st 'A' cross, 5th Block, Koramangala, Bangalore – 560034, Karnataka	5	1. Ratification of appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

					2. Ratification of appointment of Mr. Srinivas Koora (DIN 07227584), Wholetime Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 3. Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Wholetime Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015. 4.Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Wholetime Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2019 ("ESOP – 2019 / Scheme").
2017-2018	29-09-2018	11.00 a.m.	#17, 4th Floor, Agies Building, 1st 'A' cross, 5th Block, Koramangala, Bangalore – 560034, Karnataka	-	Not Applicable
2016-2017	29.09.2017	10.00 a.m.	S - 3, Prabhu Kunj, 2nd Main Road, Eshwara Layout, Opposite Citynest Club, Indiranagar, 2nd Stage, Bangalore - 560038	-	Not Applicable

b) Special Resolution(s) passed through Postal Ballot

During the year, the Company has passed the following Special Resolutions through Postal Ballot and Mr. Manish Rajnarayan Gupta/ Mr. Vijay Babaji Kondalkar Partners of VKMG & Associates LLP, Company Secretaries were appointed as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner:

Sr. No.	Description of Resolution passed	Resolution Type	Date of Passing
1	Approval to make Inter Corporate Loans and Investments or Guarantee or Security in excess of the prescribed limits under Section 186 of the Companies Act, 2013.	Special	February 19, 2020
2	Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.	Special	February 19, 2020
3	Appointment of Mr. Pranjal Sharma (DIN:06788125) as a Non-Executive & Non-Independent Director of the Company.	Special	February 19, 2020
4	Appointment of Mr. Soumyadri Bose (DIN:02795223) as a Non-Executive & Non-Independent Director of the Company.	Special	February 19, 2020
5	Payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (DIN:06788125), Non-Executive & Non-Independent Director of the Company.	Special	February 19, 2020
6	Payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose (DIN:02795223), Non-Executive & Non-Independent Director of the Company.	Special	February 19, 2020

Details of voting results were as under:

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special resolution in respect of enhancing the existing limit of Inter Corporate Loans and Investments or Guarantee or Security from ₹ 10 Crores to ₹ 30 Crores, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.	96,97,670	99.998	200	0.002

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special resolution in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option.	96,97,870	100.00	0.00	0.00

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special Resolution in respect of Appointment of Mr. Pranjal Sharma (DIN: 06788125) as a Non-Executive & Non-Independent Director of the Company and terms and condition of remuneration thereon.	96,97,870	100.00	0.00	0.00

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special Resolution in respect of Appointment of Mr. Soumyadri Bose (DIN: 02795223) as a Non-Executive & Non-Independent Director of the Company and terms and condition of remuneration thereon.	96,97,870	100.00	0.00	0.00

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special resolution in respect of Payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company, "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013	96,97,870	100.00	0.00	0.00

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special resolution in respect of Payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive & Non-Independent Director of the Company, "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013.	96,97,870	100.00	0.00	0.00

c) Procedure for Postal Ballot

1. The Board of Directors vide resolution dated December 13, 2019 had appointed Mr. Manish Rajnarayan Gupta / Mr. Vijay Babaji Kondalkar Partners of M/s. VKMG & Associates LLP, Company Secretaries, to act as a Scrutinizer.

2. The dispatch of Postal Ballot Notice dated December 13, 2019 together with explanatory statement and Postal Ballot forms was completed on January 20, 2020 to all the shareholders whose name appeared on the Register of Members as on January 10, 2020.

3. The Company has issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Hosadigantha", Local circulating Kannada Newspaper in Kannada Language as being the principal vernacular language of Bengaluru, Karnataka on January 21, 2020.

4. The Voting for Postal Ballot was kept open from Tuesday, January 21, 2020 at 9.00 a.m. to Wednesday, February 19, 2020 at 5.00 p.m. for both physical and electronic mode.

5. All Postal Ballot Forms received by Scrutinizer up to 5.00 p.m. on February 19, 2020 were considered for scrutiny. Postal Ballot Forms received after the date had not been considered.

6. The Scrutinizer submitted his report to the Chairman, after the completion of the scrutiny and the consolidated results of the voting by Postal Ballot were declared on February 20, 2020.

7. The voting results were sent to the Stock Exchanges on February 20, 2020 and displayed on the Company's website.

d) Special Resolution proposed to be conducted through Postal Ballot

No special resolution is proposed to be transacted through Postal Ballot process.

MEANS OF COMMUNICATIONS

Quarterly Results:

Quarterly Result are published in Financial Express, English newspaper having substantially circulation

Pan-India and in Hosadigantha, Kannada vernacular newspaper and are also posted on the Company's website: www.xelpmoc.in

Website:

The Company's website contains a separated dedicated section on 'Investor Relations'. It contains comprehensive data base of information of interest to our investors including the financial results, Annual Reports of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, official news releases, presentations made to institutional investors or to the analyst, business activities and the services rendered/facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as required in terms of Listing Regulations is provided on the Company's website and the same is updated regularly.

Annual Report:

The Annual Report containing, *inter alia*, Standalone Financial Statements, Consolidated Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report and Management Discussion and Analysis Report and other important information is circulated to the members and others entitled thereto and said Annual Report is displayed on the Company's website.

The Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations facilitate the service of documents to members through electronic means. The Company e-mails the soft copies of the Annual Report to all those members whose e-mail IDs are available with the Registrar and Transfer Agents.

NSE - Corporate Compliance and National Electronic Application Processing System (NEAPS):

The NEAPS is a web based system designed by NSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results etc. are also filed electronically on NEAPS.

BSE - Corporate Compliance and Listing Centre ("Listing Centre"):

The Listing Centre is web based application designed by BSE for corporate. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are filed electronically on the Listing Centre.

Unique Investor helpdesk:

Exclusively for investor servicing, the Company has set up unique investor Help Desk with multiple access modes as under:

Phone: +91-40-6716 2222,
Fax: +91-40- 2343 1551,
Toll Free No.: 1800-345-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

Designated email-ID:

The Company has also designated email-ID: investor@xelpmoc.in exclusively for investors servicing.

SEBI Complaint Redressal System (SCORES):

The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting Day, Date, Time & Venue	Wednesday, September 30, 2020 at 4:00 p.m. through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting
Financial Year	April 01 to March 31
Financial Calendar	Results are likely to be announced on (Tentative and subject to change)
1st quarter ending June 30, 2020	On or Before August 14, 2020
2nd quarter ending September 30, 2020	On or Before November 14, 2020
3rd quarter ending December 31, 2020	On or Before February 14, 2021
4th quarter ending March, 2021	On or Before May 29, 2021
Dividend Payment Date	Not Applicable
ISIN	INE01P501012
Email ID for Investors	investor@xelpmoc.in
Name & Address of Stock Exchanges	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. BSE Limited P. J. Towers, 1st Floor Dalal Street, Mumbai - 400 001.
Stock Code/Symbol	NSE - XELPMOC BSE - 542367

Payment of Listing Fees

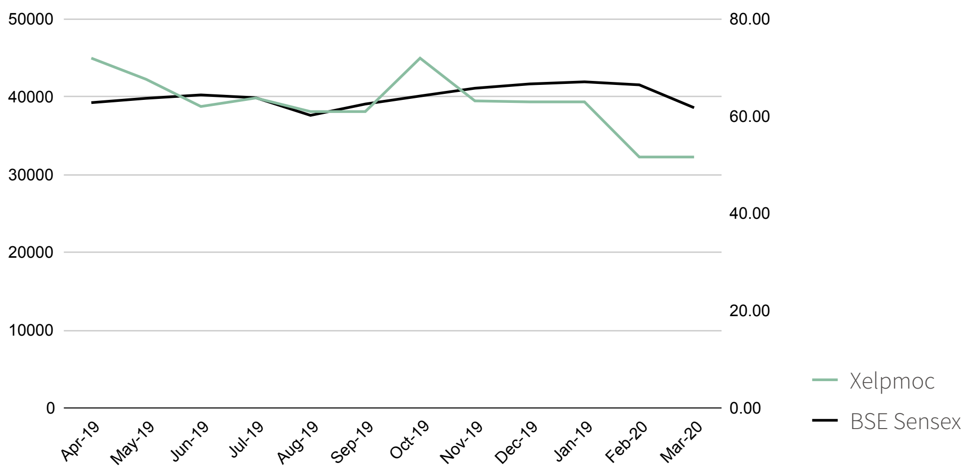
Annual Listing Fee for the year 2020-21 has been paid by the Company to Stock Exchanges.

Market Price Data: High, Low during each month in last financial year and performance in comparison to broad-based indices such as BSE Sensex, CNX Nifty indices

Month	NSE			BSE		
	High	Low	Volume (In. No. of Shares)	High	Low	Volume (In. No. of Shares)
Apr-19	77.80	66.05	81,203	79.85	66.35	11,067

May-19	74.95	66.00	70,116	73.95	66.05	10,810
Jun-19	72.00	55.00	60,266	71.00	59.00	6,297
Jul-19	68.80	54.25	59,851	70.00	55.00	6,015
Aug-19	69.00	54.00	1,24,673	70.00	54.60	5,784
Sep-19	75.00	56.50	51,348	73.25	60.00	3,782
Oct-19	75.00	57.00	47,652	72.95	61.00	449
Nov-19	76.00	56.20	62,000	74.00	58.20	6,330
Dec-19	69.80	58.05	58,553	69.45	58.10	5,212
Jan-20	75.00	55.50	63,304	69.80	58.00	10,925
Feb-20	76.25	50.45	1,23,310	75.60	51.00	23,834
Mar-20	57.95	38.00	38,427	60.50	39.10	5,764

Stock Price performance in Comparison to the BSE Sensex



Registrar and Transfer Agents

The Company has appointed KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) as its Registrar and Share Transfer Agent.

For any assistance regarding Share Transfers, Transmissions, change of address, duplicate/missing Share Certificate and other relevant matters, please write to the Registrar and Share Transfer Agent of the Company, at the address given below:

KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited)
Selenium Building, Tower B,
Plot No. 31-32 Financial District,
Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032.
Phone: +91-40-6716 2222,
Fax: +91-40-2343 1551,
Toll Free No.: 1800-345-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

Share Transfer System

All matters pertaining to Share Transfer are being handled by KFin Technologies Private Limited. The Share Transfer requests received are processed by them and a Memorandum of Transfer is sent to the Company for approval. The average time taken for processing Share Transfer requests including dispatch of Share Certificates is less than 15 days, while it takes a minimum of 15 days for processing dematerialisation requests. The Company's representatives visit the office of the Registrars and Share Transfer Agents to monitor, supervise and ensure that there are no delays or lapses in the system.

Distribution of Shareholding as on March 31, 2020

No. of Shares Held	No. of Share Holders	% of Total Share Holders	No. of Shares Held	% of Total Shareholding
Upto 5000	1089	78.01	1,47,405	1.08
5001-10000	87	6.23	71,013	0.52
10001-20000	67	4.80	99,754	0.73
20001-30000	37	2.65	88,904	0.65
30001-40000	19	1.36	64,346	0.47
40001-50000	9	0.64	39,445	0.29
50001-100000	27	1.93	1,91,391	1.40
Above 100000	60	4.37	1,30,03,040	94.88
Total	**1395**	**100.00**	**1,37,05,298**	**100.00**

Dematerialisation of Shares and Liquidity as on March 31, 2020

Category	No. of Shares Held	% of Total Shareholding
Shares held in Demat Form	1,32,00,050	96.31
Shares held in Physical Form	5,05,248	3.69
Total	**1,37,05,298**	**100.00**

Outstanding GDRs/ ADRs Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity

There are no outstanding GDRs/ADRs/Warrants or any Convertible instruments issued by the Company.

Commodity price risk or foreign exchange risk and hedging activities.

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and payable and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies. The Company does not hedge its foreign currency trade receivables and payables

The Company is not dealing in commodity hence there is no risk related to commodity price and hedging activities.

Plant/Office Location

The Company is not engaged in manufacturing activities hence does not have any plant location, however the Company has its offices in Kolkata, Bengaluru, Gurugram & Mumbai.

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

List of Credit ratings and Scheme or proposal in respect of mobilization of funds

The Company does not have any debt instruments or any fixed deposits scheme or programme and as of now there is no proposal of any scheme or programme in respect of mobilization of funds, whether in india or abroad, hence credit rating in relation to aforesaid purpose is not applicable to the Company.

OTHER DISCLOSURES

Disclosure on material related party transactions

During the financial year ended March 31, 2020, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

The Company is in full compliance with the matters related to capital market and there are no penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Whistle Blower policy and affirmation that no personnel has been denied access to the chairman of the audit committee.

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

Certificates from Practicing Company Secretaries

As required by Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from Mr. Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority and the same is annexed to this report.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of the Listing Regulations.

Adoption of Non-Mandatory requirements

The Company has not adopted any of the non-mandatory requirement of the Listing Regulations.

Web Links

The Company does not have any Subsidiary, hence does not required to formulate a policy for determining 'material' subsidiaries.

The policy on dealing with related party transactions is available on company website at https://www.xelpmoc.in/documents/Policy%20on%20Materiality%20of%20Related%20Party%20Transactions%20and%20Dealing%20with%20Related%20Party%20Transactions.pdf

Non-compliance of Corporate Governance.

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the Listing Regulations.

Details of Utilization of funds raised through preferential Allotment or qualified institutions placement

- During the year 2018-2019, the Company has raised an amount of ₹ 59,39,910 through preferential Allotment to meet the working capital requirement of the Company and same has been used for the said purpose.

- The details of Utilization IPO Proceeds as on 31st March, 2020 are as under:

(₹ in '000)

Particulars	Net proceeds as per prospectus
Gross proceeds of the Issue	2,30,044.74
Less: Estimated offer related expenses in relation to the Issue	33,551.50
Net Proceeds	**1,96,493.24**
Add: Saving in offer related expenses	4,973.94
Total	**2,01,467.18**

(₹ in '000)

Particulars	Projected	Utilised	Unutilised
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	54,875.19	1261.79	53,613.40
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71
Funding working capital requirements of our Company	60,000.00	41676.93	18,323.07
General corporate purposes (including savings in offer related expenses)	45,729.49	35,526.93	10,202.56
	2,01,467.18	**79,185.44**	**1,22,281.74**

Expenses incurred by the Company, amounting to ₹ 28,577.56/- (₹ in 000s), in connection with the IPO have been adjusted towards the securities premium in accordance with Section 52 of the Companies Act, 2013.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2020 temporarily invested in debt mutual funds ₹ 132,022.63* (₹ in 000s), and with banks ₹ 1,122.49 (₹ in 000s).

**Value stated represents investments which are mark to market as at 31st March, 2020.*

Recommendation of Committee:

During the year, there is no such cases where the recommendation of any committee of Board, had not accepted by the Board, which is mandatorily required to be accepted as per the law.

Total fees to paid to the Statutory Auditors

The Details of fees paid by the Company to the Statutory Auditor and all entities in the network firm/ network of entity which Statutory Auditor is a part, are as under:

Particulars	(₹ in '000)
Statutory Audit Fees	950.00
Taxation Matters	75.00
Certification and Other Services	50.00
Out of Pocket Expenses	37.93

Disclosures in relation to the Sexual Harrassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013)

Sr No.	Particular	Details
1.	Number of Complaints filed during the financial year	Nil
2.	Number of Complaints disposed of during the financial year	Nil
3.	Number of Complaints pending as on end of the financial year	Nil

Discretionary Requirements.

1. The Board – The Non-Executive Chairperson is entitle to maintain a chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholders Rights – The Quarterly, Half-yearly and Yearly results are published in the newspapers with adequate disclosures for information and knowledge of the shareholders /public at large and also uploaded on the Company's Website. The Company does not have a system of intimating shareholders individually about financial results, but, queries, if any, are replied immediately.

3. Modified Opinion(s) in audit report - The Company confirms that its financial statements are with unmodified audit opinion.

4. Separate post of Chairperson and Chief Executive Officer – The Company appointed separate position of Chairperson and Managing Director/Chief Executive officer.

5. Reporting of Internal Auditor - The Internal Auditor Reports directly to the Audit Committee of the Board.

Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any Demat Suspense / Unclaimed Suspense Account.

Compliance of Corporate Governance

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 Regulation 46(2) (b) to (i) of Listing Regulations for the Financial Year 2019-20.

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA
1	Board of Directors	17(1), 17(1A) & 17(1B)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(2A)	Quorum of Board Meeting	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation to the Non-Executive Directors	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation of Independent Directors	Yes
		17(11)	Special Business at General Meetings to be recommended by Board of Directors	Yes
		17(A)	Maximum number of Directorships	Yes
2	Audit Committee	18(1)	- Composition of Audit Committee - Presence of the Chairman of the Committee at the Annual General Meeting	Yes Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
3	Nomination & Remuneration Committee	19(1) & (2)	Composition of Nomination & Remuneration Committee	Yes
		19(2A)	Quorum of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19 (3A)	Meetings	Yes
		19(4)	Role of the Committee	Yes
4	Stakeholder Relationship Committee	20(1),(2) & (2A)	Composition of Stakeholder Relationship Committee	Yes
		20(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		20(3A)	Meeting	Yes
		20(4)	Role of the Committee	Yes

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA
5	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	NA
		21(3A)	Meeting	NA
		21(4)	Role of the Committee	NA
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employee	Yes
7	Related Party Transactions	23(1)	Policy for Related Party Transaction	Yes
		23(2)	Prior approval of Audit Committee for all Related Party Transactions	Yes
		23(3)	Omnibus approval of Audit Committee for Related Party Transactions and review of transaction by the Committee	NA
		23(4)	Approval for Material Related Party Transactions	NA
		23(9)	Disclosure of related party transactions on consolidated basis	Yes
8	Corporate governance requirements with respect to Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of Company	NA
9	Secretarial Audit	24A	Secretarial Audit of Company, Obtaining Annual Secretarial Compliance Report and Secretarial Audit Report Annexed with Annual Report	Yes
10	Obligations with respect to Independent Directors	25(1)	No Alternate Director for Independent Directors	Yes
		25(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Agenda for meeting of Independent Directors	Yes
		25(6)	Replacement of Independent Director upon Resignation/Removal.	NA
		25(7)	Familiarization of Independent Directors	Yes
		25(8) & (9)	Declaration of Independence by Independent Directors and Board to take note of such declaration.	Yes
		25(10)	D & O Insurance for Independent Directors	Yes
11	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26(1) & (2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non-Executive Directors	Yes
		26(5)	Disclosures by Senior Management about Potential conflicts of Interest	NA
		26(6)	No employee including key managerial personnel or director or promoter shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such Company	Yes
12	Other Corporate Governance Requirements	27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA
13	Disclosures on Website of the Company	46(2)(b)	Terms and Conditions of Appointment of Independent Directors	Yes
		46(2)(c)	Composition of various Committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Managerial Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Disclosed in Annual Report
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	NA
		46(2)(i)	Details of familiarization programmes imparted to Independent Directors	Yes

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has laid down Code of Conduct for prevention of insider trading, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The basic intention of the Code of Conduct is to prohibit employees or any other person from dealing in the Equity Shares of the Company while they are in possession of price sensitive information.

CODE OF CONDUCT

The Board has approved and adopted a Code of Conduct for all Board Members and senior management of the Company, which has been posted on the website of the Company at https://www.xelpmoc.in/documents/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management.pdf.

The Declaration of the Managing Director and CEO
To the members of Xelpmoc Design and Tech Limited

Sub: Compliance with Code of Conduct

I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as adopted by the Board of Directors.

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)

Date: June 09, 2020
Place: Bengaluru

ADDRESS FOR CORRESPONDENCE:
REGISTERED OFFICE
Xelpmoc Design and Tech Limited
CIN: L72200KA2015PLC082873
#17, 4th Floor, Agies Building,
1st 'A' Cross, 5th Block,
Koramangala,
Bengaluru – 560034
Tel: +91 80 4370 8360
E-mail ID: vaishali.kondbhar@xelpmoc.in
website: www.xelpmoc.in

CEO / CFO CERTIFICATE

(Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Xelpmoc Design and Tech Limited

1. We have reviewed financial statements and the cash flow statement of Xelpmoc Design and Tech Limited for the year ended March 31, 2020 and to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:

   i. that there are no significant changes in internal control over financial reporting during the year;

   ii. that there are no significant changes in accounting policies during the year; and

   iii. that there are no instances of significant fraud of which we have become aware.

Srinivas Koora
Chief Financial Officer
(DIN: 07227584)
Place: Hyderabad
Date: June 09, 2020

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)
Place: Bengaluru
Date: June 09, 2020

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Xelpmoc Design and Tech Limited

We have examined the compliance of conditions of Corporate Governance by Xelpmoc Design and Tech Limited ("the Company") for the year ended March 31, 2020 as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management, our examination was limited to procedures and implementation thereof, adopted by Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the management, we certify that, the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
M. NO. 43802
CP NO. 16067
UDIN: A043802B000329945

Place: Mumbai
Date: June 09, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala,
Bengaluru – 560 034

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Xelpmoc Design and Tech Limited** having CIN L72200KA2015PLC082873 and having registered office at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560 034 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr No.	Name of Directors	DIN	Date of Appointment in the Company
1.	Mr. Tushar Trivedi	08164751	02-07-2018
2.	Mr. Sandipan Chattopadhyay	00794717	16-09-2015
3.	Mr. Srinivas Koora	07227584	16-09-2015
4.	Mr. Jaison Jose	07719333	09-03-2017
5.	Mrs. Pratiksha Pingle	06878382	02-07-2018
6.	Mr. Premal Mehta	00090389	02-07-2018
7.	Mr. Soumyadri Bose	02795223	20-02-2020
8.	Mr. Pranjal Sharma	06788125	20-02-2020

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

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
M. NO. 43802
CP NO. 16067
UDIN: A043802B000329890

Place: Mumbai
Date: June 09, 2020

INDEPENDENT AUDITORS' REPORT

To The Members Of
Xelpmoc Design And Tech Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statement of Xelpmoc Design and Tech Limited ("the company"), which comprise the Balance Sheet as at March 31, 2020, 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 March 31, 2020, the loss and Total Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statement in accordance with the Standards on Auditing 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 judgement, 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.

Sr. No.	Key Audit Matter	Auditor's Response
1	Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers" The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the Balance Sheet date and movement in contract asset and contract liability Refer Note 28 to the Standalone Financial Statements.	Principal Audit Procedures: • We assessed the Company's process and controls to ensure that the revenue accounting standard is appropriately dealt with. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows: • Evaluated the design of internal controls and its operating effectiveness relating to adherence of the revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations, determination of transaction price and allocation of transaction price to each performance obligation

Sr. No.	Key Audit Matter	Auditor's Response
		• We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Ensured that appropriate disclosures as required are provided. Selected a sample of continuing and new contracts and performed the following procedures: • Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. • Compared these performance obligations with that Identified and recorded by the Company. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to record revenue and to test the basis of estimation and recognition of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • In respect of samples relating to fixed price contracts, the percentage of completion of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems in place in the company. • Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers. Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals. We reviewed the collation of information by the project leader and budgeting and timekeeping system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the Balance Sheet date.
2	Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates.	Principal Audit Procedures: Our audit approach was a combination of test of internal controls and substantive procedures which included the following:

Sr. No.	Key Audit Matter	Auditor's Response
	Estimated effort on a project is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of parameters like percentage completed up to the reporting date, efforts incurred till date and efforts required to complete the remaining unperformed obligations. Refer Note2.10and 28 to the Standalone Financial Statements.	• Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the unperformed performance obligations. • Tested the access and application controls pertaining to time recording, resource allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. • Selected a sample of contracts and tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. • Selected a sample of contracts and performed a detailed review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unperformed performance obligation to identify possible delays in achieving milestones, which require change in estimated efforts and cost to complete the remaining performance obligations. Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.
3	As described in Note 36 to the standalone financial statements, the Company has adopted Ind AS 116 Leases in the current year. The application and transition to this accounting standard is complex with different contractual terms. Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the Balance Sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgments and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition. Refer Note 2.8 and Note 36 to the standalone financial statements.	Our audit procedures on adoption of Ind AS 116 include: • Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116); • Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; • Involved our specialists to evaluate the reasonableness of the discount rates applied in determining the lease liabilities; • Upon transition as at 1 April 2019: - Evaluated the method of transition and related adjustments; - Tested completeness of the lease data by reconciling the Company's operating lease commitments to data used in computing ROU asset and the lease liabilities. • On a statistical sample, we performed the following procedures: - Assessed the key terms and conditions of each lease with the underlying lease contracts; and - Evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term. • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.

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, Business Responsibility 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 Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

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.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 read with Schedule V to the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Company did not have any pending litigations as on reporting date;

ii) The company did not have any long - term contracts including derivatives contract for which there were any material foreseeable losses;

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For JHS & Associates LLP
Chartered Accountants
Firm's Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 20105711AAAACI8764
Mumbai
Dated: June 9, 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting with reference to standalone financial statement of Xelpmoc Design And Tech Limited ("the Company") as of March 31, 2020 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 over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the "Act").

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 JHS & Associates LLP
Chartered Accountants
Firm's Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 20105711AAAACI8764
Mumbai
Dated: June 9, 2020

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Xelpmoc Design and Tech Limited of even date)

(1) In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company do not hold any title deeds of immovable property.

(2) The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

(3) According to the information and explanations given to us the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, reporting under clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company.

(4) In our opinion and according to the information and explanations given to us, the company has not entered into any transaction which could attract the provisions of Sec 185 of the Companies Act 2013 and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has not given any loan to any person or body corporate or given any guarantee or provided security in connection with a loan to any other body corporate or person, however made investment in compliance with provision of section 186 of the Companies Act, 2013.

(5) The Company has not accepted any deposits from public in terms of provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

(6) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

(7) According to the information and explanations provided to us and as per the records maintained by the Company in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

(c) As per information and explanations provided to us and as per the records of the Company, the Company does have any dues as at March 31, 2020 in respect of Income Tax, Goods and Service Tax and Cess which have not been deposited on account of any dispute.

(8) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

(9) In our opinion and according to information and explanations given to us by the management, monies raised by the company by way of initial public offer were applied for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been currently kept in current accounts with scheduled commercial bank and invested in liquid mutual fund schemes. The amount of idle/surplus funds invested as on the reporting date was ₹ 1,22,281.74 ('000) (Refer note 18 to the standalone financial statements).

(10) Based on audit procedures performed by us for the purpose of reporting the true and fair view of the standalone financial statements of the Company and based on records produced to us and according to information and explanations provided by the management, we have neither come across any instance of material fraud by the Company or any fraud on the Company by its officers or employees.

(11) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(12) According to information and explanation given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.

(13) In our opinion and according to the information and explanations given to us, transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(14) According to the information and explanations provided to us, based on overall examination of the standalone financial statements and based on the records of the Company, the Company has not made any preferential allotment or private placement of shares fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to Company.

(15) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(16) According to the information and explanation given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For JHS & Associates LLP
Chartered Accountants
Firm's Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 20105711AAAACI8764
Mumbai
Dated: June 9, 2020

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2020

(₹ in '000)

	Note No.	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	2,540.86	1,760.28
(b) Right of use assets	4	6,730.20	-
(c) Capital work-in-progress	5	-	376.75
(d) Other Intangible assets	6	193.54	68.09
(e) Intangible assets under development	7	1,761.83	984.50
(f) Financial Assets			
(i) Investments in Associates & Joint Ventures	8	1,155.55	1,173.55
(ii) Other Investments	9	3,48,271.49	2,73,245.45
(iii) Loans	10	-	5,341.82
(iv) Others	11	3,127.03	2,913.42
(g) Non-Current Assets (Net)	12	11,449.62	8,107.48
Total Non Current Assets		**3,75,230.12**	**2,93,971.34**
Current assets			
(a) Financial Assets			
(i) Investments	13	1,32,022.63	1,60,816.35
(ii) Trade receivables	14	9,926.78	9,546.17
(iii) Cash and cash equivalents	15	5,439.34	24,601.87
(iv) Others	16	12,500.30	4,790.71
(b) Other current assets	17	783.20	4,469.08
Total Current Assets		**1,60,672.25**	**2,04,224.18**
TOTAL ASSETS		**5,35,902.37**	**4,98,195.52**
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	18	1,37,052.98	1,37,052.98
(b) Other Equity	19	3,11,886.85	2,69,480.26

	Note No.	As at March 31, 2020	As at March 31, 2019
Total Equity		**4,48,939.83**	**4,06,533.24**
2. Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	20	3,488.55	-
(b) Provisions	21	1,161.86	1,830.29
(c) Deferred tax liabilities (Net)	22	65,852.77	65,210.77
Total Non Current Liabilities		**70,503.18**	**67,041.06**
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	23		
a) Total outstanding dues of micro enterprises and small enterprises		74.53	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,420.80	6,590.40
(ii) Lease Liabilities	24	3,171.40	-
(iii) Other financial liabilities	25	10,453.52	15,903.32
(b) Other current liabilities	26	1,252.12	2,027.73
(c) Provisions	27	86.99	99.77
Total Current Liabilities		**16,459.36**	**24,621.22**
TOTAL EQUITY AND LIABILITIES		**5,35,902.37**	**4,98,195.52**

The accompanying notes 1 to 45 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: June 09, 2020

For Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: June 09, 2020

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

STANDALONE STATEMENT OF PROFIT AND LOSS

YEAR ENDED MARCH 31, 2020

(₹ in '000)

	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
Revenue			
I. Revenue from Operations	28	81,113.29	60,886.95
II. Other Income	29	12,865.53	2,059.71
III. Total Income (I + II)		**93,978.82**	**62,946.66**
IV. Expenses			
Employee Benefits Expense	30	64,256.86	61,626.25
Finance Costs	31	803.34	12.38
Depreciation and Amortization Expense	32	5,626.30	2,507.23
Other Expenses	33	44,003.47	48,787.02
Total Expenses		**1,14,689.97**	**1,12,932.88**
V. Profit / (Loss) Before Exceptional Items and Tax (III-IV)		**(20,711.15)**	**(49,986.22)**
VI. Exceptional Items		**-**	**-**
VII. Profit / (Loss) Before Tax (V-VI)		**(20,711.15)**	**(49,986.22)**
VIII. Tax Expense			
Current taxes		-	-
Deferred Taxes		597.59	(587.19)
Total Tax Expense		**597.59**	**(587.19)**
IX. Profit/(loss) for the period from continuing operations (VII-VIII)		**(21,308.74)**	**(49,399.03)**
X. Profit/(loss) from discontinued operations		**-**	**-**
XI. Profit/(loss) for the Year (IX-X)		**(21,308.74)**	**(49,399.03)**
XII. Other Comprehensive Income			
A (i) Items that may be reclassified to profit or loss			
Remeasurements of defined benefit plans		1,509.99	869.27
Income tax effect		(345.49)	(226.01)
B (i) Items that will not be reclassified to profit or loss			
Net (loss)/gain on FVTOCI equity securities		62,249.74	76,198.02
Income tax effect		301.09	(19,811.48)

	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
Total Comprehensive Income for the year (XI+XII)		**42,406.59**	**7,630.77**
XIII. Earnings per Equity Share (Face Value ₹ 10)	**34**		
(1). Basic (₹)		(1.55)	(4.59)
(2). Diluted (₹)		(1.55)	(4.59)

The accompanying notes 1 to 45 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
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Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

STANDALONE STATEMENT OF CHANGES IN EQUITY

YEAR ENDED MARCH 31, 2020

(a) Equity share capital

(₹ in '000)

As at April 1, 2018	**65,171.32**
Changes in equity share capital during the year	71,881.66
As at March 31, 2019	**1,37,052.98**
Changes in equity share capital during the year	-
As at March 31, 2020	**1,37,052.98**

(b) Other equity (Refer Note 19)

(₹ in '000)

Particulars	Reserves and Surplus			Total
	Securities Premium	Retained Earnings	Other Comprehensive Income	
Balance as at April 01, 2018	**78,209.22**	**46,882.97**	**(268.14)**	**1,24,824.05**
Impact on account of Ind AS 115 revenue adjustments		1,500.00		1,500.00
Premium on issuance of equity shares pursuant to right issue	5,279.92			5,279.92
Premium on issuance of equity shares part of IPO	1,95,030.32			1,95,030.32
Premium utilised towards IPO expenses	(28,577.56)			(28,577.56)
Capitalisation of security premium on bonus issue	(36,207.25)			(36,207.25)
Profit for the year		(49,399.03)		(49,399.03)
Remeasurements of defined benefit plans		643.26		643.26
Net (loss)/gain on FVTOCI equity securities			56,386.54	56,386.54
Total comprehensive income for the year	**1,35,525.43**	**(47,255.77)**	**56,386.54**	**1,44,656.20**
Balance as at March 31, 2019	**2,13,734.65**	**(372.80)**	**56,118.40**	**2,69,480.26**
Profit for the year		(21,308.74)		(21,308.74)
Remeasurements of defined benefit plans		1,164.50		1,164.50
Net (loss)/gain on FVTOCI equity securities			62,550.83	62,550.83
Total comprehensive income for the year	**-**	**(20,144.24)**	**62,550.83**	**42,406.59**
Balance as at March 31, 2020	**2,13,734.65**	**(20,517.04)**	**1,18,669.23**	**3,11,886.85**

Nature and purpose of reserves:

Securities premium:

Securities premium is the premium recorded on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Other comprehensive income:

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

The accompanying notes 1 to 45 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: June 09, 2020

For Xelpmoc Design and Tech Limited

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DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

STANDALONE STATEMENT OF CASH FLOWS

YEAR ENDED MARCH 31, 2020

(₹ in ‘000)

	Year ended March 31, 2020	Year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit Before Income Tax	(20,711.15)	(49,986.22)
Adjustments for:		
Depreciation and Amortization Expense	5,626.30	2,507.23
Interest Income	(401.61)	(1,194.27)
Interest Expense	788.90	-
Unrealised gain on short term liquid funds	(10,500.19)	(562.78)
Realised gain on short term liquid funds	(1,456.09)	(253.57)
Bad Debt Written Off	3,641.38	341.67
Provision for Doubtful Debt /(Reversal of doubtful debts)	(3,616.50)	(28.21)
Remeasurements of defined benefit plans	1,509.99	869.27
	(4,407.81)	**1,679.32**
Operating Cash Flows Before Working Capital Changes	**(25,118.96)**	**(48,306.90)**
Adjustments for:		
(Increase)/Decrease in Others (Non-Current Financial Assets)	(213.61)	(2,913.42)
(Increase)/Decrease in Trade Receivables (Current)	(405.50)	12,458.32
(Increase)/Decrease in Others (Current Financial Assets)	(11,642.80)	(1,990.49)
(Increase)/Decrease in Other Current Assets	3,685.88	(4,206.66)
Increase/(Decrease) in Provisions (Non-Current)	(668.43)	216.00
Increase/(Decrease) in Trade Payables	(5,095.07)	2,243.19
Increase/(Decrease) in Other financial liabilities (Current)	(2,452.80)	4,386.44
Increase/(Decrease) in Other current liabilities (Current)	(775.61)	(578.50)
Increase/(Decrease) in Provisions (Current)	(12.78)	42.15
	(17,580.71)	**9,657.03**
Cash Generated from / (used) in Operations	**(42,699.67)**	**(38,649.87)**
Income tax refund received	-	368.68
Income Taxes Paid	(3,342.14)	(2,947.45)
Net Cash Flow from Operating Activities	**(46,041.81)**	**(41,228.63)**

	Year ended March 31, 2020	Year ended March 31, 2019
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Payment for Purchase of Property, Plant and Equipment	(3,567.81)	(2,609.63)
Proceeds from sale of fixed assets	-	2.34
Short term liquid investments made		(3,20,253.57)
Proceeds from redemption of Short term liquid investments	40,750.00	1,60,253.57
Intercorporate Deposits withdrawn/ (Placed)	9,275.03	(649.70)
Interest Received	401.61	688.94
Investments made	(14,547.68)	(6,029.84)
Sale of Investments	1,789.39	48.00
Net Cash Flow From Investing Activities	**34,100.53**	**(1,68,549.89)**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Payment of Lease liabilities	(3,435.35)	-
Proceeds from rights issue and Preferential allotment	-	659.99
Proceeds from issue of equity shares pursuant to IPO of the Company	-	35,014.42
Premium collected from rights issue and Preferential allotment	-	5,279.92
Premium collected on issue of equity shares pursuant to IPO of the Company	-	1,95,030.32
Expenses incurred in relation to IPO of the Company	-	(28,577.56)
Borrowings from directors (Net)	(2,997.00)	3,150.00
Expenses reimbursement to directors (Net)	-	2,110.34
Interest expenses	(788.90)	-
Net Cash Inflow/ (Outflow) From Financing Activities	**(7,221.25)**	**2,12,667.43**
D. Net Increase/(Decrease) in Cash and Cash Equivalents	**(19,162.53)**	**2,888.91**
Cash and cash equivalents at the beginning of the year	24,601.87	21,712.95
Cash and cash equivalents at the end of the year	**5,439.34**	**24,601.86**

The accompanying notes 1 to 45 form an integral part of Standalone financial statements.
In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner
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Place: Mumbai
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Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

NOTES

TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

1. COMPANY OVERVIEW

Xelpmoc Design and Tech Limited (“the Company”) is a public limited company, incorporated on 16th September 2015. The Company provides professional and technical consulting services The Company’s services includes offering of technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, and various other industries.

The range of services provided by the Company includes mobile and web application development, prototype development, thematic product development and data analytics assistance.

The Board of Directors approved the Financial Statements for the year ended March 31, 2020. These financial statements were authorized for issue on June 9th, 2020.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation of Standalone Financials Statements

a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 (“the Companies Act”). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

b. The Standalone Financials Statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

Items	Measurement Basis
Certain financial assets and liabilities (including derivative instruments)	Fair Value
Net defined benefit asset/liability	Fair value of the plan assets less present value of defined benefit obligation

c. The standalone financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest thousand, unless otherwise indicated.

d. Use of estimates and judgments

In preparing these Standalone Financials Statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Assumptions, judgements and estimation uncertainties

Information about assumptions, judgements and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2020 are made in in the following notes:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Estimation of useful life of property, plant and equipment
- Estimation of current tax expense and payable;
- Impairment of Financial Assets;
- Lease classification; and,
- Lease: whether an arrangement contains a lease
- Impact of Covid-19 (Global Pandemic)

e. Measurement of fair values

A number of the Company’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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

The company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of and asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(Note: 39 Financial Instruments - Fair values and risk management)

f. Current versus non-current classification:

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

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2 Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are capitalized at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, non-recoverable duties and taxes, freight, installation charges and any directly attributable cost of bringing the items to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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

Property, plant and equipment under construction are disclosed as capital work-in-progress. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method except for improvements to leasehold premises where the assets are depreciated on a straight line basis. Depreciation for assets purchased / sold during the period is proportionately charged.

Depreciation on tangible fixed assets has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed periodically, and adjusted if appropriate, including at each financial year end.

The estimated useful lives of items property, plant and equipment for the current and comparative periods are as follows;

Asset	Useful Life
Office equipment	5-7 years
Computer	3 – 4 years
Leasehold Improvements	Lease Tenure
Furniture & Fixtures	10 years

Assets with cost of acquisition less than ₹ 5,000 are fully depreciated in the year of acquisition.

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount.

These are included in statement of profit and loss.

iv. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

2.3 Intangible assets

i. Recognition and measurement

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

non-recoverable duties and taxes and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Assets under development are disclosed as Intangible assets under development. Amortization is not recorded on assets under development until development is complete and the asset is ready for its intended use.

ii. Amortization

The cost of the computer software capitalized as intangible asset is amortized over the estimated useful life on a straight-line basis.

Asset	Useful Life
Computer Software	3-6 Years

The estimated useful lives are as follows:

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

iii. Impairment

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization) had no impairment loss been recognized for the asset in prior years.

2.4 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 Non-Current assets (or disposal groups) held for sale and discontinued operations:

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the Balance Sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the Balance Sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

2.6 Impairment

i. Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit or loss.

Time barred dues from the government / government departments / government companies are generally not considered as increase in credit risk of such financial asset.

ii. Non- financial assets

The Company assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount in the statement of profit and loss.

The Company's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

2.7 An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.8 Leases

Company as a lessee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of Lease requires significant judgement. The Company uses significant judgement in assessing the Lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and period covered by an option to terminate the lease. if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the company uses incremental borrowing rate. For leases with reasonably similar characteristics, the company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the company classifies each of its leases as either an operating lease or a finance lease. The company recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

If an arrangement contains lease and non-lease components, the company applies Ind AS 115 Revenue to allocate the consideration in the contract.

Transition to Ind AS 116

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

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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

prospectively. Accordingly, the company has not restated comparative information of the previous year.

For transition, the company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

On transition, the company has recognized a 'Right of Use' asset of ₹ 10,095 thousand and a corresponding lease liability of ₹ 9,543 thousand. The effect of this adoption on is disclosed in note 36. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The principal portion of the lease payments have been disclosed under cash flow from financing activities. The lease payments for operating leases as per Ind AS 17 - Leases, were earlier reported under cash flow from operating activities. The weighted average incremental borrowing rate of 10% has been applied to lease liabilities recognised in the Balance Sheet at the date of initial application.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

The difference between the future minimum lease rental commitments towards non-cancellable operating leases reported as at March 31, 2019 compared to the lease liability as accounted as at April 1, 2019 is primarily due to exclusion of the commitments for the leases to which the company has chosen to apply the practical expedient or exemptions as per the standard.

Rental expense recorded for short-term leases was ₹ 5,927 thousand for the year ended March 31,2020

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

The Company does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant and no changes in terms of those leases are expected due to the COVID-19.

2.9 Financial instruments

i.Recognition and initial measurement

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

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

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

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The company reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. The company classifies its debt instruments as:

Amortized cost:

Debt Instruments that are held for collection of contractual cash flows where those cash Flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

c. Investment in subsidiaries, joint venture and associates

Investment in subsidiaries, joint venture and associates is carried at cost in the financial statements.

d. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

e. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

iv. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its Balance Sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

vi. Reclassification

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.10 Revenue

i) Sale of Services

The company primarily derives its revenue from providing software development services.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

The company has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts.

The Company disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Company's contracts with customers could include promises to transfer multiple services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii) Other Income

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.11 Foreign currencies

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each Balance Sheet date of the Company's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

i.Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

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

Minimum Alternate Tax (MAT):

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

2.13 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.14 Provision, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognized nor disclosed in the financial statements.

2.15 Employee benefits

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

ii. Post- employee benefits

Defined Contribution Plans:

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each Balance Sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

2.16 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

2.17 Earnings per share

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

Diluted earnings per share ('DEPS') is computed by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits

2.18 Cash flow statements

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Company are segregated.

2.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The company's management examines the company's performance as a whole i.e. providing of technological solution services and accordingly the company has only one reportable segment.

The Company generates revenue from rendering services to customers located outside India. All the assets of the Company are situated in India. Geographical segment to the extent of revenue generated from sales outside India has been disclosed (Refer Note no. 42).

2.20 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards.

There is no such notification which would have been applicable from April 1, 2020.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 3 PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2020

(₹ in '000)

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-19	Additions	Deductions/ adjustments during the year	As at 31-Mar-20	As at 01-Apr-19	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-20	As at 31-Mar-20	As at 31-Mar-19
Office Equipment	661.21	165.54	-	826.75	453.16	147.15	-	600.31	226.44	208.05
Computers	5,492.37	2,144.75	-	7,637.12	3,940.13	1,836.39	-	5,776.52	1,860.60	1,552.24
Leasehold Improvements	-	653.49	-	653.49	-	205.38	-	205.38	448.11	-
Furniture & Fixtures	-	6.99	-	6.99	-	1.27	-	1.27	5.72	-
Total	**6,153.58**	**2,970.77**	**-**	**9,124.35**	**4,393.29**	**2,190.20**	**-**	**6,583.49**	**2,540.86**	**1,760.29**

As at March 31, 2019

(₹ in '000)

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-18	Additions	Deductions/ adjustments during the year	As at 31-Mar-19	As at 01-Apr-18	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-19	As at 31-Mar-19	As at 31-Mar-18
Office Equipment	508.94	152.27	-	661.21	304.63	148.54	-	453.16	208.05	204.31
Computers	4,519.19	999.18	26.00	5,492.37	1,633.95	2,329.84	23.66	3,940.13	1,552.24	2,885.24
Leasehold Improvements	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-
Total	**5,028.13**	**1,151.45**	**26.00**	**6,153.58**	**1,938.58**	**2,478.38**	**23.66**	**4,393.29**	**1,760.29**	**3,089.55**

1) Property Plant and equipment are stated at cost less accumulated depreciation

2) The company has assessed that there are no indicators of impairment.

NOTE 4.RIGHT OF USE ASSETS

As at March 31, 2020

(₹ in '000)

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-19	Additions	Deletion	As at 31-Mar-20	As at 01-Apr-19	Additions	Deletion	As at 31-Mar-20	As at 31-Mar-20	As at 31-Mar-19
Right of use assets - Building	-	10,095.31	-	10,095.31	-	(3,365.10)	-	(3,365.10)	6,730.20	-
Total	**-**	**10,095.31**	**-**	**10,095.31**	**-**	**(3,365.10)**	**-**	**(3,365.10)**	**6,730.20**	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(₹ in '000)

As at March 31, 2019

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-18	Additions	Deletion	As at 31-Mar-19	As at 01-Apr-18	Additions	Deletion	As at 31-Mar-19	As at 31-Mar-19	As at 31-Mar-18
Right of use assets - Building	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes:

1) Effective April 1, 2019, the Group adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019 prospectively and has accrued Lease Liabilities at present value and equivalent Right of use assets on the date of initial application.

NOTE 5. CAPITAL WORK IN PROGRESS

(₹ in '000)

As at March 31, 2020

	As at 01-Apr-19	Additions	Transfer	As at 31-Mar-20
Capital work in progress	376.75	276.75	653.49	-
Total	**376.75**	**276.75**	**653.49**	**-**

(₹ in '000)

As at March 31, 2019

	As at 01-Apr-18	Additions	Transfer	As at 31-Mar-19
Capital work in progress	-	376.75	-	376.75
Total	**-**	**376.75**	**-**	**376.75**

Notes:

1) Capital work in progress (CWIP) comprises expenditure for fitouts for delivery centre at Kolkata. The Company has capitalised the entire value to Leasehold Improvements during the year.

NOTE 6. INTANGIBLE ASSETS

(₹ in '000)

As at March 31, 2020

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-19	Additions	Deductions/ adjustments during the year	As at 31-Mar-20	As at 01-Apr-19	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-20	As at 31-Mar-20	As at 31-Mar-19
Computer Software	96.94	196.45	-	293.39	28.85	71.00	-	99.85	193.54	68.09
Total	**96.94**	**196.45**	**-**	**293.39**	**28.85**	**71.00**	**-**	**99.85**	**193.54**	**68.09**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(₹ in '000)

As at March 31, 2019

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-18	Additions	Deductions/ adjustments during the year	As at 31-Mar-19	As at 01-Apr-18	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-19	As at 31-Mar-19	As at 31-Mar-18
Computer Software	-	96.94	-	96.94	-	28.85	-	28.85	68.09	-
Total	**-**	**96.94**	**-**	**96.94**	**-**	**28.85**	**-**	**28.85**	**68.09**	**-**

Notes:

1) Intangible Assets are stated at cost less accumulated depreciation.

2) Computer software consists of purchased software licenses

3) The company has assessed that there are no indicators of impairment

NOTE 7 INTAGIBLE ASSETS UNDER DEVELOPMENT

(₹ in '000)

As at March 31, 2020

	As at 01-Apr-19	Additions	Transfer	As at 31-Mar-20
Intagible assets under development	984.50	777.33	-	1,761.83
Total	**984.50**	**777.33**	**-**	**1,761.83**

(₹ in '000)

As at March 31, 2019

	As at 01-Apr-18	Additions	Transfer	As at 31-Mar-19
Intagible assets under development	-	984.50	-	984.50
Total	**-**	**984.50**	**-**	**984.50**

Notes:

1) Intangible assets under development as at March 31, 2020 represents amount of employee cost incurred towards development of intangible assets . The total amount of Intangible assets under development as at March 31, 2020 is ₹ 1,761.83 ('000) (March 31, 2019: 984.50 ('000)).

2)The company has assessed that there are no indicators of impairment

NOTE 8. INVESTMENTS IN ASSOCIATES & JOINT VENTURES

(₹ in '000)

	Face Value	Numbers		Amounts	
		As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Unquoted:					
Carried at cost					
(a) Investments in Equity Instruments of Joint Ventures					

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	Face Value	Numbers		Amounts	
		As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Fortigo Network Xelpmoc Private Limited					
NIL (as at 31 March 19: 18,000) Equity Shares of ₹ 1 each, fully paid up	1.00	-	18,000	-	18,000
(b) Investments in Equity Instruments of Associate Company					
Madworks Ventures Private Limited					
15,204 (as at 31 March 19: 15,204) Equity Shares of ₹ 10 each, fully paid up	10.00	15,204	15,204	243.26	243.26
(c) Investments in Compulsorily Convertible Preference Instruments of Associate Company					
Madworks Ventures Private Limited					
57,018 (as at 31 March 19: 57,018) Preference Shares of ₹ 10 each, fully paid up	10.00	57,018	57,018	912.29	912.29
				1,155.55	**1,173.55**

Aggregate Amount of Unquoted Investments	1,155.55	1,173.55
Aggregate Amount of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Provision for Impairment in the Value of Investments	-	-

Notes:

1) The company subscribed to MoA of Fortigo Network Xelpmoc Private limited and paid ₹ 49,000 towards purchase of 49,000 ordinary shares of ₹ 1 each alloted on 3 May 2017. On June 30, 2018 the company disposed 31,000 equity shares at cost resulting in no gain to the Company. Further, on June 20, 2019, the company disposed of the balance 18,000 equity shares at cost resulting in no profit or gain to the company. Subsequent to these disposal, the holding of the company in the investee has been reduced to NIL (31st March 2019 - 18%). Also the Joint Venture agreement stands terminated and hence the investee company ceases to be the Joint Venture of the Company.

2) The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14 February 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. Post this acquisition the company holds 21.74 % of the share capital of the investee company on a fully diluted basis.

NOTE 9. OTHER INVESTMENTS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Unquoted:		
At Fair Value through Other Comprehensive Income		
Investment in Equity Instruments		
Fortigo Network Logistic Private Limited	1,95,039.49	1,64,035.34
122,232(as at 31 March 19: 122,232) Equity Shares of ₹ 1 each, fully paid up		

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As at March 31, 2020	As at March 31, 2019
Gyankosh Solutions Private Limited (refer note 2 below)	-	2,735.25
32,939 (as at 31 March 19: 32,939) Equity Shares of ₹ 1 each, fully paid up		
Ideal Insurance Brokers Private Limited*	3,691.58	6,548.95
7,500 (as at 31 March 19: 5,000) Equity Shares of ₹ 10 each, fully paid up		
Inqube Innoventures Private Limited	4,892.18	7,144.29
655 (as at 31 March 19: 655) Equity Shares of ₹ 10 each, fully paid up		
Intellibuzz TEM Private Limited (refer note 2 below)	-	2,660.86
12,300 (as at 31 March 19:12,300) Equity Shares of ₹ 10 each, fully paid up		
PHI Robotics Research Private Limited	2,067.80	2,536.32
167 (as at 31 March 19:167) Equity Shares of ₹ 10 each, fully paid up		
Snaphunt Pte Ltd**	37,626.77	37,349.89
12,088 (as at 31 March 19: 9,670) Equity Shares of SGD. 1 each, fully paid up		
Woovly Private Limited	37,514.34	-
2,490 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Rype Fintech Private Limited	1.00	-
100 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Mihup Communication Private Limited	11,444.34	-
9,100 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Taxitop Media Private Limited	2,084.70	-
1,905 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Leadstart Publishing Private Limited	4,535.62	-
4200 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Investment in Preference Shares		
Mihup Communication Private Limited		
31,512 (as at 31 March 2019: 31512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up	39,630.12	39,939.57
2,941 (as at 31 March 2019: 2,941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up	2,076.33	3,727.54
Snaphunt Pte Ltd ***		
NIL (as at 31 March 19: 11283) Optionally convertible preference shares of SGD. 1 each, fully paid up	-	574.39
KidsStopPress Media Private Limited		
683 (as at 31 March 19: 683) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	3,001.48	2,993.65
684 (as at 31 March 19: 684) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	3,005.88	2,998.03

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As at March 31, 2020	As at March 31, 2019
684 (as at 31 March 19: 684) Optionally Convertible Preference Shares of ₹ 10 each, partly paid up (Refer note 44)	1.36	1.36
Rype Fintech Private Limited		
1,24,900 (as at 31 March 19: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	1,249.00	-
Graphixstory Private Limited		
3,900 (as at 31 March 19: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	409.50	-
	3,48,271.49	**2,73,245.45**

Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments)	3,48,271.49	2,73,245.45
Aggregate Amount of Quoted Investments		-
Aggregate Market Value of Quoted Investments		-
Aggregate Provision for diminution in value of Investments	5,409.94	-

*** includes 2500 Equity shares received as as bonus shares issued by Ideal Insurance brokers Private Limited. The company issued 1 bonus shares for every 2 equity shares held.**

**** includes 2418 Equity shares issued by Snaphunt Pte Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1.**

***** 8865 Optionally Convertible Preference Shares of Snaphunt Pte Ltd were redeemed at cost during the financial year and the balance 2418 OCPS were converted into Equity shares of 1 SGD fully paid up.**

Notes:

1)Investments in equity instruments of private limited entities has been designated as fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/ Market comparable method.

2) The Company has made investments in technology start ups entities Gyankosh Solutions Private Limited (GSPL) and Intellibuzz TEM Private Limited (ITPL) and these entities has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in these entities for ₹ 2396.64 (‘000) and ₹ 3,013.30 (‘000) respectively which is equivalent to the carrying value of these Invesments. The impairment losses have been appropriately recognised through OCI.

NOTE 10. NON-CURRENT FINANCIAL ASSETS- LOAN

(₹ in ‘000)

	As at March 31, 2020	As at March 31, 2019
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured*	-	5,341.82
Total	**-**	**5,341.82**

*Represents loan given to suppliers for the purpose of meeting the working capital requirement at simple interest of 9% payable annually.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 11. NON-CURRENT FINANCIAL ASSETS - OTHERS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Other Bank Balances:		
- In Bank Deposits #	642.87	600.00
- Interest accrued on Bank Deposits	33.99	34.19
Security deposits	2,450.17	2,279.23
Total	**3,127.03**	**2,913.42**

Under lien for corporate credit card facility.

NOTE 12. NON-CURRENT ASSETS (NET)

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Prepaid Lease payments*	-	368.17
Capital Advances	-	276.75
Tax Receivable from Govt. authorities	11,449.62	7,462.57
[Net of Provision for taxation - ₹ Nil]	-	-
(Refer Note 22 for tax reconciliations)	-	-
Total	**11,449.62**	**8,107.48**

*Prepaid Lease payments of ₹ 368.17 (in '000) has been reclassified to right-of-use asset pursuant to transition to Ind AS 116.

NOTE 13. CURRENT INVESTMENTS

(₹ in '000)

	Units		Amount	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Investments in short term liquid funds				
Quoted				
Kotak Corporate Fund Direct Growth	23,076	27,810	63,696.24	70,282.74
Net asset value per unit as at 31st March 2020: ₹ 2,760.32/-				
IDFC Cash Fund - Growth	53	53	128.12	120.90
Net asset value per unit as at 31st March 2020: Rs 2,401.83/-				
IDFC Corporate Bond Fund - Direct Growth	39,05,884	39,05,884	54,536.29	50,231.23
Net asset value per unit as at 31st March 2020: ₹ 13.9626/-				
IDFC Ultra Short-Term Fund - Direct Growth	11,97,747	37,88,919	13,661.98	40,181.49
Net asset value per unit as at 31st March 2020: Rs 11.406/-				
Total			**1,32,022.63**	**1,60,816.35**

NOTE 14. TRADE RECEIVABLES

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Trade Receivables considered good - Secured		
Trade Receivables considered good - Unsecured *	9,926.78	9,546.17
Trade Receivables which have significant increase in Credit Risk	3,480.89	3,754.83
Less: Allowance for increase in credit risk	(3,480.89)	(3,754.83)
	9,926.78	9,546.17
Total	**9,926.78**	**9,546.17**
* Includes dues from related parties (Refer Related Party Transaction Note 35)	844.00	844.00

NOTE 15. CASH AND CASH EQUIVALENTS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
- In Current Accounts	5,421.07	5,564.86
Cash on Hand	18.27	37.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As at March 31, 2020	As at March 31, 2019
Held in short term bank deposits	-	19,000.00
Total	**5,439.34**	**24,601.87**
Cash and cash equivalent as per Statement of Cash Flows	**5,439.34**	**24,601.87**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods

NOTE 16. OTHER CURRENT FINANCIAL ASSETS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Unbilled Revenue	12,151.36	473.68
Rental Security Deposits	347.25	3,093.47
Interest Accrued on corporate deposits	-	1,186.99
Interest Accrued on Fixed deposits	-	16.57
Advance to staff	1.68	20.00
Total	**12,500.30**	**4,790.71**

NOTE 17. OTHER CURRENT ASSETS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Considered good		
Prepaid expenses	578.39	570.81
Prepaid Lease Payments*	-	184.08
Balances with Government authorities (net)	-	3,325.79
Advance to vendors	65.01	388.40
Contracts fulfilment costs	139.80	-
Total	**783.20**	**4,469.08**

*Prepaid Lease payments of ₹ 184.08 (in '000) has been reclassified to right-of-use asset pursuant to transition to Ind AS 116.

NOTE 18. STANDALONE STATEMENT OF EQUITY SHARE CAPITAL

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Authorised		
1,50,00,000 Equity Shares (31-Mar-19: 1,50,00,000) of ₹ 10 each	1,50,000.00	1,50,000.00
Issued		
1,37,05,298 Equity Shares (31-Mar-19: 1,37,05,298) of ₹ 10 each	1,37,052.98	1,37,052.98
Subscribed and Fully Paid up		
1,37,05,298 Equity Shares (31-Mar-19: 1,37,05,298) of ₹ 10 each	1,37,052.98	1,37,052.98
Total	**1,37,052.98**	**1,37,052.98**

NOTES:

a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:

(₹ in '000)

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	1,37,05,298	1,37,052.98	65,17,132	65,171.32
Add: Bonus shares issued during the year on capitalisation of securities premium	-	-	36,20,725	36,207.25
Add: Shares issued during the year pursuant to rights issue and preferential allotment	-	-	65,999	659.99
Add: Shares issued during the year pursuant to IPO	-	-	35,01,442	35,014.42
Shares outstanding at the end of the year	**1,37,05,298**	**1,37,052.98**	**1,37,05,298**	**1,37,052.98**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

b) Initial Public Offer

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of 35,01,442 equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per equity share to retail shareholders. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 000s) (net of issue expenses). The equity shares of the Company were listed on BSE and NSE effective February 04, 2019.

Particulars	Projected	Utilised	Unutilised
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	53,613.40
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71
Funding working capital requirements of our Company	60,000.00	41,676.93	18,323.07
General corporate purposes (including savings in offer related expenses)	45,729.49	35,526.93	10,202.56
	2,01,467.18	**79,185.44**	**1,22,281.74**

IPO proceeds net of IPO related expenses which remain utilised as at March 31, 2020 temporarily invested in short term liquid funds ₹ 132,022.63 (₹ in 000s) (fair value as on 31st March 2020) and with banks ₹ 1,122.49 (₹ in 000s).

c) Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rupees 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% held	No. of Shares	% held
Sandipan Samiran Chattopadhyay	40,79,102	29.76%	40,79,102	29.76%
Srinivas Koora	25,36,598	18.51%	25,36,598	18.51%
Jaison Jose	8,41,290	6.14%	8,41,290	6.14%
University of Notre Dame DU LAC	12,25,800	8.94%	12,25,800	8.94%
	86,82,790		**86,82,790**	

e) Aggregate number of bonus shares issued, for consideration other than cash during the period of 5 years immediately preceeding the reporting date:

Particulars	As at March 31, 2020	As at March 31, 2019
	No. of Shares	No. of Shares
Equity shares allotted as fully paid bonus shares by capitalisation of security premium	-	36,20,725

The Company by way of Special Resolution had recommended to capitalise a sum of ₹ 3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on March 31, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹ 10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on 27th July, 2018 ("Record Date"), in proportion of 55(Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

f) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings as on the reporting date.

NOTE 19. OTHER EQUITY

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Securities Premium	2,13,734.65	2,13,734.65
Retained Earnings	(20,517.04)	(372.80)
Other Comprehensive Income	1,18,669.23	56,118.40
Total	**3,11,886.85**	**2,69,480.26**

OTHER RESERVES MOVEMENT

	As at March 31, 2020	As at March 31, 2019
Other Comprehensive Income		

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As at March 31, 2020	As at March 31, 2019
Net (loss)/gain on FVTOCI equity securities	62,550.83	56,386.54
Remeasurements of the net defined benefit Plans	1,164.50	643.26
Less : Remeasurements of the net defined benefit Plans Transferred to Retained Earnings	(1,164.50)	(643.26)
Total	**62,550.83**	**56,386.54**

NOTE 20. LEASED LIABILITIES (NON-CURRENT)

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Lease Liabilities	3,488.55	-
Total	**3,488.55**	**-**

NOTE 21. NON-CURRENT PROVISIONS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Provision for Employee Benefits		
Gratuity (Net)	860.22	1,452.26
Compensated absences (Net)	301.63	378.03
Total	**1,161.86**	**1,830.29**

NOTE 22. DEFERRED TAX LIABILITIES (NET)

(₹ in '000)

	As at 31 March, 2020	As at 31 March, 2019
Deferred Tax Liability		
a) Property, Plant & Equipment and Intangibles		
b) Gain / (Loss) on Fair Value change of Financial assets	(64,662.86)	(64,963.94)
c) Defined benefit obligations & Other long term employee benefits	-	-
d) Unrealised gain on Mutual Funds	(2,784.33)	-
e) Provision for doubtful debts	-	(976.26)
	(67,447.19)	**(65,940.20)**
Deferred Tax Assets		
a) Property, Plant and Equipment	325.74	227.61
b) Defined benefit obligations & Other long term employee benefits	314.31	501.81
c) Provision for doubtful debts	876.07	
d) Others	78.30	-
	1,594.42	**729.42**
Total	**(65,852.77)**	**(65,210.77)**

* As per Tax (amendment) Ordinance 2019, a new section 115BAA has been inserted in the Income Tax act, 1961 to give the benefit of reduced corporate tax rate for domestic companies subject to certain condition specified therein. The company is eligible for the reduced corpoate tax rate hence effective Income tax rate applicable to the Company for FY 2019-20 has been changed to 25.168% (including surcharge of 10% & health and education cess rate of 4% on the rate of 22%) from earlier 26%, accordingly the deferred tax is computed as per the revised rates.

NOTE 22A. THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING:

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Current Tax:		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred Tax		
(Decrease)/ increase in deferred tax assets/liabilities	597.59	(587.19)
Deferred tax (net)	597.59	(587.19)
Total income tax expense	**597.59**	**(587.19)**

CURRENT TAX AND DEFERRED TAX RELATED TO ITEMS RECOGNISED IN OTHER COMPREHENSIVE INCOME DURING THE YEAR:

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Net loss/(gain) on FVTOCI equity securities	(301.09)	19,811.48
Net (loss)/gain on remeasurements of defined benefit plans	345.49	226.01
Total	**44.40**	**20,037.49**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Profit/(Loss) before income taxes	(20,711.15)	(49,986.22)
Indian statutory income tax rate	25.17%	26.00%
Expected income tax expense	(5,212.58)	(12,996.42)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax impact of income not subject to tax		
a) Temporary Differences	597.59	(587.19)
b) Permanent Differences	44.10	105.22
Tax effects of amounts which are not deductible for taxable income		
Impact due to change in the rate of corporate taxation		(23.87)
Others	2,013.73	
Deferred tax on carried forward losses**	(7,868.00)	(12,490.58)
Total income tax expense	**(5,212.58)**	**(12,996.42)**

** No deferred tax assets has been created on unused tax losses in the absence probability of future taxable profits that will be available against which the unused tax losses can be utilised.

DEFERRED TAX (LIABILITIES):

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Gain / (Loss) on Fair Value change of Financial assets		(19,811.48)
Defined benefit obligations & Other long term employee benefits	(187.50)	
Unrealised gain on Mutual Funds	(2,784.33)	
Total deferred tax liabilities	**(2,971.83)**	**(19,811.48)**

DEFERRED TAX ASSETS:

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Property, Plant and Equipment	98.13	286.68
Gain / (Loss) on Fair Value change of Financial assets	301.09	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As At March 31, 2020	As At March 31, 2019
Defined benefit obligations & Other long term employee benefits	-	67.12
Provision for doubtful debts	1,852.32	7.34
Others	78.30	-
Total deferred tax assets	**2,329.84**	**361.14**
Net Deferred tax (Liabilities) / Assets	**(641.99)**	**(19,450.34)**

MOVEMENT IN DEFERRED TAX LIABILITIES / ASSET

(₹ in '000)

	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities / Asset (net)
As at March 31, 2018	**(46,206.43)**	**445.95**	**(45,760.47)**
Property, plant and equipment	286.73		286.73
Gain / (Loss) on Fair Value change of Financial assets		(19,811.48)	(19,811.48)
Defined benefit obligations & Other long term employee benefits		67.12	67.12
Provisional for Doubtful Debts	7.34		7.34
As at 31 March 2019	**(45,912.36)**	**(19,298.41)**	**(65,210.78)**
Property, plant and equipment	98.13		98.13
Gain / (Loss) on Fair Value change of Financial assets		301.09	301.09
Unrealised gain on Mutual Funds	(2,784.33)		(2,784.33)
Defined benefit obligations & Other long term employee benefits	157.99	(345.49)	(187.50)
Provisional for Doubtful Debts	1,852.32		1,852.32
Additional expenses on adoption of Ind AS 116 - Leases	78.30		78.30
As at 31 March 2020	**(46,509.95)**	**(19,342.81)**	**(65,852.78)**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 23. TRADE PAYABLES

As at March 31, 2020

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Total outstanding dues of micro enterprises and small enterprises	74.53	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,420.80	6,590.40
Total	**1,495.33**	**6,590.40**

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the Balance Sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

(₹ in '000)

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006	As At March 31, 2020	As At March 31, 2019
(i) Principal amount and interest dur thereon remaining unpaid to MSME suppliers as at the end of the accounting year:		
-Principal	Nil	Nil
-Interest	Nil	Nil
(ii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day	Nil	Nil
(iii) The amount of interest due and payable for the year	Nil	Nil
(iv) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(v) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

NOTE 24. LEASE LIABILITIES (CURRENT)

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Lease Liabilities	3,171.41	-
	3,171.41	**-**

NOTE 25. OTHER FINANCIAL LIABILITIES (CURRENT))

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Provision for expenses	1,797.43	896.73
Payable to employees*	5,194.88	5,731.75

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As At March 31, 2020	As At March 31, 2019
Remuneration payable to Key Management Personnel*	1,609.64	3,103.36
Other financial liabilities *	1,851.57	6,171.48
Total	**10,453.52**	**15,903.32**
* Includes dues to related parties (Refer Related Party Transaction Note. 35)	3,663.10	9,274.84

NOTE 26. OTHER CURRENT LIABILITIES

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
GST Payable (net)	22.72	175.24
Other Statutory dues	1,229.40	1,673.67
Advance from customer	-	178.82
Total	**1,252.12**	**2,027.73**

NOTE 27. CURRENT PROVISIONS

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Provision for Employee Benefits		
Gratuity (Net)	9.48	2.82
Compensated absences (Net)	77.52	96.95
Total	**86.99**	**99.77**

NOTE 28. REVENUE FROM OPERATIONS

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Sale of Services*	81,113.29	60,886.95
Total	**81,113.29**	**60,886.95**
* Includes earnings in foreign currency	12,947.52	10,414.68

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

i. Contract Balances as at:

(₹ in '000)

	As at 31 March, 2020	As at 31 March, 2019
Trade receivables	9,926.78	9,546.17
Contract Assets (Unbilled Revenue)	12,151.36	473.68
Contract Liabilities	-	178.82

ii.

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	178.92	-
Invoice raised in the period from:		
Amounts included in the contract assets at the beginning of the period	473.68	-

iii. Revenue disaggregation by geography is as follows:

(₹ in '000)

Geography	Year ended March 31, 2020	Year ended March 31, 2019
India	67,815.77	39,974.58
Others	13,297.52	20,912.37
Total	**81,113.29**	**60,886.95**

iv. Revenue disaggregation by industry vertical is as follows:

(₹ in '000)

Industry vertical	Year ended March 31, 2020	Year ended March 31, 2019
Banking, Financial Services and Insurance	721.42	11,091.43
Communication, Media and Technology	32,585.11	5,544.34
Ecommerce	10,768.50	6,776.13
Logistics	5,400.00	9,440.00
Retail and Consumer Business	2,350.00	14,045.46
Social Media	5,856.61	3,488.65
Others	23,431.65	10,500.94
Total	**81,113.29**	**60,886.95**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

On account of adoption of Ind AS 115, unbilled revenues of ₹ 12,151.36 ('000s) for year ending March 31, 2020 (₹ 473.68 ('000s) for year ending March 31, 2019) has been considered as a financial asset.

NOTE 29. OTHER INCOME

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Other Non-Operating Income		
Net Gain on Foreign Currency Transactions and Translations	13.95	-
Miscellaneous Income	493.70	20.87
Interest Income	401.61	1,194.27
Realised gain on mutual fund units	1,456.09	253.57
Unrealised gain on mutual fund units	10,500.19	562.78
Provision for Credit Loss	-	28.21
Total	**12,865.53**	**2,059.71**

NOTE 30. EMPLOYEE BENEFITS EXPENSE

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Salaries and Wages*	61,354.56	58,573.53
Contribution to Provident and Other Funds*	1,858.83	1,585.89
Staff Welfare Expenses*	1,043.47	1,466.83
Total	**64,256.86**	**61,626.25**
* Includes payment to related party (Refer Related Party Transaction Note. 35)	6,676.88	6,445.17

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 31. FINANCE COSTS

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
A) Finance Cost		
Interest cost on Lease Liability	788.90	-
Other Interest expenses	14.44	12.38
Total	**803.34**	**12.38**

NOTE 32. DEPRECIATION AND AMORTISATION

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation on Right of Use assets	3,365.10	-
Depreciation and Amortisation - Other assets	2,261.20	2,507.23
Total	**5,626.30**	**2,507.23**

NOTE 33. OTHER EXPENSES

(₹ in '000)

		Year ended March 31, 2020	Year ended March 31, 2019
Power and Fuel		1,472.25	994.88
Rent (Refer Note 36)		5,927.06	6,679.13
Rates and Taxes		1,046.64	1,580.43
Repairs and Maintenance			
- Buildings		1,385.58	481.99
- Others		828.81	829.18
Sales Promotion & Marketing Expense		413.09	468.35
Travelling & Conveyance		4,708.49	6,311.06
Communication Charges		5,142.17	4,043.06
Auditors' Remuneration			

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

		Year ended March 31, 2020	Year ended March 31, 2019
- As Auditor		950.00	575.00
- For Taxation Matters		75.00	75.00
- Certification and Other Services		50.00	-
- For Out of Pocket Expenses		37.93	4.76
Legal & Professional Charges		982.50	368.25
Net Loss on Foreign Currency Transactions and Translations		-	215.00
Courier Expenses		24.23	39.88
Office Expenses		985.58	672.51
Generator rent		-	78.92
Recruitment expense		55.00	171.46
Subscription fee		7.18	100.00
Project Expenses		199.82	219.36
Provision for Bad debts		3,480.89	-
Bad debts written off	3,641.38		341.67
Less: Provision for doubtful debts utlised	(3,616.50)	24.89	
Consultancy Fees		13,485.37	23,311.52
Miscellaneous expenses		2,721.01	1,225.61
Total		**44,003.47**	**48,787.02**

Auditor's Remuneration

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
As Auditors	950.00	575.00
For Taxation matters	75.00	75.00
Certification and Other Services* (Refer Note below)	50.00	1,405.00
For out of pocket expenses* (Refer Note below)	37.93	81.65
Total	**1,112.93**	**2,136.65**

* Note: During the year ending March 31, 2019, the Company has incurred ₹ 1,405.00 ('000s) and ₹ 76.89 ('000s) towards audit of restated financial statements, certification and out of pocket expenses for the Initial Public Offer of the equity shares of the Company. These expenses are adjusted against securities premium collected on issue of equity shares.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 34. EARNINGS PER SHARE

	March 31, 2020	March 31, 2019
Net Profit After Tax (₹'000)	**(21,308.74)**	**(49,399.03)**
Number of Shares outstanding at the beginning of the year	1,37,05,298	65,17,132
Add: Bonus shares issued during the year	-	36,20,725
Add : Shares Issued during the year	-	65,999
Add : Shares Issued during the year part of IPO	-	35,01,442
Number of Shares outstanding at the end of the year	1,37,05,298	1,37,05,298
Weighted Average Number of Equity Shares		
For calculating Basic EPS and diluted EPS	1,37,05,298	1,07,67,384
Earnings Per Share Before and After Extraordinary Items		
(Face Value ₹ 10)		
Basic (₹)	(1.55)	(4.59)
Diluted (₹)	(1.55)	(4.59)

NOTE 35. RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Joint ventures

Name of the Joint Venture	Country	% Holding as at March 31, 2020	% Holding as at March 31, 2019
Fortigo Networks Xelpmoc Private Limited (upto 20 June 2019)	India	0.00 %	18.00 %

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

b) Associates

Name of the Joint Venture	Country	% Holding as at March 31, 2020	% Holding as at March 31, 2019
Madworks Ventures Private Limited	India	21.74 %	21.74 %

c) Companies under common Control with whom transactions have taken place

i)	Jzeva Signature Jewelcrafts Private Limited	upto 23 August 2018
ii)	Getbasis Securities and Technology India Private Limited	upto 28 September 2018
iii)	Mihup Communication Private Limited	

d) Key Management Personnel (KMP) and Relatives

i)	Sandipan Samiran Chattopadhyay	KMP	
ii)	Srinivas Koora	KMP	
iii)	Jaison Jose	KMP	
iv)	Vishal Chaddha	KMP	upto 7 November 2019
v)	Abhay Kadam	Company Secretary	up to 24 July 2018
vi)	Vaishali Kondhbar	Company Secretary	w.e.f 24 July 2018
vii)	Bhavna Chattopadhyay	Director	w.e.f. 2 July 2018 & upto 7 November 2019
		Relative of KMP	w.e.f. 8 November 2019
viii)	Pranjal Sharma	Non-executive director	w.e.f. 20 February 2020
ix)	Soumyadri Shekhar Bose	Non-executive director	w.e.f. 20 February 2020

e) Independent Directors

i)	Premal Mehta	w.e.f. 2 July 2018
ii)	Pratiksha Pingle	w.e.f. 2 July 2018
iii)	Tushar Trivedi	w.e.f. 2 July 2018

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

B) The Related Party Transactions are as under :

(₹ in '000)

Particulars of Transactions	Total	
	Year ended March 31, 2020	Year ended March 31, 2019
(i) Transactions with Associates & Joint Ventures		
Sale of Services		
Fortigo Network Xelpmoc Private Limited	-	3,700.00
Madworks Venture Private Limited	-	800.00
	-	**4,500.00**
Disposal of investment in equity shares		
Fortigo Network Xelpmoc Private Limited	18.00	31.00
	18.00	**31.00**
(ii) Transactions with Companies Under Common Control		
Expenses incurred by us on behalf of others		
Jzeva Signature Jewelcrafts Private Limited	-	138.26
Getbasis Securities and Technology India Pvt. Ltd.	-	216.09
	-	**354.35**
(iii) Transactions with Key Managerial Personnel and Relatives		
Remuneration paid to directors and KMP (including employer's contribution to PF)		
Srinivas Koora	1,521.60	1,521.60
Sandipan Samiran Chattopadhyay	1,521.60	1,521.60
Jaison Jose	1,521.60	1,521.60
Vishal Chaddha	904.17	1,500.00
Abhay Kadam	-	76.00
Vaishali Kondhbar	516.60	304.37
	5,985.57	**6,445.17**
Remuneration paid to Relatives of directors and KMP (including employer's contribution to PF)		
Bhavna Chattopadhyay	691.31	-
	691.31	**-**
Loan taken from Directors		
Sandipan Samiran Chattopadhyay	-	12,950.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	Year ended March 31, 2020	Year ended March 31, 2019
Jaison Jose	-	2,700.00
Srinivas Koora	880.00	4,200.00
	880.00	**19,850.00**
Loan repaid to Directors		
Sandipan Samiran Chattopadhyay	2,950.00	10,000.00
Jaison Jose	-	2,700.00
Srinivas Koora	927.00	4,000.00
	3,877.00	**16,700.00**
Issue of Bonus shares to Directors & KMP		
Srinivas Koora	-	9,000.83
Sandipan Chattopadhyay	-	14,474.23
Jaison Jose	-	2,985.22
Bhavna Chattopadhyay	-	1,608.25
	-	**28,068.53**
Expenses incurred by directors & KMP		
Sandipan Samiran Chattopadhyay	79.18	573.15
Srinivas Koora	947.19	3,809.53
Bhavna Chattopadhyay	358.96	620.60
Jaison Jose	185.56	
	1,570.89	**5,003.28**
Expenses incurred by relatives of directors & KMP		
Bhavna Chattopadhyay	268.55	
	268.55	**-**
Reimbursement of expenses to directors & KMP		
Sandipan Samiran Chattopadhyay	672.19	84.82
Srinivas Koora	1,425.00	2,389.08
Bhavna Chattopadhyay	630.38	419.05
Jaison Jose	144.60	-
Vishal Chhadha	10.41	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	Year ended March 31, 2020	Year ended March 31, 2019
	2,882.58	**2,892.94**
Reimbursement of Expenses to relatives of directors & KMP		
Bhavna Chattopadhyay	192.97	
	192.97	**-**
Sitting Fees		
Bhavna Chattopadhyay	-	30.00
Premal Mehta	97.50	52.50
Pratiksha Pingle	165.00	52.50
Tushar Trivedi	172.50	75.00
	435.00	**210.00**
Purchase of Shares (Investments) from Directors / KMP		
Sandipan Samiran Chattopadhyay (Refer Note c below)	4,375.74	-
	4,375.74	**-**

Notes

(a) Transactions with the related parties have been reported since the date they become related.

(b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the company as a whole.

(c) Company has purchased 9,100 Equity Shares of Mihup communication Private Limited from Mr. Sandipan Chattopadhyay, Executive director of the company for ₹ 4,375.74 (in ‘000)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(₹ in '000)

	Associate Company/Joint Ventures		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Outstanding Balances										
Receivables										
Madworks Venture Private Limited	844.00	844.00							**844.00**	**844.00**
Payables										
Remuneration Payable to Directors & KMP										
Srinivas Koora					760.49	796.66			**760.49**	**796.66**
Sandipan Samiran Chattopadhyay					98.09	782.80			**98.09**	**782.80**
Jaison Jose					751.07	731.30			**751.07**	**731.30**
Vishal Chaddha					-	759.60			**-**	**759.60**
Vaishali Kondhbar					-	33.00			**-**	**33.00**
Remuneration Payable to relative of Directors & KMP										
Bhavna Chattopadhyay					196.20	-			**196.20**	**-**
Expenses reimbursement Payable to Directors & KMP										
Srinivas Koora					1,352.56	1,830.29			**1,352.56**	**1,830.29**
Sandipan Samiran Chattopadhyay					305.03	898.04			**305.03**	**898.04**
Bhavna Chattopadhyay					-	201.55			**-**	**201.55**
Jaison Jose					40.96	-			**40.96**	**-**
Expenses reimbursement Payable to Relative of Directors & KMP										
Bhavna Chattopadhyay					5.71				**5.71**	**-**
Sitting Fees Payable to Directors										
Bhavna Chattopadhyay							-	12.00	**-**	**12.00**
Premal Mehta							-	33.75	**-**	**33.75**
Pratiksha Pingle							-	12.00	**-**	**12.00**
Tushar Trivedi							-	33.75	**-**	**33.75**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Unsecured Loans from Directors										
Srinivas Koora					153.00	200.00	-		**153.00**	**200.00**
Sandipan Samiran Chattopadhyay					-	2,950.00	-		**-**	**2,950.00**

NOTE 36. LEASES

Prepaid rent of ₹ 552.25 (₹ in ‘000) has been re-classified to right of use assets pursuant to transition to Ind AS 116.

Further, the Company has created Lease Liability of ₹ 9,543.06 (₹ in ‘000) equivalent to the present value of future Lease rental outgoings and has recognized Right of use assets equivalent to Lease Liability as further adjusted by Prepaid rent of ₹ 10,095.30 (₹ in ‘000).

Company amortises the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss.

The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

To this extent performance of the company for the current year is not comparable with the previous year.

(₹ in ‘000)

Particulars	Year ended March 2020 comparable figures	Changes due to Ind AS 116	Year ended March 2020 Reporting figures
Other expenses	47,675.47	(3,672.00)	44,003.47
Finance costs	14.44	788.90	803.34
Depreciation & amortisation	2,261.20	3,365.10	5,626.30
Profit Before Tax	(20,229.14)	482.01	(20,711.15)

The Company’s significant leasing agreements are in respect of operating lease for office premises which are not non- cancellable and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended March 31, 2020 is 5,927.06 (previous year ended March 31, 2019: 6,679.13) .

NOTE 37. HEDGING CONTRACTS

The uncovered foreign exchange exposure:

(in ‘000)

Particulars	Currency	As at March 31, 2020	As at March 31, 2019
Receivables	UK Pounds	37.53	38.98
Receivables	US Dollars	5.00	18.00
Payables	US Dollars	-	(6.47)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 38. EMPLOYEE BENEFIT

a) DEFINED CONTRIBUTION PLAN

Provident Fund:

The contributions to the Provident Fund of certain employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution on the company

b) DEFINED BENEFIT PLAN

Gratuity:

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

c)Amounts Recognised as Expense:

I) Defined Contribution Plan

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,671.09 ('000) (March 2019: ₹ 1,767.18 ('000)) has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

a. Gratuity cost amounting to ₹ 924.61 ('000) (March 2019: ₹ 933.60 ('000)) has been included in Note 30 under the head of employee benefits expense.

b. Remeasurement gain/(loss) on defined benefit plan amounting to ₹ 1509.99 ('000) (March 2019: ₹ 869.27 ('000)) is credited to statement of Other comprehensive Income

The amounts recognised in the Company's financial statements as at year end are as under:

(₹ in '000)

	March 31, 2020	March 31, 2019
i) Change in Present Value of Obligation		
Present value of the obligation at the beginning of the year	1,455.08	1,390.75
Current Service Cost	785.93	795.09
Interest Cost	138.68	138.51
Actuarial Gain / (Loss) on Obligation- Due to Change in Demographic Assumptions	-	39.51
Actuarial Gain / (Loss) on Obligation- Due to Change in Financial Assumptions	72.31	34.82
Actuarial Gain / (Loss) on Obligation- Due to Experience	(1,582.30)	(943.61)
Benefits Paid		
Present value of the obligation at the end of the year	**869.70**	**1,455.08**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	March 31, 2020	March 31, 2019
ii) Change in Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-
Return on plan assets excluding interest income	-	-
Benefits Paid	-	-
Fair value of Plan Assets at the end of the year	-	-
iii) Amounts Recognised in the Balance Sheet:		
Present value of Obligation at the end of the year	869.70	1,455.08
Fair value of Plan Assets at the end of the year	-	-
Funded status - Deficit	869.70	1,455.08
Net Liability recognised in the Balance Sheet	**869.70**	**1,455.08**
iv) Amounts Recognised in the Statement of Profit and Loss:		
Current Service Cost	785.93	795.09
Interest Cost on Obligation	138.68	138.51
Net Cost Included in Personnel Expenses	**924.61**	**933.60**
v) Recognised in other comprehensive income for the year		
Actuarial Gain / (Loss) on Obligation	(1,509.99)	(869.27)
Return on plan assets excluding interest income	-	-
Recognised in other comprehensive income	**(1,509.99)**	**(869.27)**
vi) Actuarial Assumptions		
i) Discount Rate	6.61%	7.51%
ii) Salary Escalation Rate	12.00% p.a.	12.00% p.a.
iii) Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

	As at March 31, 2020	As at March 31, 2019
Projected Benefits Payable in Future Years From the Date of Reporting		
Within the next 12 months	9.78	2.92
2nd Following Year	17.17	117.87
3rd Following Year	30.85	174.20
4th Following Year	105.69	237.46
5th Following Year	137.31	275.62
Sum of Years 6 To 10	681.84	1,242.89

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	March 31, 2020		March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (100 basis points)	(62.01)	70.53	(104.70)	117.74
Future salary growth (100 basis points)	64.82	(57.31)	106.21	(95.19)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown. The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

ix) Other details

Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Stress Testing of Assets	Not Applicable
Investment Strategy	Not Applicable
Comment on Quality of Assets	Not Applicable
Management Perspective of Future Contributions	As per Actuarial calculation

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

x) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

III) Compensated absences

The leave obligations cover the company's liability for earned leave.

The company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

(₹ in '000)

Particulars	As at March 31, 2020	As at March 31, 2019
The Actuarial Liability in respect of the compensated absence of earned leave	379.15	474.98
Less: Plan assets	-	-
Net obligation	379.15	474.98
Significant Assumptions		
Discounting Rate	6.61%	7.51%
Salary escalation Rate	12%	12%
Retirement Age	58 Years	58 Years

NOTE 39. FINANCIAL INSTRUMENTS

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in '000)

As at March 31, 2020	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Investments								
Shares*	-	3,49,427.04	-	3,49,427.04	-	-	3,49,427.04	3,49,427.04
Others	-	-	3,127.03	3,127.03	-	-	3,127.03	3,127.03
Current								
Current Investments	1,32,022.63	-		1,32,022.63	1,32,022.63	-	-	1,32,022.63
Trade receivables	-	-	9,926.78	9,926.78	-	-	9,926.78	9,926.78
Cash and cash equivalents	-	-	5,439.34	5,439.34	-	-	5,439.34	5,439.34
Other Current Financial Assets	-	-	12,500.30	12,500.30	-	-	12,500.30	12,500.30
	1,32,022.63	**3,49,427.04**	**30,993.45**	**5,12,443.12**	**1,32,022.63**	**-**	**3,80,420.49**	**5,12,443.12**
Financial liabilities								
Non Current		**-**						
Lease Liabilities	-	-	3,488.55	3,488.55	-	-	3,488.55	3,488.55
Current	**-**	**-**			**-**	**-**		
Trade and other payables	-	-	1,420.80	1,420.80	-	-	1,420.80	1,420.80
Lease Liabilities	-	-	3,171.40	3,171.40	-	-	3,171.40	3,171.40
Other Current Financial Liabilities	-	-	10,453.52	10,453.52	-	-	10,453.52	10,453.52
	-	**-**	**18,534.27**	**18,534.27**	**-**	**-**	**18,534.27**	**18,534.27**

(₹ in '000)

As at March 31, 2019	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	2,74,419.00	-	2,74,419.00			2,74,419.00	2,74,419.00
Loans	-	-	5,341.82	5,341.82			5,341.82	5,341.82
Others	-	-	2,913.42	2,913.42			2,913.42	2,913.42
Current								
Current Investments	1,60,816.35	-		1,60,816.35	1,60,816.35	-	-	1,60,816.35
Trade receivables	-	-	9,546.17	9,546.17	-	-	9,546.17	9,546.17
Cash and cash equivalents	-	-	24,601.87	24,601.87	-	-	24,601.87	24,601.87

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Other Current Financial Assets	-	-	4,790.71	4,790.71	-	-	4,790.71	4,790.71
	1,60,816.35	**2,74,419.00**	**47,193.99**	**4,82,429.34**	**1,60,816.35**	**-**	**3,21,612.99**	**4,82,479.84**
Financial liabilities								
Current								
Trade and other payables	-	-	6,590.40	6,590.40	-	-	6,590.40	6,590.40
Other Current Financial Liabilities	-	-	15,903.32	15,903.32	-	-	15,903.32	15,903.32
	-	**-**	**22,493.72**	**22,493.72**	**-**	**-**	**22,493.72**	**22,493.72**

*** Note: Includes investment in equity instruments of Associates companies which are valued at cost**

Level - 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities

Level - 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level - 3 :inputs for the asset or liability that are not based on observable market data (unobservable inputs)

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the equity instruments.
	Market Comparable Method (MCM)	The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc.	An average of the performances of the comparable companies / businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments.
Investment in preference shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the preference instruments.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Level 3 fair values

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

(₹ in '000)

Particulars	Total
Opening Balance (1 April 2018)	**1,91,171.36**
Gain/(loss) recognised in OCI (unrealised)	76,198.02
Purchases	7,096.51
Sales	(46.88)
Closing Balance (31 March 2019)	**2,74,419.01**
Opening Balance(1 April 2019)	2,74,419.01
Gain/(loss) recognised in OCI (unrealised)	62,249.74
Purchases	14,547.68
Sales	(1,789.39)
Closing Balance (31 March 2020)	**3,49,427.04**

NOTE 40. FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at March 31, 2020 and March 31, 2019 as below:

(₹ in '000)

	Currency	March 31, 2020	March 31, 2019
Financial assets			
Trade receivables	GBP	3,470.31	3,526.26
	USD	373.70	1,245.06
		3,844.01	**4,771.32**
Trade payables	USD	-	447.53
		-	**447.53**

The following significant exchange rates have been applied during the year.

	Spot rate as at	
	March 31, 2020	March 31, 2019
UK Pound INR	0.011	0.011
US Dollar INR	0.013	0.014

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at March 31 2020 and March 31 2019 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in '000)

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2020		
5% movement		
UK Pound Vs INR	173.52	(173.52)
US Dollar Vs INR	18.69	(18.69)
	192.20	**(192.20)**

(₹ in '000)

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2019		
5% movement		
UK Pound Vs INR	176.31	(176.31)
US Dollar Vs INR	39.88	(39.88)
	216.19	**(216.19)**

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, loans to employees and other receivables. The risk of default is assessed as low. Security deposits includes amounts due in respect of certain lease contracts.

The risk of default is considered low as the counterparties represent apart from the governmental authority large, well established companies within India.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks

Credit risk for trade receivables is evaluated as follows

Expected credit loss for trade receivables and unbilled revenue under simplified approach

As at March 31, 2020 (₹ in '000)

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	10,487.42	2,920.25	13,407.67
Expected credit loss rate	13.39%	71.10%	25.96%
Expected credit loss (provision for credit loss)	(1,404.64)	(2,076.25)	(3,480.89)
Carrying amount of trade receivables	**11,892.06**	**844.00**	**9,926.78**

As at March 31, 2019 (₹ in '000)

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	9,546.17	3,754.83	13,301.01
Expected credit loss rate	0.00%	100.00%	
Expected credit loss (provision for credit loss)	-	(3,754.83)	(3,754.83)
Carrying amount of trade receivables	**9,546.17**	**-**	**9,546.17**

Management believes that the unimpaired amounts that are past due by less than a year are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(₹ in '000)

Trade Receivables Impairments	Total
Balance as at March 31, 2018	**3,783.05**
Foreign exchange translation on receivables considered doubtful	(28.21)
Balance as at March 31, 2019	**3,754.83**
Receivables considered doubtful	3,480.89
Foreign exchange translation on receivables considered doubtful	(138.34)
Amount written off	(3,616.50)
Balance as at March 31, 2020	**3,480.89**

C. MANAGEMENT OF LIQUIDITY

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments

(₹ in '000)

		Contractual cash flows				
March 31, 2020	**Carrying amount**	**Total**	**Less than 1 Year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade and other payables	1,495.33	1,495.33	1,495.33	-	-	-
Other Financial Liabilities	10,453.52	10,453.52	10,453.52	-	-	-
Lease Liabilities	6,659.95	7,344.00	3,672.00	3,672.00	-	-

(₹ in '000)

		Contractual cash flows				
March 31, 2019	**Carrying amount**	**Total**	**Less than 1 Year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade and other payables	6,590.36	6,590.36	6,590.36	-	-	-
Lease Liabilities	15,903.32	15,903.32	15,903.32	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 41. OTHER RISK - IMPACT OF COVID 19

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

While the Company believes strongly that it would be able to quickly adapt the changes in the current pandemic situation, however, the impact on future revenue streams could come from –

- Any fundamental changes in the Client's consumer behaviour, supply chain and routes to market.

- the inability of our clients to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers.

- Clients postponing their discretionary spends due to change in priorities.

The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID – 19 is a continuous process given the uncertainities associated with its nature and duration.

The Company has considered the effect of changes, if any, in both counterparty credit risk and own credit risk due to COVID - 19.

The Financial assets carried at fair value as at March 31, 2020 is ₹ 512,443.12 ('000). A significant part of the Non - Current Investments in Portfolio companies are classified at Level 3. The fair value of such Non-current investments ₹ 349,427.04 ('000) is marked to an active market which factors the uncertainties arising out of COVID-19.

The Current Investments carried at fair value as at March 31, 2020 ₹ 132,022.63 are mainly investments in debt mutual funds and accordingly, any significant volatility is not expected.

Financial assets of ₹ 6,082.21 ('000) as at March 31, 2020 carried at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks with no significant credit risk. Trade receivables of ₹ 9,926.78 ('000) as at March 31, 2020 forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable.

NOTE 42. SEGMENT REPORTING

Operating Segment

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from software development services	81,113.29	60,886.95

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108

- Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹ 32,297.46 (₹ In 000s) (March 31, 2019; ₹ 36,851.42 (₹ In 000s)) are derived from three customers (March 31, 2019; Four customers) who contributed more than 10% of the Company's total revenue from software development services.

Geographical segment

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue for software development services;		
- India	67,815.77	39,974.58
- Outside India	13,297.52	20,912.37
	81,113.29	**60,886.95**

There are no Non-Current Assets located outside India. All the assets of the Company are located in India.

NOTE 43. OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the company is to provide technology services and solutions, the company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of Indi a Act, 1934.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 44. COMMITMENTS AND CONTINGENCIES

As at March 31, 2020

(₹ in '000)

Commitments (to the extent not provided for)	Amount
Uncalled liability on preference shares partly paid;	3,015.07

Company	Share	No of shares	Uncalled & unpaid
Kidsstoppress Media Private Limited	Convertible Preference share	684	3,015.07

NOTE 45. EVENTS AFTER THE REPORTING PERIOD

There were no events that occurred after the reporting period i.e. 31 March, 2020 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: June 09, 2020

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: June 09, 2020

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

INDEPENDENT AUDITORS' REPORT

To The Members Of
Xelpmoc Design And Tech Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of Xelpmoc Design and Tech Limited ("the Holding Company") and its Jointly Controlled company and Associate company (the Holding Company and its jointly controlled company and associate company together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Sr. No.	Key Audit Matter	Auditor's Response
1	Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers" The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability. .	Principal Audit Procedures: • We assessed the Company's process and controls to ensure that the revenue accounting standard is appropriately dealt with. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows: • Evaluated the design of internal controls and its operating effectiveness relating to adherence of the revenue accounting standard.

Sr. No.	Key Audit Matter	Auditor's Response
	The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date and movement in contract asset and contract liability. Refer Note 28 to the Consolidated Financial Statements	• Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations, determination of transaction price and allocation of transaction price to each performance obligation. • We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Ensured that appropriate disclosures as required are provided. Selected a sample of continuing and new contracts and performed the following procedures: • Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. • Compared these performance obligations with that Identified and recorded by the Company. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to record revenue and to test the basis of estimation and recognition of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • In respect of samples relating to fixed price contracts, the percentage of completion of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems in place in the company. • Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers. Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals. We reviewed the collation of information by the project leader and budgeting and timekeeping system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the Balance Sheet date.

<table>
<tr><th>Sr. No.</th><th>Key Audit Matter</th><th>Auditor's Response</th></tr>
<tr><td>2</td><td>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates.

Estimated effort on a project is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of parameters like percentage completed up to the reporting date, efforts incurred till date and efforts required to complete the remaining unperformed obligations.

Refer Note 2.9 and 28 to the Consolidated Financial Statements.</td><td>Principal Audit Procedures:

Our audit approach was a combination of test of internal controls and substantive procedures which included the following:

• Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the unperformed performance obligations.

• Tested the access and application controls pertaining to time recording, resource allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred.

• Selected a sample of contracts and tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.

• Selected a sample of contracts and performed a detailed review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract.

• Reviewed a sample of contracts with unperformed performance obligation to identify possible delays in achieving milestones, which require change in estimated efforts and cost to complete the remaining performance obligations.

• Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</td></tr>
<tr><td>3</td><td>As described in Note 36 to the consolidated financial statements, the Company has adopted Ind AS 116 Leases in the current year. The application and transition to this accounting standard is complex with different contractual terms.

Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the Balance Sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgments and estimates including, determination of the discount rates and the lease term.

Additionally, the standard mandates detailed disclosures in respect of transition.

Refer Note 2.7 and Note 36 to the consolidated financial statements.</td><td>Our audit procedures on adoption of Ind AS 116 include:

• Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116);

• Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business;

• Involved our specialists to evaluate the reasonableness of the discount rates applied in determining the lease liabilities;

• Upon transition as at 1 April 2019:
- Evaluated the method of transition and related adjustments;
- Tested completeness of the lease data by reconciling the Company's operating lease commitments to data used in computing ROU asset and the lease liabilities.

• On a statistical sample, we performed the following procedures:
- Assessed the key terms and conditions of each lease with the underlying lease contracts; and
- Evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term.

• Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.</td></tr>
</table>

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India . The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information and business activities of the holding company and its associate and jointly controlled entity to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the holding company included in the consolidated financial statements of which we are the independent auditors.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below and management certification received for jointly controlled entity as referred to in sub-paragraph (b) of the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

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

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

Other Matters

A. The accompanying consolidated financial statements includes the audited financial results in respect of associate in which the share of loss of the group is ₹ 243.35 ('000), which have been audited by their independent auditors.

The independent auditor's report on the financial statements of this entity have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of this associate is based solely on the report of such auditor and the procedures performed by us as stated in paragraph above.

B. The accompanying consolidated financial results include the financial information of joint venture company consolidated up to June 20, 2019, which has not been audited by their auditors, in which the share of profits of the group is (₹ 0.45) ('000) up to the date of consolidation.

According to the information and explanations given to us by the Management, this financial information is not material to the Group. Our Conclusion on the Statement is not modified in respect of our reliance on the financial information results certified by the Management in respect of this jointly controlled entity.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the holding company and its associate company incorporated in India is disqualified as on March 31, 2020 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 Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the group Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 read with Schedule V to the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Group did not have any pending litigations as on reporting date;

ii) The Group did not have any long - term contracts including derivatives contract for which there were any material foreseeable losses;

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For JHS & Associates LLP
Chartered Accountants
Firm's Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 20105711AAAACJ5682
Mumbai
Dated: June 9, 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Xelpmoc Design And Tech Limited (hereinafter referred to as "the Company").

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the company and its associate company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the company and its associate 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 JHS & Associates LLP
Chartered Accountants
Firm's Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 20105711AAAACJ5682
Mumbai
Dated: June 9, 2020

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2020

(₹ in '000)

	Note No.	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	2,540.86	1,760.28
(b) Right of use assets	4	6,730.20	-
(c) Capital work-in-progress	5	-	376.75
(d) Other Intangible assets	6	193.54	68.09
(e) Intangible assets under development	7	1,761.83	984.50
(f) Financial Assets			
(i) Investments in Associates & Joint Ventures	8	599.51	1,040.16
(ii) Other Investments	9	3,48,271.49	2,73,245.45
(iii) Loans	10	-	5,341.82
(iv) Others	11	3,127.06	2,913.42
(g) Non-Current Assets (Net)	12	11,449.62	8,107.48
Total Non Current Assets		**3,74,674.11**	**2,93,837.95**
Current assets			
(a) Financial Assets			
(i) Investments	13	1,32,022.63	1,60,816.35
(ii) Trade receivables	14	9,926.78	9,546.17
(iii) Cash and cash equivalents	15	5,439.34	24,601.87
(iv) Others	16	12,500.29	4,790.71
(b) Other current assets	17	783.20	4,469.08
Total Current Assets		**1,60,672.24**	**2,04,224.18**
TOTAL ASSETS		**5,35,346.35**	**4,98,062.13**
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	18	1,37,052.98	1,37,052.98
(b) Other Equity	19	3,11,330.81	2,69,346.87
Total Equity		**4,48,383.79**	**4,06,399.85**

	Note No.	As at March 31, 2020	As at March 31, 2019
2. Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	20	3,488.55	-
(b) Provisions	21	1,161.86	1,830.29
(c) Deferred tax liabilities (Net)	22	65,852.77	65,210.78
Total Non Current Liabilities		**70,503.18**	**67,041.07**
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	23		
a) Total outstanding dues of micro enterprises and small enterprises		74.53	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,420.81	6,590.39
(ii) Lease Liabilities	24	3,171.41	-
(iii) Other financial liabilities	25	10,453.52	15,903.32
(b) Other current liabilities	26	1,252.12	2,027.73
(c) Provisions	27	86.99	99.77
Total Current Liabilities		**16,459.38**	**24,621.21**
TOTAL EQUITY AND LIABILITIES		**5,35,346.35**	**4,98,062.13**

The accompanying notes 1 to 46 form an integral part of Consolidated Financial Statements

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: June 09, 2020

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: June 09, 2020

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

YEAR ENDED MARCH 31, 2020

(₹ in '000)

	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
Revenue			
I. Revenue from Operations	28	81,113.29	60,886.95
II. Other Income	29	12,865.53	2,059.71
III. Total Income (I + II)		**93,978.82**	**62,946.66**
IV. Expenses			
Employee Benefits Expense	30	64,256.86	61,626.25
Finance Costs	31	803.34	12.38
Depreciation and Amortization Expense	32	5,626.30	2,507.23
Other Expenses	33	44,182.32	49,078.64
Total Expenses		**1,14,868.82**	**1,13,224.50**
V. Profit / (loss) Before Exceptional Items, Share of net profits of Investments accounted using Equity method and Tax (III-IV)		**(20,890.00)**	**(50,277.84)**
VI. Exceptional Items		-	-
VII. Share of Net Profit / (Loss) of Associates and Joint Ventures accounted using Equity method		**(243.80)**	**(147.94)**
VIII. Profit / (loss) Before Tax (V+VI+VII)		**(21,133.80)**	**(50,425.78)**
IX. Tax Expense			
Current taxes		-	-
Deferred Taxes		597.59	(587.19)
Total Tax Expense		**597.59**	**(587.19)**
X. Profit/(loss) for the period from continuing operations (VIII-IX)		**(21,731.39)**	**(49,838.59)**
XI. Profit/(loss) from discontinued operations		-	-
XII. Profit/(loss) for the Year (X+XI)		**(21,731.39)**	**(49,838.59)**
XIII. Other Comprehensive Income			
A (i) Items that may be reclassified to profit or loss			
Remeasurements of defined benefit plans		1,509.99	869.27
Income tax effect		(345.49)	(226.01)
B (i) Items that will not be reclassified to profit or loss			

	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
Net (loss)/gain on FVTOCI equity securities		62,249.74	76,198.02
Income tax effect		301.09	(19,811.48)
Total Comprehensive Income for the year (XII+XIII)		**41,983.94**	**7,191.21**
XIV. Earnings per Equity Share (Face Value ₹ 10)	**34**		
(1). Basic (₹)		(1.59)	(4.63)
(2). Diluted (₹)		(1.59)	(4.63)

The accompanying notes 1 to 46 form an integral part of Consolidated Financial Statements

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: June 09, 2020

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: June 09, 2020

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED MARCH 31, 2020

(a) Equity share capital

(₹ in '000)

As at April 01, 2018	**65,171.32**
Changes in equity share capital during the year	71,881.66
As at March 31, 2019	**1,37,052.98**
Changes in equity share capital during the year	-
As at March 31, 2020	**1,37,052.98**

(b) Other equity (Refer Note 19)

(₹ in '000)

Particulars	Reserves and Surplus			Total
	Securities Premium	Retained Earnings	Other Comprehensive Income	
Balance at April 01, 2018	**78,209.22**	**47,189.15**	**(268.14)**	**1,25,130.23**
Impact on account of Ind AS 115 revenue adjustments		1,500.00		1,500.00
Premium on issuance of equity shares pursuant to right issue	5,279.92			5,279.92
Premium on issuance of equity shares part of IPO	1,95,030.32			1,95,030.32
Premium utilised towards IPO expenses	(28,577.56)			(28,577.56)
Capitalisation of security premium on bonus issue	(36,207.25)			(36,207.25)
Profit for the year		(49,838.59)		(49,838.59)
Remeasurements of defined benefit plans		643.26		643.26
Net (loss)/gain on FVTOCI equity securities			56,386.54	56,386.54
Total comprehensive income for the year	**1,35,525.43**	**(47,695.33)**	**56,386.54**	**1,44,216.64**
Balance at March 31, 2019	**2,13,734.65**	**(506.18)**	**56,118.40**	**2,69,346.87**
Profit for the year		(21,731.39)		(21,731.39)
Remeasurements of defined benefit plans		1,164.50		1,164.50
Net (loss)/gain on FVTOCI equity securities			62,550.83	62,550.83
Total comprehensive income for the year	**-**	**(20,566.89)**	**62,550.83**	**41,983.94**
Balance at March 31, 2020	**2,13,734.65**	**(21,073.07)**	**1,18,669.23**	**3,11,330.81**

Nature and purpose of reserves:

Securities premium:

Securities premium is the premium recorded on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Other comprehensive income:

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

The accompanying notes 1 to 46 form an integral part of Consolidated Financial Statements

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: June 09, 2020

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: June 09, 2020

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED MARCH 31, 2020

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit Before Income Tax	(21,133.80)	(50,425.78)
Adjustments for:		
Depreciation and Amortization Expense	5,626.30	2,507.23
Interest Income	(401.61)	(1,194.27)
Interest Expense	788.90	-
Unrealised gain on short term liquid funds	(10,500.19)	(562.78)
Realised gain on short term liquid funds	(1,456.09)	(253.57)
Bad Debt Written Off	3,641.38	341.67
Provision for Doubtful Debt /(Reversal of doubtful debts)	(3,616.50)	(28.21)
Loss from sale of Equity shares held in Joint Ventures	178.85	291.63
Share of net profit / (loss) from Associates / Joint Ventures	243.80	147.94
Remeasurements of defined benefit plans	1,509.99	869.27
	(3,985.16)	**2,118.90**
Operating Cash Flows Before Working Capital Changes	**(25,118.96)**	**(48,306.88)**
Adjustments for:		
(Increase)/Decrease in Others (Non-Current Financial Assets)	(213.64)	(2,913.42)
(Increase)/Decrease in Trade Receivables (Current)	(405.50)	12,458.33
(Increase)/Decrease in Others (Current Financial Assets)	(11,642.79)	(1,990.49)
(Increase)/Decrease in Other Current Assets	3,685.88	(4,206.66)
Increase/(Decrease) in Provisions (Non-Current)	(668.43)	216.00
Increase/(Decrease) in Trade Payables	(5,095.05)	2,243.18
Increase/(Decrease) in Other financial liabilities (Current)	(2,452.80)	4,386.44
Increase/(Decrease) in Other current liabilities (Current)	(775.61)	(578.50)
Increase/(Decrease) in Provisions (Current)	(12.78)	42.15
	(17,580.72)	**9,657.04**
Cash Generated from / (used) in Operations	**(42,699.68)**	**(38,649.84)**
Income tax refund received	-	368.68
Income Taxes Paid	(3,342.14)	(2,947.46)

	Year ended March 31, 2020	Year ended March 31, 2019
Net Cash Flow from Operating Activities	**(46,041.82)**	**(41,228.62)**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Payment for Purchase of Property, Plant and Equipment	(3,567.80)	(2,609.63)
Proceeds from sale of fixed assets	-	2.34
Short term liquid investments made		(3,20,253.57)
Proceeds from redemption of Short term liquid investments	40,750.00	1,60,253.57
Intercorporate Deposits withdrawn/ (Placed)	9,275.03	(649.70)
Interest Received	401.61	688.94
Investments made	(14,547.68)	(6,029.84)
Sale of Investments	1,789.39	48.00
Net Cash Flow From Investing Activities	**34,100.54**	**(1,68,549.89)**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Payment of Lease liabilities	(3,435.35)	-
Proceeds from rights issue and Preferential allotment	-	659.99
Proceeds from issue of equity shares pursuant to IPO of the Company	-	35,014.42
Premium collected from rights issue and Preferential allotment	-	5,279.92
Premium collected on issue of equity shares pursuant to IPO of the Company	-	1,95,030.32
Expenses incurred in relation to IPO of the Company	-	(28,577.56)
Borrowings from directors (Net)	(2,997.00)	3,150.00
Expenses reimbursement to directors (Net)	-	2,110.34
Interest expenses	(788.90)	-
Net Cash Inflow/ (Outflow) From Financing Activities	**(7,221.25)**	**2,12,667.43**
D. Net Increase/(Decrease) in Cash and Cash Equivalents	**(19,162.53)**	**2,888.92**
Cash and cash equivalents at the beginning of the year	24,601.87	21,712.95
Cash and cash equivalents at the end of the year	**5,439.34**	**24,601.87**

The accompanying notes 1 to 46 form an integral part of Consolidated Financial Statements

In terms of our report of even date attached

For JHS & Associates LLP
Chartered Accountants
Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
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For Xelpmoc Design and Tech Limited

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Jaison Jose
Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: June 09, 2020

NOTES

TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020

1. GROUP OVERVIEW

Xelpmoc Design and Tech Limited ("the Company") is a company limited by shares, incorporated and domiciled in India. The Company is listed on the BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"). Its registered office is situated at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560 034, Karnataka, India. Xelpmoc Design and Tech Limited and its associates and joint ventures ("Group") is engaged in professional and technical consulting services. The Group's services include offering of technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, agriculture, and various other industries.

The range of services provided by the Group includes mobile and web application development, prototype development, thematic product development and data analytics assistance.

The Board of Directors approved the Financial Statements for the year ended March 31, 2020. These financial statements were authorized for issue by the Board of Directors on June 09 , 2020.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation of consolidated financial statements

a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 ("the Companies Act"). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

b. Principles of Consolidation

The Consolidated financial statements (CFS) of the group are prepared in accordance with Indian Accounting Standard 110 " Consolidated financial statements" and Indian Accounting Standard 28 "Investments in Associates and Joint Ventures " as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable.

Joint Venture:

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement and have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining whether joint control exist are similar to those necessary to determine control over the subsidiaries.

Associate:

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in its joint venture and associate are accounted for using the equity method. Under the equity method, the investment in a joint venture and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the joint venture and associate since the acquisition date.

Disclosure relating to entities consolidated in the restated consolidated financial statements:

Joint Venture considered for consolidation:

No	Name of the Joint Venture	Country of Incorporation	Nature of business	Ownership interest as at 31 March 2020	Ownership interest as at 31 March 2019
1.	Fortigo Network Xelpmoc Pvt. Ltd.	India	The company is engaged in providing Software Development Services and IT enabled services.	NIL	18.00%

Associate considered for consolidation

No	Name of the Associate	Country of Incorporation	Nature of business	Ownership interest as at 31 March 2020	Ownership interest as at 31 March 2019
1	Madworks Ventures Pvt. Ltd.	India	The company is involved in the business of developing, designing, maintaining and selling internet / web / mobile / tabloid based applications (popularly known as "apps")	21.74%	21.74%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

1. Fortigo Network Xelpmoc Private Limited

Fortigo Network Xelpmoc Private Limited was incorporated on March 17, 2017. The Company was subscriber to Memorandum of Association of Fortigo Networks Xelpmoc Private Limited; the Company has been allotted with 49,000 equity shares of ₹ 1 each on May 3, 2017. The shares were acquired at par value. On June 30, 2018 the company disposed 31,000 equity shares of the JV entity resulting in loss of Rs 291.63 (thousand) i.e. the difference between the value of investment as on the date of sales and consideration received. Further, on 20th June 2019, the company disposed off the balance 18000 equity shares of JV entity resulting in loss of ₹ 178.85 (in thousand).

Post this sale, the Company doesn't holds any stake of Fortigo Network Xelpmoc Private Limited (31 March 2019: 18%).

The JV agreement for exercising joint control over the investee is terminated as on 20 June 2019 and the financial statements have been consolidated in respect to this JV only up to the said date..

2. Madworks Ventures Private Limited

The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14 February 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. Post this acquisition the company holds 21.74 % of the share capital of the investee company on a fully diluted basis (31 March 2019: 21.74%)

Uniform accounting policies

The Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible unless otherwise stated, are made in the Consolidated financial statements and are presented in the same manner as the Company's standalone financial statements.

Investment in Joint Ventures (JV) and Associates

The company has accounted its investment in the JV and associates in the consolidated financial statements using the equity method. Under the equity method, the investment in JV and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the company's share of net assets of the JV and associate since the acquisition date. Goodwill relating to the JV and associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the company's share of the results of operations of the JV and associates. Any change in OCI of those investees is presented as part of the company's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the company recognizes its shares of any changes, when applicable in the statement of changes in equity.

Gains and losses arising from transactions between the company and its associate and JV are recognized in the group financial statements only to the extent of unrelated investors' interest in the associate and JV.

c. The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

Items	Measurement Basis
Certain financial assets and liabilities (including derivative instruments)	Fair Value
Net defined benefit asset/liability	Fair value of the plan assets less present value of defined benefit obligation

The consolidated financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest thousand, unless otherwise indicated.

d. Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Assumptions, judgements and estimation uncertainties

Information about assumptions, judgements and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2020 are made in in the following notes:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Estimation of useful life of property, plant and equipment
- Estimation of current tax expense and payable;
- Impairment of Financial Assets;
- Lease classification; and,
- Lease: whether an arrangement contains a lease
- Impact of Covid-19 (Global Pandemic)

e. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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

The Group regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level I: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Group uses observable market data

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

as far as possible. If the inputs used to measure the fair value of and asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements (Note: 39 Financial Instruments - Fair values and risk management)

f. Current versus non-current classification:

The Group presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.2 Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are capitalized at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, non-recoverable duties and taxes, freight, installation charges and any directly attributable cost of bringing the items to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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

Property, plant and equipment under construction are disclosed as capital work-in-progress. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value or on straight line basis based on the management estimates of benefits to be derived from its tangible assets. Depreciation for assets purchased / sold during the period is proportionately charged.

Depreciation on tangible fixed assets has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed periodically, and adjusted if appropriate, including at each financial year end.

Asset	Useful Life
Office equipment	5-7 years
Computer	3 – 4 years
Leasehold Improvements	Lease Tenure
Furniture & Fixtures	10 years

The estimated useful lives of items property, plant and equipment for the current and comparative periods are as follows;

Assets with cost of acquisition less than ₹ 5,000 are fully depreciated in the year of acquisition.

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount.

These are included in statement of profit and loss.

iv. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

2.3 Intangible assets

i. Recognition and measurement

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any non-recoverable duties and taxes and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Assets under development are disclosed as Intangible assets under development. Amortization is not recorded on assets under development until development is complete and the asset is ready for its intended use.

ii. Amortization

The cost of the computer software capitalized

Asset	Useful Life
Computer Software	3-6 Years

as intangible asset is amortized over the estimated useful life.

The estimated useful lives are as follows:

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

iii. Impairment

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization) had no impairment loss been recognized for the asset in prior years.

2.4 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 Non-Current assets (or disposal groups) held for sale and discontinued operations:

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the Balance Sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the Balance Sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as

held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

2.6 Impairment

i. Financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit or loss.

Time barred dues from the government / government departments / government companies are generally not considered as

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

increase in credit risk of such financial asset.

ii. Non- financial assets

The Group assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount in the statement of profit and loss.

The Group's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.7 Leases

Group as a lessee

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of Lease requires significant judgement. The Group uses significant judgement in assessing the Lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and period covered by an option to terminate the lease. if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue to allocate the consideration in the contract.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

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

The Group has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, prospectively. Accordingly, the Group has not restated comparative information of the previous year.

For transition, the Group has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Group has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

On transition, the Group has recognized a 'Right of Use' asset of ₹ 10,095 thousand and a corresponding lease liability of ₹ 9,543 thousand. The effect of this adoption on is disclosed in note 36. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The principal portion of the lease payments have been disclosed under cash flow from financing activities. The lease payments for operating leases as per Ind AS 17 - Leases, were earlier reported under cash flow from operating activities. The weighted average incremental borrowing rate of 10% has been applied to lease liabilities recognised in the Balance Sheet at the date of initial application.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

The difference between the future minimum lease rental commitments towards non-cancellable operating leases reported as at March 31, 2019 compared to the lease liability as accounted as at April 1, 2019 is primarily due to exclusion of the commitments for the leases to which the Group has chosen to apply the practical expedient or exemptions as per the standard.

Rental expense recorded for short-term leases was ₹ 5,927 thousand for the year ended March 31,2020

Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Group does not have any lease restrictions and commitment towards variable rent as per the contract.

The Group does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant and no changes in terms of those leases are expected due to the COVID-19.

2.8 Financial instruments

i. Recognition and initial measurement

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

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

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

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The group reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. The group classifies its debt instruments as:

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

c. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expect to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant Financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

d. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

iv. Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its Balance Sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

vi. Reclassification

The Group determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.9 Revenue

i. Sale of Services

The group primarily derives its revenue from providing software development services.

Effective April 1, 2018, the Group adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the group and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

The group has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts

The Group disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Group's contracts with customers could include promises to transfer multiple services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii. Other Income

Dividend income is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.10 Foreign currencies

Transactions in foreign currencies are initially recorded by the Group at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each Balance Sheet date of the Group's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.11 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Group offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

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

Minimum Alternate Tax (MAT):

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Group will pay normal income tax during the specified period.

2.12 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.13 Provision, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognized nor disclosed in the financial statements

2.14 Employee benefits

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii. Post- employee benefits

Defined Contribution Plans:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each Balance Sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

2.15 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

2.16 Earnings per share

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

Diluted earnings per share ('DEPS') is computed by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

2.17 Cash flow statements

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Group are segregated.

2.18 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The management examines the group's performance as a whole i.e. providing of technological solution services and accordingly the group has only one reportable segment.

The Group generates revenue from rendering services to customers located outside India. All the assets of the Group are situated in India. Geographical segment to the extent of revenue generated has been disclosed in the notes to the financial statements (Refer Note no. 42)

2.19 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards.

There is no such notification which would have been applicable from April 1, 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 3. PROPERTY, PLANT AND EQUIPMENT

(₹ in '000)

As at March 31, 2020

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-19	Additions	Deductions/ adjustments during the year	As at 31-Mar-20	As at 01-Apr-19	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-20	As at 31-Mar-20	As at 31-Mar-19
Office Equipment	661.21	165.54	-	826.75	453.16	147.15	-	600.31	226.44	208.05
Computers	5,492.37	2,144.75	-	7,637.12	3,940.13	1,836.39	-	5,776.52	1,860.60	1,552.24
Leasehold Improvements	-	653.49	-	653.49	-	205.38		205.38	448.11	-
Furniture & Fixtures	-	6.99	-	6.99	-	1.27		1.27	5.72	-
Total	**6,153.58**	**2,970.77**	**-**	**9,124.35**	**4,393.29**	**2,190.20**	**-**	**6,583.49**	**2,540.86**	**1,760.29**

(₹ in '000)

As at March 31, 2019

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-18	Additions	Deductions/ adjustments during the year	As at 31-Mar-19	As at 01-Apr-18	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-19	As at 31-Mar-19	As at 31-Mar-18
Office Equipment	508.94	152.27	-	661.21	304.63	148.54	-	453.16	208.05	204.31
Computers	4,519.19	999.18	26.00	5,492.37	1,633.95	2,329.84	23.66	3,940.13	1,552.24	2,885.24
Leasehold Improvements	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-
Total	**5,028.13**	**1,151.45**	**26.00**	**6,153.58**	**1,938.58**	**2,478.38**	**23.66**	**4,393.29**	**1,760.29**	**3,089.55**

1) Property Plant and equipment are stated at cost less accumulated depreciation

2) The company has assessed that there are no indicators of impairment.

NOTE 4. RIGHT OF USE ASSETS

(₹ in '000)

As at March 31, 2020

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-19	Additions	Deletion	As at 31-Mar-20	As at 01-Apr-19	Additions	Deletion	As at 31-Mar-20	As at 31-Mar-20	As at 31-Mar-19
Right of use assets - Building	-	10,095.31	-	10,095.31	-	(3,365.10)	-	(3,365.10)	6,730.20	-
Total	**-**	**10,095.31**	**-**	**10,095.31**	**-**	**(3,365.10)**	**-**	**(3,365.10)**	**6,730.20**	**-**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(₹ in '000)

As at March 31, 2019

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-18	Additions	Deletion	As at 31-Mar-19	As at 01-Apr-18	Additions	Deletion	As at 31-Mar-19	As at 31-Mar-19	As at 31-Mar-18
Right of use assets - Building	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes:

1) Effective April 1, 2019, the Group adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019 prospectively and has accrued Lease Liabilities at present value and equivalent Right of use assets on the date of initial application.

NOTE 5. CAPITAL WORK IN PROGRESS

As at March 31, 2020 (₹ in '000)

	As at 01-Apr-19	Additions	Transfer	As at 31-Mar-20
Capital work in progress	376.75	276.75	653.49	0.00
Total	**376.75**	**276.75**	**653.49**	**0.00**

As at March 31, 2019 (₹ in '000)

	As at 01-Apr-18	Additions	Transfer	As at 31-Mar-19
Capital work in progress	-	376.75	-	376.75
Total	**-**	**376.75**	**-**	**376.75**

Notes:

Capital work in progress (CWIP) comprises expenditure for fitouts for delivery centre at Kolkata . The Company has capitalised the entire value to Leasehold Improvements during the year.

NOTE 6. INTANGIBLE ASSETS

As at March 31, 2020

(₹ in '000)

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-19	Additions	Deductions/ adjustments during the year	As at 31-Mar-20	As at 01-Apr-19	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-20	As at 31-Mar-20	As at 31-Mar-19
Computer Software	96.94	196.45	-	293.39	28.85	71.00	-	99.85	193.54	68.09
Total	**96.94**	**196.45**	**-**	**293.39**	**28.85**	**71.00**	**-**	**99.85**	**193.54**	**68.09**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(₹ in '000)

As at March 31, 2019

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-18	Additions	Deductions/ adjustments during the year	As at 31-Mar-19	As at 01-Apr-18	Depreciation for the period	Deductions/ adjustments during the year	As at 31-Mar-19	As at 31-Mar-19	As at 31-Mar-18
Computer Software	-	96.94	-	96.94	-	28.85	-	28.85	68.09	-
Total	**-**	**96.94**	**-**	**96.94**	**-**	**28.85**	**-**	**28.85**	**68.09**	**-**

Notes:

1) Intangible Assets are stated at cost less accumulated depreciation.

2) Computer software consists of purchased software licenses

3) The company has assessed that there are no indicators of impairment

NOTE 7. INTAGIBLE ASSETS UNDER DEVELOPMENT

(₹ in '000)

As at March 31, 2020

	As at 01-Apr-19	Additions	Transfer	As at 31-Mar-20
Intagible assets under development	984.50	777.33	-	1,761.83
Total	**984.50**	**777.33**	**-**	**1,761.83**

(₹ in '000)

As at March 31, 2019

	As at 01-Apr-18	Additions	Transfer	As at 31-Mar-19
Intagible assets under development	-	984.50	-	984.50
Total	**-**	**984.50**	**-**	**984.50**

Notes:

1) Intangible assets under development as at March 31, 2020 represents amount of employee cost incurred towards development of intangible assets . The total amount of Intangible assets under development as at March 31, 2020 is ₹ 1,761.83 ('000) (March 31, 2019: 984.50 ('000)).

2)The company has assessed that there are no indicators of impairment.

NOTE 8. INVESTMENTS IN ASSOCIATES & JOINT VENTURES

(₹ in '000)

	Face Value	Numbers		Amounts	
		As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Unquoted:					
Measured as per equity method accounting					
(a) Investments in Equity Instruments of Joint Ventures					

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Fortigo Network Xelpmoc Private Limited					
NIL (as at 31 March 19: 18,000) Equity Shares of ₹ 1 each, fully paid up	1.00	-	18,000	-	197.30
(b) Investments in Equity Instruments of Associate Company					
Madworks Ventures Private Limited					
15,204 (as at 31 March 19: 15,204) Equity Shares of ₹ 10 each, fully paid up	10.00	15,204	15,204	126.20	177.43
(c) Investments in Compulsorily Convertible Preference Instruments of Associate Company					
Madworks Ventures Private Limited					
57,018 (as at 31 March 19: 57,018) Preference Shares of ₹ 10 each, fully paid up	10.00	57,018	57,018	473.31	665.43
				599.51	**1,040.16**

Aggregate Amount of Unquoted Investments	599.51	1,040.16
Aggregate Amount of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Provision for Impairment in the Value of Investments	-	-

Notes:

1) The company subscribed to MoA of Fortigo Network Xelpmoc Private limited and paid ₹ 49,000 towards purchase of 49,000 ordinary shares of ₹ 1 each alloted on 3 May 2017. On June 30, 2018 the company disposed 31,000 equity shares at cost resulting in loss of ₹ 291.63 (in '000) to the Company. Further, on June 20, 2019, the company disposed of the balance 18,000 equity shares at cost resulting in loss of ₹ 178.85 (in '000) to the company. Subsequent to these disposal, the holding of the company in the investee has been reduced to NIL (31st March 2019 - 18%). Also the Joint Venture agreement stands terminated and hence the investee company ceases to be the Joint Venture of the Company.

2) The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14 February 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. Post this acquisition the company holds 21.74 % of the share capital of the investee company on a fully diluted basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 9. OTHER INVESTMENTS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Unquoted:		
At Fair Value through Other Comprehensive Income		
Investment in Equity Instruments		
Fortigo Network Logistic Private Limited	1,95,039.49	1,64,035.34
122,232(as at 31 March 19: 122,232) Equity Shares of ₹ 1 each, fully paid up		
Gyankosh Solutions Private Limited (Refer note 2 below)	-	2,735.25
32,939 (as at 31 March 19: 32,939) Equity Shares of ₹ 1 each, fully paid up		
Ideal Insurance Brokers Private Limited*	3,691.58	6,548.95
7,500 (as at 31 March 19: 5,000) Equity Shares of ₹ 10 each, fully paid up		
Inqube Innoventures Private Limited	4,892.18	7,144.29
655 (as at 31 March 19: 655) Equity Shares of ₹ 10 each, fully paid up		
Intellibuzz TEM Private Limited (Refer note 2 below)	-	2,660.86
12,300 (as at 31 March 19:12,300) Equity Shares of ₹ 10 each, fully paid up		
PHI Robotics Research Private Limited	2,067.80	2,536.32
167 (as at 31 March 19:167) Equity Shares of ₹ 10 each, fully paid up		
Snaphunt Pte Ltd**	37,626.77	37,349.89
12,088 (as at 31 March 19: 9,670) Equity Shares of SGD. 1 each, fully paid up		
Woovly Private Limited	37,514.34	-
2,490 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Rype Fintech Private Limited	1.00	-
100 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Mihup Communication Private Limited	11,444.34	-
9,100 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Taxitop Media Private Limited	2,084.70	-
1,905 (as at 31 March 19: Nil) Equity Shares of ₹ 10 each, fully paid up		
Leadstart Publishing Private Limited	4,535.62	-
4200 (as at 31 March 19: Nil) Share warrants of ₹ 10 each, fully paid up		
Investment in Preference Shares		
Mihup Communication Private Limited		
31,512 (as at 31 March 2019: 31512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up	39,630.12	39,939.57
2,941 (as at 31 March 2019: 2,941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up	2,076.33	3,727.54

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As at March 31, 2020	As at March 31, 2019
Snaphunt Pte Ltd * **		
NIL (as at 31 March 19: 11283) Optionally convertible preference shares of SGD. 1 each, fully paid up	-	574.39
KidsStopPress Media Private Limited		
683 (as at 31 March 19: 683) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	3,001.48	2,993.65
684 (as at 31 March 19: 684) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	3,005.88	2,998.03
684 (as at 31 March 19: 684) Optionally Convertible Preference Shares of ₹ 10 each, partly paid up (Refer note 45)	1.36	1.36
Rype Fintech Private Limited		
1,24,900 (as at 31 March 19: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	1,249.00	-
Graphixstory Private Limited		
3,900 (as at 31 March 19: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	409.50	-
	3,48,271.49	**2,73,245.46**

Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments)	3,48,271.49	2,73,245.45
Aggregate Amount of Quoted Investments		-
Aggregate Market Value of Quoted Investments		-
Aggregate Provision for diminution in value of Investments	5,409.94	-

***Includes 2500 Equity shares received as as bonus shares by Ideal Insurance brokers Private Limited. The company issued 1 bonus shares for every 2 equity shares held.**

****Includes 2418 Equity shares issued by Snaphunt Pte Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1.**

***** 8865 Optionally Convertible Preference Shares of Snaphunt Pte Ltd were redeemed at cost during the financial year and the balance 2418 OCPS were converted into Equity shares of 1 SGD fully paid up.**

Notes:

1) Investments in equity instruments of private limited entities has been designated as fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/ Market comparable method.

2) The Company has made investments in technology start ups entities Gyankosh Solutions Private Limited (GSPL) and Intellibuzz TEM Private Limited (ITPL) and these entities has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in these entities for ₹ 2396.64 (‘000) and ₹ 3,013.30 (‘000) respectively which is equivalent to the carrying value of these Invesments. The impairment losses have been appropriately recognised through OCI.

NOTE 10. NON-CURRENT FINANCIAL ASSETS- LOAN

(₹ in ‘000)

	As at March 31, 2020	As at March 31, 2019
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured*	-	5,341.82
Total	**-**	**5,341.82**

*Represents loan given to suppliers for the purpose of meeting the working capital requirement at simple interest of 9% payable annually.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 11. NON-CURRENT FINANCIAL ASSETS - OTHERS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Other Bank Balances:		
- In Bank Deposits #	642.87	600.00
- Interest accrued on Bank Deposits	33.99	34.19
Security deposits	2,450.20	2,279.23
Total	**3,127.06**	**2,913.42**
# Under lien for corporate credit card facility.		

NOTE 12. NON-CURRENT ASSETS (NET)

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Prepaid Lease payments*	-	368.17
Capital Advances	-	276.75
Tax Receivable from Govt. authorities	11,449.62	7,462.57
[Net of Provision for taxation - ₹ Nil]	-	-
(Refer Note 22 for tax reconciliations)	-	-
Total	**11,449.62**	**8,107.48**

*Prepaid Lease payments of ₹ 368.17 (in '000) has been reclassified to right-of-use asset pursuant to transition to Ind AS 116.

NOTE 13. CURRENT INVESTMENTS

(₹ in '000)

	Units		Amount	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Investments in short term liquid funds				
Quoted				
Kotak Corporate Fund Direct Growth	23,076	27,810	63,696.24	70,282.74
Net asset value per unit as at 31st March 2020: ₹ 2,760.32/-				
IDFC Cash Fund - Growth	53	53	128.12	120.90
Net asset value per unit as at 31st March 2020: Rs 2,401.83/-				
IDFC Corporate Bond Fund - Direct Growth	39,05,884	39,05,884	54,536.29	50,231.23
Net asset value per unit as at 31st March 2020: ₹ 13.9626/-				
IDFC Ultra Short-Term Fund - Direct Growth	11,97,747	37,88,919	13,661.98	40,181.49
Net asset value per unit as at 31st March 2020: Rs 11.406/-				
Total			**1,32,022.63**	**1,60,816.35**

NOTE 14. TRADE RECEIVABLES

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Trade Receivables considered good - Secured		
Trade Receivables considered good - Unsecured *	9,926.78	9,546.17
Trade Receivables which have significant increase in Credit Risk	3,480.89	3,754.83
Less: Allowance for increase in credit risk	(3,480.89)	(3,754.83)
	9,926.78	9,546.17
Total	**9,926.78**	**9,546.17**
* Includes dues from related parties (Refer Related Party Transaction Note 35)	844.00	844.00

NOTE 15. CASH AND CASH EQUIVALENTS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
- In Current Accounts	5,421.07	5,564.86

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As at March 31, 2020	As at March 31, 2019
Cash on Hand	18.27	37.01
Held in short term bank deposits	-	19,000.00
Total	**5,439.34**	**24,601.87**
Cash and cash equivalent as per Statement of Cash Flows	**5,439.34**	**24,601.87**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods

NOTE 16. OTHER CURRENT FINANCIAL ASSETS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Unbilled Revenue	12,151.36	473.68
Rental Security Deposits	347.25	3,093.47
Interest Accrued on corporate deposits	-	1,186.99
Interest Accrued on Fixed deposits	-	16.57
Advance to staff	1.68	20.00
Total	**12,500.29**	**4,790.71**

NOTE 17. OTHER CURRENT ASSETS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Considered good		
Prepaid expenses	578.39	570.81
Prepaid Lease Payments*	-	184.08
Balances with Government authorities (net)	-	3,325.79
Advance to vendors	65.01	388.40
Contracts fulfilment costs	139.80	-
Total	**783.20**	**4,469.08**

*Prepaid Lease payments of ₹ 184.08 (in '000) has been reclassified to right-of-use asset pursuant to transition to Ind AS 116.

NOTE 18. CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Authorised		
1,50,00,000 Equity Shares (31-Mar-19: 1,50,00,000) of ₹ 10 each	1,50,000.00	1,50,000.00
Issued		
1,37,05,298 Equity Shares (31-Mar-19: 1,37,05,298) of ₹ 10 each	1,37,052.98	1,37,052.98
Subscribed and Fully Paid up		
1,37,05,298 Equity Shares (31-Mar-18: 1,37,05,298) of ₹ 10 each	1,37,052.98	1,37,052.98
Total	**1,37,052.98**	**1,37,052.98**

NOTES:

a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount in '000	No. of Shares	Amount in '000
Shares outstanding at the beginning of the year	1,37,05,298	1,37,052.98	65,17,132	65,171.32
Add: Bonus shares issued during the year on capitalisation of securities premium	-	-	36,20,725	36,207.25
Add: Shares issued during the year pursuant to rights issue and preferential allotment	-	-	65,999	659.99
Add: Shares issued during the year pursuant to IPO	-	-	35,01,442	35,014.42
Shares outstanding at the end of the year	**1,37,05,298**	**1,37,052.98**	**1,37,05,298**	**1,37,052.98**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

b) Initial Public Offer

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of 35,01,442 equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per equity share to retail shareholders. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 000s) (net of issue expenses). The equity shares of the Company were listed on BSE and NSE effective February 04, 2019.

(₹ in '000)

Particulars	Projected	Utilised	Unutilised
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	53,613.40
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71
Funding working capital requirements of our Company	60,000.00	41,676.93	18,323.07
General corporate purposes (including savings in offer related expenses)	45,729.49	35,526.93	10,202.56
	2,01,467.18	**79,185.44**	**1,22,281.74**

IPO proceeds net of IPO related expenses which remain untilised as at March 31, 2020 temporarily invested in short term liquid funds ₹ 132,022.63 (₹ in 000s) (fair value as on 31st March 2020) and with banks ₹ 1,122.49 (₹ in 000s).

c) Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rupees 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% held	No. of Shares	% held
Sandipan Samiran Chattopadhyay	40,79,102	29.76%	40,79,102	29.76%
Srinivas Koora	25,36,598	18.51%	25,36,598	18.51%
Jaison Jose	8,41,290	6.14%	8,41,290	6.14%
University of Notre Dame DU LAC	12,25,800	8.94%	12,25,800	8.94%
	86,82,790		**86,82,790**	

e) Aggregate number of bonus shares issued, for consideration other than cash during the period of 5 years immediately preceeding the reporting date:

Particulars	As at March 31, 2020	As at March 31, 2019
	No. of Shares	No. of Shares
Equity shares allotted as fully paid bonus shares by capitalisation of security premium	-	36,20,725

The Company by way of Special Resolution had recommended to capitalise a sum of ₹ 3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on March 31, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹ 10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on 27th July, 2018 ("Record Date"), in proportion of 55(Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

f) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings as on the reporting date.

NOTE 19. OTHER EQUITY

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Securities Premium	2,13,734.65	2,13,734.65
Retained Earnings	(21,073.07)	(506.18)
Other Comprehensive Income	1,18,669.23	56,118.40
Total	**3,11,330.81**	**2,69,346.87**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

OTHER RESERVES MOVEMENT

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Other Comprehensive Income		
Net (loss)/gain on FVTOCI equity securities	62,550.83	56,386.54
Remeasurements of the net defined benefit Plans	1,164.50	643.26
Less : Remeasurements of the net defined benefit Plans Transferred to Retained Earnings	(1,164.50)	(643.26)
Total	**62,550.83**	**56,386.54**

NOTE 20. LEASED LIABILITIES (NON-CURRENT)

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Lease Liabilities	3,488.55	-
Total	**3,488.55**	**-**

NOTE 21. NON-CURRENT PROVISIONS

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Provision for Employee Benefits		
Gratuity (Net)	860.22	1,452.26
Compensated absences (Net)	301.63	378.03
Total	**1,161.86**	**1,830.29**

NOTE 22. DEFERRED TAX LIABILITIES (NET)

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Deferred Tax Liability		
a) Property, Plant & Equipment and Intangibles		
b) Gain / (Loss) on Fair Value change of Financial assets	(64,662.86)	(64,963.94)
c) Defined benefit obligations & Other long term employee benefits	-	-
d) Unrealised gain on Mutual Funds	(2,784.33)	-
e) Provision for doubtful debts	-	(976.26)
	(67,447.19)	**(65,940.20)**
Deferred Tax Assets		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	As at March 31, 2020	As at March 31, 2019
a) Property, Plant and Equipment	325.74	227.61
b) Defined benefit obligations & Other long term employee benefits	314.31	501.81
c) Provision for doubtful debts	876.07	
d) Others	78.30	-
	1,594.42	**729.42**
Total	**(65,852.77)**	**(65,210.77)**

* As per Tax (amendment) Ordinance 2019, a new section 115BAA has been inserted in the Income Tax act, 1961 to give the benefit of reduced corporate tax rate for domestic companies subject to certain condition specified therein. The company is eligible for the reduced corpoate tax rate hence effective Income tax rate applicable to the Company for FY 2019-20 has been changed to 25.168% (including surcharge of 10% & health and education cess rate of 4% on the rate of 22%) from earlier 26%, accordingly the deferred tax is computed as per the revised rates..

NOTE 22A. THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING:

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Current Tax:		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred Tax		
(Decrease)/ increase in deferred tax assets/liabilities	597.59	(587.19)
Deferred tax (net)	597.59	(587.19)
Total income tax expense	**597.59**	**(587.19)**

CURRENT TAX AND DEFERRED TAX RELATED TO ITEMS RECOGNISED IN OTHER COMPREHENSIVE INCOME DURING THE YEAR:

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Net (loss)/gain on FVTOCI equity securities	(301.09)	19,811.48
Net (loss)/gain on remeasurements of defined benefit plans	345.49	226.01
Total	**44.40**	**20,037.49**

RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Profit/(Loss) before income taxes	(21,133.80)	(50,425.78)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	Year ended March 31, 2020	Year ended March 31, 2019
Indian statutory income tax rate	25.17%	26.00%
Expected income tax expense	(5,318.95)	(13,110.70)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax impact of income not subject to tax		
a) Temporary Differences	597.59	(587.19)
b) Permanent Differences	44.10	105.22
Share of Loss in associates	(61.36)	-
Loss on sale of Investments	(45.01)	-
Impact due to change in the rate of corporate taxation		(23.87)
Others	2,013.72	-
Deferred tax on carried forward losses**	(7,868.00)	(12,604.86)
Total income tax expense	**(5,318.96)**	**(13,110.70)**

** No deferred tax assets has been created on unused tax losses in the absence probability of future taxabale profits that will be available against which the unused tax losses can be utilised.

DEFERRED TAX (LIABILITIES):

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Gain / (Loss) on Fair Value change of Financial assets		(19,811.48)
Defined benefit obligations & Other long term employee benefits	(187.50)	
Others	(2,784.33)	
Total deferred tax liabilities	**(2,971.83)**	**(19,811.48)**

DEFERRED TAX ASSETS:

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Property, Plant and Equipment	98.13	286.68
Gain / (Loss) on Fair Value change of Financial assets	301.09	-
Defined benefit obligations & Other long term employee benefits	-	67.12
Provision for doubtful debts	1,852.32	7.34
Others	78.30	-
Total deferred tax assets	**2,329.84**	**361.14**
Net Deferred tax (Liabilities) / Assets	**(641.99)**	**(19,450.34)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

MOVEMENT IN DEFERRED TAX LIABILITIES / ASSET

(₹ in '000)

	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities / Asset (net)
As at March 31, 2018	**(46,206.43)**	**445.95**	**(45,760.47)**
Property, plant and equipment	286.73		286.73
Gain / (Loss) on Fair Value change of Financial assets		(19,811.48)	(19,811.48)
Defined benefit obligations & Other long term employee benefits		67.12	67.12
Provisional for Doubtful Debts	7.34		7.34
As at 31 March 2019	**(45,912.36)**	**(19,298.41)**	**(65,210.78)**
Property, plant and equipment	98.13		98.13
Gain / (Loss) on Fair Value change of Financial assets		301.09	301.09
Unrealised gain on Mutual Funds	(2,784.33)		(2,784.33)
Defined benefit obligations & Other long term employee benefits	157.99	(345.49)	(187.50)
Provisional for Doubtful Debts	1,852.32		1,852.32
Additional expenses on adoption of Ind AS 116 - Leases	78.30		78.30
As at 31 March 2020	**(46,509.95)**	**(19,342.81)**	**(65,852.78)**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTE 23. TRADE PAYABLES

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Total outstanding dues of micro enterprises and small enterprises	74.53	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,420.80	6,590.40
Total	**1,495.33**	**6,590.40**

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the Balance Sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006	As At March 31, 2020	As At March 31, 2019
(i) Principal amount and interest dur thereon remaining unpaid to MSME suppliers as at the end of the accounting year:		
-Principal	Nil	Nil
-Interest	Nil	Nil
(ii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day	Nil	Nil
(iii) The amount of interest due and payable for the year	Nil	Nil
(iv) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(v) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

NOTE 24. LEASE LIABILITIES (CURRENT)

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Lease Liabilities	3,171.41	-
	3,171.41	**-**

NOTE 25. OTHER FINANCIAL LIABILITIES (CURRENT))

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Provision for expenses	1,797.43	896.73
Payable to employees*	5,194.88	5,731.75
Remuneration payable to Key Management Personnel*	1,609.64	3,103.36
Other financial liabilities *	1,851.57	6,171.48
Total	**10,453.52**	**15,903.32**
* Includes dues to related parties (Refer Related Party Transaction Note. 35)	3,663.10	9,274.84

NOTE 26. OTHER CURRENT LIABILITIES

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
GST Payable (net)	22.72	175.24
Other Statutory dues	1,229.40	1,673.67
Advance from customer	-	178.82
Total	**1,252.12**	**2,027.73**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 27. CURRENT PROVISIONS

(₹ in '000)

	As At March 31, 2020	As At March 31, 2019
Provision for Employee Benefits		
Gratuity (Net)	9.48	2.82
Compensated absences (Net)	77.52	96.95
Total	**86.99**	**99.77**

NOTE 28. REVENUE FROM OPERATIONS

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Sale of Services*	81,113.29	60,886.95
Total	**81,113.29**	**60,886.95**
* Includes earnings in foreign currency	12,947.52	10,414.68

i. Contract Balances as at:

(₹ in '000)

	As at March 31, 2020	As at March 31, 2019
Trade receivables	9,926.78	9,546.17
Contract Assets (Unbilled Revenue)	12,151.36	473.68
Contract Liabilities	-	178.82

ii.

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	178.92	-
Invoice raised in the period from:		
Amounts included in the contract assets at the beginning of the period	473.68	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

iii. Revenue disaggregation by geography is as follows:

(₹ in '000)

Geography	Year ended March 31, 2020	Year ended March 31, 2019
India	67,815.77	39,974.58
Others	13,297.52	20,912.37
Total	**81,113.29**	**60,886.95**

iv. Revenue disaggregation by industry vertical is as follows:

(₹ in '000)

Industry vertical	Year ended March 31, 2020	Year ended March 31, 2019
Banking, Financial Services and Insurance	721.42	11,091.43
Communication, Media and Technology	32,585.11	5,544.34
Ecommerce	10,768.50	6,776.13
Logistics	5,400.00	9,440.00
Retail and Consumer Business	2,350.00	14,045.46
Social Media	5,856.61	3,488.65
Others	23,431.65	10,500.94
Total	**81,113.29**	**60,886.95**

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

On account of adoption of Ind AS 115, unbilled revenues of ₹ 12,151.36 ('000s) for year ending March 31, 2020 (₹ 473.68 ('000s) for year ending March 31, 2019) has been considered as a financial asset..

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 29. OTHER INCOME

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Other Non-Operating Income		
Net Gain on Foreign Currency Transactions and Translations	13.95	-
Miscellaneous Income	493.70	20.87
Interest Income	401.61	1,194.27
Realised gain on mutual fund units	1,456.09	253.57
Unrealised gain on mutual fund units	10,500.19	562.78
Provision for Credit Loss	-	28.21
Total	**12,865.53**	**2,059.71**

NOTE 30. EMPLOYEE BENEFITS EXPENSE

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Salaries and Wages*	61,354.56	58,573.53
Contribution to Provident and Other Funds*	1,858.83	1,585.89
Staff Welfare Expenses*	1,043.47	1,466.83
Total	**64,256.86**	**61,626.25**
* Includes payment to related party (Refer Related Party Transaction Note. 35)	6,676.88	6,445.17

NOTE 31. FINANCE COSTS

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
A) Finance Cost		
Interest cost on Lease Liability	788.90	-
Other Interest expenses	14.44	12.38
Total	**803.34**	**12.38**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 32. DEPRECIATION AND AMORTISATION

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation on Right of Use assets	3,365.10	-
Depreciation and Amortisation - Other assets	2,261.20	2,507.23
Total	**5,626.30**	**2,507.23**

NOTE 33. OTHER EXPENSES

(₹ in '000)

		Year ended March 31, 2020	Year ended March 31, 2019
Power and Fuel		1,472.25	994.88
Rent (Refer Note 36)		5,927.06	6,679.13
Rates and Taxes		1,046.64	1,580.43
Repairs and Maintenance			
- Buildings		1,385.58	481.99
- Others		828.81	829.18
Sales Promotion & Marketing Expense		413.09	468.35
Travelling & Conveyance		4,708.49	6,311.06
Communication Charges		5,142.17	4,043.06
Auditors' Remuneration			
- As Auditor		950.00	575.00
- For Taxation Matters		75.00	75.00
- Certification and Other Services		50.00	-
- For Out of Pocket Expenses		37.93	4.76
Legal & Professional Charges		982.50	368.25
Net Loss on Foreign Currency Transactions and Translations		-	215.00
Courier Expenses		24.23	39.88
Office Expenses		985.58	672.51
Generator rent		-	78.92
Loss on sale of Investments		178.85	291.63

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

		Year ended March 31, 2020	Year ended March 31, 2019
Recruitment expense		55.00	171.46
Subscription fee		7.18	100.00
Project Expenses		199.82	219.36
Provision for Bad debts		3,480.89	-
Bad debts written off	3,641.38		
Less: Provision for doubtful debts utlised	(3,616.50)	24.89	341.67
Consultancy Fees		13,485.37	23,311.52
Miscellaneous expenses		2,721.01	1,225.61
Total		**44,182.32**	**49,078.65**

Auditor’s Remuneration

(₹ in ‘000)

	Year ended March 31, 2020	Year ended March 31, 2019
As Auditors	950.00	575.00
For Taxation matters	75.00	75.00
Certification and Other Services* (Refer Note below)	50.00	1,405.00
For out of pocket expenses* (Refer Note below)	37.93	81.65
Total	**1,112.93**	**2,136.65**

* Note:During the year ending March 31, 2019, the Company has incurred ₹ 1,405.00 (‘000s) and ₹ 76.89 (‘000s) towards audit of restated financial statements, certification and out of pocket expenses for the Initial Public Offer of the equity shares of the Company. These expenses are adjusted against securties premium collected on issue of equity shares.

NOTE 34. EARNINGS PER SHARE

	March 31, 2020	March 31, 2019
Net Profit After Tax (₹'000)	**(21,731.39)**	**(49,838.59)**
Number of Shares outstanding at the beginning of the year	1,37,05,298	65,17,132
Add: Bonus shares issued during the year	-	36,20,725
Add : Shares Issued during the year	-	65,999
Add : Shares Issued during the year part of IPO	-	35,01,442
Number of Shares outstanding at the end of the year	1,37,05,298	1,37,05,298

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	March 31, 2020	March 31, 2019
Weighted Average Number of Equity Shares		
For calculating Basic EPS and diluted EPS	1,37,05,298	1,07,67,384
Earnings Per Share Before and After Extraordinary Items		
(Face Value ₹ 10)		
Basic (₹)	(1.59)	(4.63)
Diluted (₹)	(1.59)	(4.63)

NOTE 35. RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Joint ventures

Name of the Joint Venture	Country	% Holding as at March 31, 2020	% Holding as at March 31, 2019
Fortigo Networks Xelpmoc Private Limited (upto 20 June 2019)	India	0.00 %	18.00 %

b) Associates

Name of the Joint Venture	Country	% Holding as at March 31, 2020	% Holding as at March 31, 2019
Madworks Ventures Private Limited	India	21.74 %	21.74 %

c) Companies under common Control with whom transactions have taken place

i)	Jzeva Signature Jewelcrafts Private Limited	upto 23 August 2018
ii)	Getbasis Securities and Technology India Private Limited	upto 28 September 2018
iii)	Mihup Communication Private Limited	

d) Key Management Personnel (KMP) and Relatives

i)	Sandipan Samiran Chattopadhyay	KMP	
ii)	Srinivas Koora	KMP	
iii)	Jaison Jose	KMP	
iv)	Vishal Chaddha	KMP	upto 7 November 2019
v)	Abhay Kadam	Company Secretary	up to 24 July 2018

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

vi)	Vaishali Kondhbar	Company Secretary	w.e.f 24 July 2018
vii)	Bhavna Chattopadhyay	Director	w.e.f. 2 July 2018 & upto 7 November
		Relative of KMP	w.e.f. 8 November 2019
viii)	Pranjal Sharma	Non-executive director	w.e.f. 20 February 2020
ix)	Soumyadri Shekhar Bose	Non-executive director	w.e.f. 20 February 2020

e) Independent Directors

i)	Premal Mehta	w.e.f. 2 July 2018
ii)	Pratiksha Pingle	w.e.f. 2 July 2018
iii)	Tushar Trivedi	w.e.f. 2 July 2018

B) The Related Party Transactions are as under :

(₹ in '000)

Particulars of Transactions	Total	
	Year ended March 31, 2020	Year ended March 31, 2019
(i) Transactions with Associates & Joint Ventures		
Sale of Services		
Fortigo Network Xelpmoc Private Limited	-	3,700.00
Madworks Venture Private Limited	-	800.00
	-	**4,500.00**
Disposal of investment in equity shares		
Fortigo Network Xelpmoc Private Limited	18.00	31.00
	18.00	**31.00**
(ii) Transactions with Companies Under Common Control		
Expenses incurred by us on behalf of others		
Jzeva Signature Jewelcrafts Private Limited	-	138.26
Getbasis Securities and Technology India Pvt. Ltd.	-	216.09
	-	**354.35**
(iii) Transactions with Key Managerial Personnel and Relatives		
Remuneration paid to directors and KMP (including employer's contribution to PF)		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	Year ended March 31, 2020	Year ended March 31, 2019
Srinivas Koora	1,521.60	1,521.60
Sandipan Samiran Chattopadhyay	1,521.60	1,521.60
Jaison Jose	1,521.60	1,521.60
Vishal Chaddha	904.17	1,500.00
Abhay Kadam	-	76.00
Vaishali Kondhbar	516.60	304.37
	5,985.57	**6,445.17**
Remuneration paid to Relatives of directors and KMP (including employer's contribution to PF)		
Bhavna Chattopadhyay	691.31	-
	691.31	**-**
Loan taken from Directors		
Sandipan Samiran Chattopadhyay	-	12,950.00
Jaison Jose	-	2,700.00
Srinivas Koora	880.00	4,200.00
	880.00	**19,850.00**
Loan repaid to Directors		
Sandipan Samiran Chattopadhyay	2,950.00	10,000.00
Jaison Jose	-	2,700.00
Srinivas Koora	927.00	4,000.00
	3,877.00	**16,700.00**
Issue of Bonus shares		
a) Key Managerial Personnel (KMP)		
Srinivas Koora	-	9,000.83
Sandipan Chattopadhyay	-	14,474.23
Jaison Jose	-	2,985.22
Bhavna Chattopadhyay	-	1,608.25
	-	**28,068.53**
Expenses incurred by directors & KMP		
Sandipan Samiran Chattopadhyay	79.18	573.15
Srinivas Koora	947.19	3,809.53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

	Year ended March 31, 2020	Year ended March 31, 2019
Bhavna Chattopadhyay	358.96	620.60
Jaison Jose	185.56	
	1,570.89	**5,003.28**
Expenses incurred by relatives of directors & KMP		
Bhavna Chattopadhyay	268.55	
	268.55	**-**
Reimbursement of expenses to directors & KMP		
Sandipan Samiran Chattopadhyay	672.19	84.82
Srinivas Koora	1,425.00	2,389.08
Bhavna Chattopadhyay	630.38	419.05
Jaison Jose	144.60	-
Vishal Chhadha	10.41	-
	2,882.58	**2,892.94**
Reimbursement of Expenses to relatives of directors & KMP		
Bhavna Chattopadhyay	192.97	
	192.97	**-**
Sitting Fees		
Bhavna Chattopadhyay	-	30.00
Premal Mehta	97.50	52.50
Pratiksha Pingle	165.00	52.50
Tushar Trivedi	172.50	75.00
	435.00	**210.00**
Purchase of Shares (Investments) from Directors / KMP		
Sandipan Samiran Chattopadhyay (Refer Note c below)	4,375.74	-
	4,375.74	**-**

Notes

(a) Transactions with the related parties have been reported since the date they become related.

(b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the company as a whole.

(c) Company has purchased 9,100 Equity Shares of Mihup communication Private Limited from Mr. Sandipan Chattopadhyay, Executive director of the company for ₹ 4,375.74 (in ‘000)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

(₹ in '000)

	Associate Company/Joint Ventures		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Outstanding Balances										
Receivables										
Madworks Venture Private Limited	844.00	844.00							**844.00**	**844.00**
Jzeva Signature Jewelcrafts Private Ltd			-	-					**-**	**-**
Payables										
Remuneration Payable to Directors & KMP										
Srinivas Koora					760.49	796.66			**760.49**	**796.66**
Sandipan Samiran Chattopadhyay					98.09	782.80			**98.09**	**782.80**
Jaison Jose					751.07	731.30			**751.07**	**731.30**
Vishal Chaddha					-	759.60			**-**	**759.60**
Vaishali Kondhbar					-	33.00			**-**	**33.00**
Remuneration Payable to relative of Directors & KMP										
Bhavna Chattopadhyay					196.20	-			**196.20**	**-**
Expenses reimbursement Payable to Directors & KMP										
Srinivas Koora					1,352.56	1,830.29			**1,352.56**	**1,830.29**
Sandipan Samiran Chattopadhyay					305.03	898.04			**305.03**	**898.04**
Bhavna Chattopadhyay					-	201.55			**-**	**201.55**
Jaison Jose					40.96	-			**40.96**	**-**
Expenses reimbursement Payable to Relative of Directors & KMP										
Bhavna Chattopadhyay					5.71				**5.71**	**-**
Sitting Fees Payable to Directors										
Bhavna Chattopadhyay							-	12.00	**-**	**12.00**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Premal Mehta							-	33.75	**-**	**33.75**
Pratiksha Pingle							-	12.00	**-**	**12.00**
Tushar Trivedi							-	33.75	**-**	**33.75**
Unsecured Loans from Directors									**-**	**-**
Srinivas Koora					153.00	200.00	-		**153.00**	**200.00**
Sandipan Samiran Chattopadhyay					-	2,950.00	-		**-**	**2,950.00**

NOTE 36. LEASES

Prepaid rent of ₹ 552.25 (₹ in '000) has been re-classified to right of use assets pursuant to transition to Ind AS 116.

Further, the Company has created Lease Liability of ₹ 9,543.06 (₹ in '000) equivalent to the present value of future Lease rental outgoings and has recognized Right of use assets equivalent to Lease Liability as further adjusted by Prepaid rent of ₹ 10,095.30 (₹ in '000).

Company amortises the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss.

The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

To this extent performance of the company for the current year is not comparable with the previous year.

(₹ in '000)

Particulars	Year ended March 2020 comparable figures	Changes due to Ind AS 116	Year ended March 2020 Reporting figures
Other expenses	47,854.32	(3,672.00)	44,182.32
Finance costs	14.44	788.90	803.34
Depreciation & amortisation	2,261.20	3,365.10	5,626.30
Profit Before Tax	**(20,651.79)**	**482.01**	**(21,133.80)**

The Company's significant leasing agreements are in respect of operating lease for office premises which are not non-cancellable and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended March 31, 2020 is 5,927.06 (previous year ended March 31, 2019: 6,679.13) .

NOTE 37. HEDGING CONTRACTS

The uncovered foreign exchange exposure:

(in '000)

Particulars	Currency	As at March 31, 2020	As at March 31, 2019
Receivables	UK Pounds	37.53	38.98
Receivables	US Dollars	5.00	18.00
Payables	US Dollars	-	(6.47)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 38. EMPLOYEE BENEFIT

a) DEFINED CONTRIBUTION PLAN

Provident Fund:

The contributions to the Provident Fund of certain employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution on the company

b) DEFINED BENEFIT PLAN

Gratuity:

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

c)Amounts Recognised as Expense:

I) Defined Contribution Plan

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,671.09 ('000) (March 2019: ₹ 1,767.18 ('000)) has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

a. Gratuity cost amounting to ₹ 924.61 ('000) (March 2019: ₹ 933.60 ('000)) has been included in Note 30 under the head of employee benefits expenses.

b. Remeasurement gain/loss on defined benefit plan amounting to ₹ 1509.99 ('000) (March 2019: ₹ 869.27 ('000)) is credited to statement of Other comprehensive Income

The amounts recognised in the Company's financial statements as at year end are as under:

(₹ in '000)

	March 31, 2020	March 31, 2019
i) Change in Present Value of Obligation		
Present value of the obligation at the beginning of the year	1,455.08	1,390.75
Current Service Cost	785.93	795.09
Interest Cost	138.68	138.51
Actuarial Gain / (Loss) on Obligation- Due to Change in Demographic Assumptions	-	39.51
Actuarial Gain / (Loss) on Obligation- Due to Change in Financial Assumptions	72.31	34.82
Actuarial Gain / (Loss) on Obligation- Due to Experience	(1,582.30)	(943.61)
Benefits Paid		
Present value of the obligation at the end of the year	**869.70**	**1,455.08**
ii) Change in Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Return on plan assets excluding interest income	-	-
Benefits Paid	-	-
Fair value of Plan Assets at the end of the year	-	-
iii) Amounts Recognised in the Balance Sheet:		
Present value of Obligation at the end of the year	869.70	1,455.08
Fair value of Plan Assets at the end of the year	-	-
Funded status - Deficit	869.70	1,455.08
Net Liability recognised in the Balance Sheet	**869.70**	**1,455.08**
iv) Amounts Recognised in the Statement of Profit and Loss:		
Current Service Cost	785.93	795.09
Interest Cost on Obligation	138.68	138.51
Net Cost Included in Personnel Expenses	**924.61**	**933.60**
v) Recognised in other comprehensive income for the year		
Actuarial Gain / (Loss) on Obligation	(1,509.99)	(869.27)
Return on plan assets excluding interest income	-	-
Recognised in other comprehensive income	**(1,509.99)**	**(869.27)**
vi) Actuarial Assumptions		
i) Discount Rate	6.61%	7.51%
ii) Salary Escalation Rate	12.00% p.a.	12.00% p.a.
iii) Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

	As at March 31, 2020	As at March 31, 2019
Projected Benefits Payable in Future Years From the Date of Reporting		
Within the next 12 months	9.78	2.92
2nd Following Year	17.17	117.87
3rd Following Year	30.85	174.20
4th Following Year	105.69	237.46
5th Following Year	137.31	275.62
Sum of Years 6 To 10	681.84	1,242.89

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	March 31, 2020		March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (100 basis points)	(62.01)	70.53	(104.70)	117.74
Future salary growth (100 basis points)	64.82	(57.31)	106.21	(95.19)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown. The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

ix) Other details

Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis..
Stress Testing of Assets	Not Applicable
Investment Strategy	Not Applicable
Comment on Quality of Assets	Not Applicable
Management Perspective of Future Contributions	As per Actuarial calculation

x) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

III) Compensated absences

The leave obligations cover the company's liability for earned leave.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

The company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

(₹ in '000)

Particulars	As at March 31, 2020	As at March 31, 2019
The Actuarial Liability in respect of the compensated absence of earned leave	379.15	474.98
Less: Plan assets	-	-
Net obligation	379.15	474.98
Significant Assumptions		
Discounting Rate	6.61%	7.51%
Salary escalation Rate	12%	12%
Retirement Age	58 Years	58 Years

NOTE 39. FINANCIAL INSTRUMENTS

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in '000)

As at March 31, 2020	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	3,48,871.00	-	3,48,871.00	-	-	3,48,871.00	3,48,871.00
Others	-	-	3,127.06	3,127.06	-	-	3,127.06	3,127.06
Current								
Current Investments	1,32,022.63	-		1,32,022.63	1,32,022.63	-	-	1,32,022.63
Trade receivables	-	-	9,926.78	9,926.78	-	-	9,926.78	9,926.78
Cash and cash equivalents	-	-	5,439.34	5,439.34	-	-	5,439.34	5,439.34
Other Current Financial Assets	-	-	12,500.29	12,500.29	-	-	12,500.29	12,500.29
	1,32,022.63	**3,48,871.00**	**30,993.47**	**5,11,887.10**	**1,32,022.63**	**-**	**3,79,864.47**	**5,11,887.10**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Financial liabilities								
Non Current		-						
Lease Liabilities	-	-	3,488.55	3,488.55	-	-	3,488.55	3,488.55
Current	-	-			-	-		
Trade and other payables	-	-	1,420.81	1,420.81	-	-	1,420.81	1,420.81
Lease Liabilities	-	-	3,171.41	3,171.41	-	-	3,171.41	3,171.41
Other Current Financial Liabilities	-	-	10,453.52	10,453.52	-	-	10,453.52	10,453.52
	-	**-**	**18,534.29**	**18,534.29**	**-**	**-**	**18,534.29**	**18,534.29**

(₹ in '000)

As at March 31, 2019	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	2,74,285.61	-	2,74,285.61			2,74,285.61	2,74,285.61
Loans	-	-	5,341.82	5,341.82			5,341.82	5,341.82
Others	-	-	2,913.42	2,913.42			2,913.42	2,913.42
Current								
Current Investments	1,60,816.35	-		1,60,816.35	1,60,816.35	-	-	1,60,816.35
Trade receivables	-	-	9,546.17	9,546.17	-	-	9,546.17	9,546.17
Cash and cash equivalents	-	-	24,601.87	24,601.87	-	-	24,601.87	24,601.87
Other Current Financial Assets	-	-	4,790.71	4,790.71	-	-	4,790.71	4,790.71
	1,60,816.35	**2,74,285.61**	**47,193.99**	**4, 82,295.95**	**1,60,816.35**		**3,21,479.60**	**4,82,295.95**
Financial liabilities								
Current								
Trade and other payables	-	-	6,590.39	6,590.39	-	-	6,590.39	6,590.39
Other Current Financial Liabilities	-	-	15,903.32	15,903.32	-	-	15,903.32	15,903.32
	-	**-**	**22,493.71**	**22,493.71**	**-**	**-**	**22,493.71**	**22,493.71**

*** Note: Includes investment in equity instruments of Associates companies which are valued using equity method of accounting**

Level - 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities
Level - 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
Level - 3 :inputs for the asset or liability that are not based on observable market data (unobservable inputs)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the equity instruments.
	Market Comparable Method (MCM)	The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc.	An average of the performances of the comparable companies / businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments
Investment in preference shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the preference instruments.

Level 3 fair values

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

(₹ in ‘000)

Particulars	Total
Opening Balance (1 April 2018)	**1,91,478.66**
Share of net profit / (loss) of Associates & Joint Ventures	(147.94)
Gain/(loss) recognised in OCI (unrealised)	76,198.02
Purchases	7,096.51
Sales	(48.00)
Loss on sale of equity shares	(291.63)
Closing Balance (31 March 2019)	**2,74,285.62**
Opening Balance(1 April 2019)	2,74,285.62
Share of net profit / (loss) of Associates & Joint Ventures	(243.80)
Gain/(loss) recognised in OCI (unrealised)	62,249.74

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Particulars	Total
Purchases	14,547.68
Sales	(1,789.39)
Loss on sale of equity shares	(178.85)
Closing Balance (31 March 2020)	**3,48,871.00**

NOTE 40. FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at March 31, 2020 and March 31, 2019 as below:

(₹ in '000)

	Currency	March 31, 2020	March 31, 2019
Financial assets			
Trade receivables	GBP	3,470.31	3,526.26
	USD	373.70	1,245.06
		3,844.01	**4,771.32**
Trade payables	USD	-	447.53
		-	**447.53**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

The following significant exchange rates have been applied during the year.

	Spot rate as at	
	March 31, 2020	March 31, 2019
UK Pound INR	0.011	0.011
US Dollar INR	0.013	0.014

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at March 31 2020 and March 31 2019 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in '000)

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2020		
5% movement		
UK Pound Vs INR	173.52	(173.52)
US Dollar Vs INR	18.69	(18.69)
	192.20	**(192.20)**

(₹ in '000)

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2019		
5% movement		
UK Pound Vs INR	176.31	(176.31)
US Dollar Vs INR	39.88	(39.88)
	216.19	**(216.19)**

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, loans to employees and other receivables. The risk of default is assessed as low. Security deposits includes amounts due in respect of certain lease contracts and tender deposits to Government of India.

The risk of default is considered low as the counterparties represent apart from the governmental authority large, well established companies within India.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks

Credit risk for trade receivables is evaluated as follows

Expected credit loss for trade receivables and unbilled revenue under simplified approach

As at March 31, 2020 (₹ in '000)

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	10,487.42	2,920.25	13,407.67
Expected credit loss rate	13.39%	71.10%	25.96%
Expected credit loss (provision for credit loss)	(1,404.64)	(2,076.25)	(3,480.89)
Carrying amount of trade receivables	**11,892.06**	**844.00**	**9,926.78**

As at March 31, 2019 (₹ in '000)

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	9,546.17	3,754.83	13,301.01
Expected credit loss rate	0.00%	100.00%	
Expected credit loss (provision for credit loss)	-	(3,754.83)	(3,754.83)
Carrying amount of trade receivables	**9,546.17**	**-**	**9,546.17**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

Management believes that the unimpaired amounts that are past due by less than a year are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

(₹ in '000)

Trade Receivables Impairments	Total
Balance as at March 31, 2018	**3,783.05**
Foreign exchange translation on receivables considered doubtful	(28.21)
Balance as at March 31, 2019	**3,754.83**
Receivables considered doubtful	3,480.89
Foreign exchange translation on receivables considered doubtful	(138.34)
Amount written off	(3,616.50)
Balance as at March 31, 2020	**3,480.89**

C. MANAGEMENT OF LIQUIDITY

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place..

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments

(₹ in '000)

		Contractual cash flows				
March 31, 2020	**Carrying amount**	**Total**	**Less than 1 Year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade and other payables	1,495.34	1,495.34	1,495.34	-	-	-
Other Financial Liabilities	10,453.52	10,453.52	10,453.52	-	-	-
Lease Liabilities	6,659.96	7,344.00	3,672.00	3,672.00	-	-

(₹ in '000)

		Contractual cash flows				
March 31, 2019	**Carrying amount**	**Total**	**Less than 1 Year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade and other payables	6,590.36	6,590.36	6,590.36	-	-	-
Lease Liabilities	15,903.32	15,903.32	15,903.32	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 41.OTHER RISK - IMPACT OF COVID 19

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

While the Company believes strongly that it would be able to quickly adapt the changes in the current pandemic situation, however, the impact on future revenue streams could come from –

- Any fundamental changes in the Client's consumer behaviour, supply chain and routes to market.

- the inability of our clients to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers.

- Clients postponing their discretionary spends due to change in priorities.

The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID – 19 is a continuous process given the uncertainities associated with its nature and duration.

The Company has considered the effect of changes, if any, in both counterparty credit risk and own credit risk due to COVID - 19.

The Financial assets carried at fair value as at March 31, 2020 is ₹ 511,887.07 ('000). A significant part of the Non - Current Investments in Portfolio companies are classified at Level 3. The fair value of such Non-current investments ₹ 3,48,871.00 ('000) is marked to an active market which factors the uncertainties arising out of COVID-19.

The Current Investments carried at fair value as at March 31, 2020 ₹ 132,022.63 are mainly investments in debt mutual funds and accordingly, any significant volatility is not expected.

Financial assets of ₹ 6,082.21 ('000) as at March 31, 2020 carried at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks with no significant credit risk. Trade receivables of ₹ 9,926.78 ('000) as at March 31, 2020 forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable.

NOTE 42. SEGMENT REPORTING

Operating Segment

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from software development services	81,113.29	60,886.95

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108

- Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹ 32,297.46 (₹ In 000s) (March 31, 2019; ₹ 36,851.42 (₹ In 000s)) are derived from three customers (March 31, 2019; Four customers) who contributed more than 10% of the Company's total revenue from software development services.

Geographical segment

(₹ in '000)

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue for software development services;		
- India	67,815.77	39,974.58
- Outside India	13,297.52	20,912.37
	81,113.29	**60,886.95**

There are no Non-Current Assets located outside India. All the assets of the Company are located in India.

NOTE 43.OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the company is to provide technology services and solutions, the company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of Indi a Act, 1934.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 44

I. Additional Information, as required under Schedule III of Companies Act, 2013, of enterprises consolidated as Joint Ventures/Associates

(₹ in '000)

As at March 31, 2020	Year ended 31st March 2020				Year ended 31st March 2019			
	Net Assets (Total assets minus total liabilities)		Share in Profit and loss		Net Assets (Total assets minus total liabilities)		Share in Profit and loss	
	As a % of consolidated Net Assets	In ₹'000	As a % of consolidated Profit & Loss	In ₹'000	As a % of consolidated Net Assets	In ₹'000	As a % of consolidated Profit & Loss	In ₹'000
I. Parent								
Xelpmoc Design and Tech Private Limited	99.87%	4,47,784.28	100.58%	42,227.74	99.74%	4,05,359.69	102.06%	7,339.15
II. Joint Venture								
Fortigo Network Xelpmoc Private Limited	-	-	-0.01%	(0.45)	0.05%	197.30	1.03%	74.19
III. Associate								
Madworks Venture Private Limited	0.13%	599.51	-0.58%	(243.35)	0.21%	842.87	-3.09%	(222.13)
		4,48,383.79		**41,983.94**		**4,06,399.85**		**7,191.21**

II. Investment in Associates & Joint Ventures

The group's interest in associate and JV is accounted for using the equity method in the consolidated financial statements. The following table illustrate the summarised financial information of the Group's investment in associate and JV.

(₹ in '000)

	As at 31st March 2020		As at 31st March 2019	
	Associate	Joint Venture	Associate	Joint Venture
Current assets	375.17	-	337.14	49.11
Non current assets	2,276.81	-	2,750.15	1,167.52
Current liabilities	3,033.20	-	2,349.19	120.54
Non current liabilities	-	-	-	-
Equity	**(381.21)**	**-**	**738.10**	**1,096.09**
Proportion of group ownership	21.74%		21.74%	18%
Group share in equity	-82.88	-	160.46	197.30
Goodwill on acquisition/Loss absorbed	682.38		682.41	-
Carrying amount of investments	**599.51**	**-**	**842.87**	**197.30**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2020

NOTE 45. COMMITMENTS AND CONTINGENCIES

As at March 31, 2020

(₹ in '000)

Commitments (to the extent not provided for)	Amount
Uncalled liability on preference shares partly paid;	3,015.07

Company	Share	No of shares	Uncalled & unpaid
Kidsstoppress Media Private Limited	Convertible Preference share	684	3,015.07

NOTE 46.EVENTS AFTER THE REPORTING PERIOD

There were no events that occurred after the reporting period i.e. 31 March, 2020 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities

For JHS & Associates LLP

Chartered Accountants
Firm Registration No. 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: June 09, 2020

Sandipan Chattopadhyay
Managing Director and Chief Executive Officer
DIN: 00794717
Place: Bengaluru
Date: June 09, 2020

Srinivas Koora
Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: June 09, 2020

Jaison Jose
Whole Time Director
DIN: 07719333
Place: Mumbai
Date: June 09, 2020

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: June 09, 2020

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