CHARTERED ACCOUNTANTS.

101/102,Argentum, Unnat Nagar, Opp.Patkar College,S.V.Road, Goregaon(W),Mumbai-400062 Tel: 28747271/28747278

Email id: ssgajjaco@ssgajjaco.com

Champa L Purohit B.Com,F.C.A.

Shyamsunder Gajja B.Com, LL.B. F.C.A 9, RajMahal, MV Road, Andheri (E), Mumbai 400069. Tel: 26832983/26834094.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YAAP DIGITAL PVT LTD.

Report on the Consolidated Financial Statements Opinion

We have audited the accompanying consolidated financial statements of YAAP DIGITAL PVT LTD. (hereinafter referred to as "the Holding Company") and its subsidiaries, (collectively referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2022, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year ended and notes to the Consolidated Financial Statements including a summary of the significant accounting policies (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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2022, and their consolidated profit and loss and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the

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Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has 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 ability of the Group to continue as a Going Concern, disclosing, as applicable, matters related to Going Concern and using 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 responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility 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 SA's 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.

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B.Com,F.C.A.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Group to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance

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of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

Other Matters

(a) We did not audit the financial statements/information of one subsidiary (YAAP Digital FZE), whose financial statements/information reflect total assets of Rs. 56,62,266/- and total liabilities of Rs. 7,85,072/- as at March 31, 2022 and total revenue of Rs. 1,72,31,091/- for the year ended on that date, as considered in the Consolidated Financial Statements. This financial statements/information have been audited by other auditor whose reports have been furnished to us by the Management, and our opinion on the consolidated Financial Statements in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the report of the other auditor.

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(b) We did not audit the financial statements/information of one subsidiary (Intnt Aisa Pacific PTE Ltd.), whose financial statements/information reflect total assets of Rs. 1,79,85,820/- and total liabilities of Rs. 93,81,877/- as at March 31, 2022 and total revenue of Rs. 6,77,57,856/- for the year ended on that date, as considered in the Consolidated Financial Statements. This financial statements/information are unaudited and have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled companies and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and jointly controlled companies, is based solely on such unaudited financial statements/information.

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 statements/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, associate companies and joint ventures, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
- 2. As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 accounts as required by law relating to preparation of aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of accounts maintained by the Holding Company, its subsidiaries

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included in the Group including relevant records relating to the preparation of the consolidated financial statements

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and jointly controlled companies incorporated in India, none of the directors of the Group Companies and jointly controlled companies incorporated in India are disqualified as on March 31, 2022 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 with reference to financial statements of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The pending litigations of the Company would not have any adverse impact on the Financial Position of the Company;
- (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivative contracts;
- (iii) The Company is not required to transfer any funds to investor education and protection fund.
- (iv) a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entities, including foreign entities

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("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries, associate and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representations under subclause (a) and (b) contain any material misstatement.
- (v) The Holding Company, its subsidiaries, associates and joint venture companies incorporated in India have not declared any dividend during the year.

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Annexure -1

To the Independent Auditors' Report of even date on the Consolidated Financial Statements of Yaap Digital Pvt Ltd.

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For and on behalf of S.S. Gajja & Co. Chartered Accountants

Firm's registration number: 114635W

CHAMPA L PUROHIT

Chempa & Purolit

Partner

M No: 046257 Place: Mumbai Date: 05-09-2022

UDIN: 22046257ATAPVL1532

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"Annexure A" to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Yaap Digital Private Limited.

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

We have audited the internal financial controls over financial reporting of **YAAP DIGITAL PVT. LTD.** (hereinafter referred to as "the Company") and its subsidiaries, its associates and jointly controlled entities, (collectively referred to as 'the Group') as of March 31, 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

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Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Group 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, 2022, 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 and on behalf of S.S. Gajja & Co.

Chartered Accountants

Firm's registration number: 114635W

CHAMPA L PUROHIT

Partner

M. No: 046257

UDIN: 22046257ATAPVL1532

Chempa & Purolit

Place: Mumbai Date: 05-09-2022

		Fi gures ir 2021-22	Figures in ₹ 2020-2021		
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Net prafit before lax		79,998		(29,057
	Adjustments fur:				
	Depreciation	1,179		1,246	
	Interest & Finance Charges	13,755		14,540	
	Adjustments in Reserves	358		(7, 8 12)	
	Non Controlling Interest	(1,418)		(3,335)	
	Interest & Dividend Income	(439)	13,436	(om,t)	3,64
	Operating Profit before Working Capital Changes		93,433		(25,41)
	Adjustments for:				
	Sundry Debtors	1,48,950		(1,20,778)	
	Inventories	4		-	
	Loans & Advances	(2,69,488)		24,766	
	Other Assets	602		10,190	
	Trade and other payables / Provisions	64,437	(55,499)	37,745	(48,03)
	Cash generated from Operations		37,934		(73,45
	Income Tax Paid		(11,297)		(2,55
	Deferred Revenue Exp				
	Deferred Tax Adjustments		(6,542)		6,61
	NET CASHFLOW FROM/ (USED IN) OPERATING ACTIVITIES		20,094	_	(69,39
В.	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of Fixed Assets		(4,455)		11,740
	Purchase of Investments		-		-
	Interest Received		439		1,010
	Dividend Received				_
	NET CASHFLOW FROM/ (USED IN) INVESTING ACTIVITIES		(4,016)		12,74
:	CASH FLOW FROM FINANCING ACTIVITIES				
	Proceeds from Long term barrowings		(3,305)		3,49
	Proceeds from Short Term borrowings		20.00		
	Proceeds from Equity		4		5
	Interest & Finance Charges		(13,755)		(14,54
	Dividend Paid				31 - 17
	NET CASHFLOW FROM FINANCING ACTIVITIES		(17,060)		(10,99
٥.	NET INCREASE/(DE CREASE) IN CASH AND CASH				
	EQUIVALENTS (A) + (B) + (C)		(982)		(67,64
	CASH AND CASH EQUIVALENTS, beginning of the year		19,428		87,07
	Choirman Choire Cor-Marinio, regulating at the Jen				

As per our report of even date

For S. S. GAJJA & CO. Chartered Accountants

For and on behalf of the Board of Directors

Partner Mumbai

Mem No. 046257

UDIN - 22046257 ATAPVL1532

Champa & Purolit

Dale: 05-09-2022

Snd hir Menon Director DIN:02487658

Dale: 05-09-2022

Atul Hegde Director DIN:02699927

Date: 05-09-2022

For S.S.GAJJA & CO. Chartered Accountants For and on behalf of the Board of Directors

Pariner Mumbai

Mem no. 046257

UDIN -21046257AAAAFY2202

Chempa & Purolit

Date: 05-09-2022

Sudhir Menon Director DIN: 02487658 Date: 05-09-2022 Atul Hegde Director DIN: 02699927 Date: 05-09-2022

YAAP Digital Private Limited Consolidated P&L Statement for the year ended 31st March, 2022

INR'000 2021-22 2020-21 **Particulars** Note INCOME Revenue from operations (net) 18 7,23,153 3,65,674 Other income 19 2,814 4,743 Total Revenue 7,25,968 3,70,417 EXPENDITURE 20 2,73,359 Direct Cost 4,68,401 Employee benefits expense 21 1,14,086 82,618 22 Finance costs 13,755 14,540 Depreciation and amortisation expense 23 1,179 1,246 24 Admin and Other Expenses 48,548 27,711 6,45,970 3,99,474 Total Expenses PROFIT BEFORE TAX 79,998 (29,057)TAX EXPENSES Current Tax 25 11,720 861 Income Tax earlier Year 25 (423)1,691 Deferred Tax 25 6,542 (6,613)Non Controlling Interest 77 (2,117)PROFIT AFTER TAXATION 62,081 (22,880)Earning per equity share of face value of ₹10 each Basic and Diluted (in ₹) 38.04 (14.02)

As per our report of even date

For S. S. GAJJA & CO. Chartered Accountants

Chempa & Pomolit

Partner

Mumbai Mem no. 046257

UDIN - 21046257AAAAFY2202

Date: 05-09-2022

For and on behalf of the Board of Directors

Sudhir Menon Director DIN:02487658

Date: 05-09-2022

Atul Hegde Director

DIN:02699927

Date: 05-09-2022

1	Share Capital					
		21 et 3	As at	As		
		No. of shares	Aarch, 2022 Amount	31st Mar No. of shares	Amount	
	Authorised:					
	Equity shares of Rs. 10/- each	1,55,00,000	15,50,000	1,55,00,000	15,50,000	
	Issued, Subscribed and Paid up:					
	Equity shares of Rs. 10/- each fully paid	16,34,799	16,348	16,40,153	16,402	
	Minority Interest	(2,799)	(28)	(8,153)	(82	
	TOTAL	16,32,000	16,320	16,32,000	16,320	
1.1	Shareholders holding more than 5% shares in the company		-			
	Particulars	31st M	As at March, 2022	As at 31st March, 2021		
		No. of shares held	% of total holding	No. of shares held	% of total holding	
	Atul Hegde	8,00,000	49.02%	8,00,000	49.02%	
		1.00.000	29,53%	4,82,000	29.53%	
	Sudhir Menon Subodh Menon	4,82,000 3,18,000	19.49%	3,18,000	19.499	

1.2 Promoters Shareholding

Shares held by promoters at the end of the year as on 31st March 22									
S.No.	Promoter name	No. of shares	% of total shares	% Change during the year					
1	Atul Hegde	8,00,000	49.02%	NA					
2	Sudhir Menon	4,82,000	29.53%	NA					
3	Subodh Menon	3 18 000	19 49%	NA					

Shares held by promoters at the end of the year as on 31st March 21								
S.No.	Promoter name	No. of shares	% of total shares	% Change during the year				
1	Atul Hegde	8,00,000	49.02%	NA				
2	Sudhir Menon	4,82,000	29.53%	NA				
3	Subodh Menon	3,18,000	19.49%	NA				

2	Reserves and Surplus				INR'000
	•	As at		As at	
		31st March,	2022	31st March, 202	!1
	General Reserve				
	Opening balance	-		-	
	Add: Employee Stock Option Plan - Outstanding A/c	(11)		(11)	
	Add: Transferred from Profit and Loss Account	<u> </u>			
			(11)		(11)
	Profit and Loss Account		77,491		14,965
	Opening balance	17,714		40,014	,
	Less : Prior Period Adjustments	•		-	
	Add: Profit for the year	60,011		(24,823)	
	,	77,725		15,191	
	Less: Appropriaations	•		,	
	Transferred to General Reserve	234		226	
			77,491		14,965
	Securities Premium	_	,	-	- 4
	Opening balance	-		-	
	Add: Received during the Year	1,285		1,285	
	O .		1,285		1,285
	Capital Reserve		234		226
	Foreign Currency Translation Reserve		(127)		(7)
	Foreign Exchange Capital Reserve		143		41
	TOTAL		79,015		16,499
2.1	Non Controlling Interest		859		2,277
	TOTAL		859		2,277
	IOIAL		4.57		2,211
3	Long Term Borrowings				INR'000
		As at 31st March,	2022	As at 31st March, 202	:1
	From Banks			•	-
	Bank Loan	<u></u>	10,766		13,700
			10,766		13,700
	From Others				
	Loan from Directors		74,292		74,664
			74,292		74,664
	TOTAL		85,058		88,364



4	Long-term provisions		INR'00
		As at 31st March, 2022	As at 31st March, 2021
	Provision for Employee Benefits-Gratuity	729	73
	TOTAL	729	73
		As at 31st March, 2022	As at 31st March, 2021
5	Deferred Tax Liability (net)		
	Opening Balance	(9,017)	(2,40
	Add: Deferred Tax Liability created during the year	6,54 <u>2</u> -	(6,61
	TOTAL	(2,475)	(9,01
6	Trade Payables		INR'00
		As at 31st March, 2022	As at 31st March, 2021
	Creditors for Goods and Services TOTAL	2,06,399 2,06,399	72,08 72,08
	IOTAL	2,00,399	72,08
7	Other Current Liabilities		INR'00
		As at 31st March, 2022	As at 31st March, 2021
	Interest accrued and due on Directors Loan Other Payables:	55,491	45,46
	Statutory Dues	21,945	26,48
	Others	401	8,01
	TOTAL	77,837	79,96
8	Short-term provisions		INR'00
		As at 31st March, 2022	As at 31st March, 2021
	Provision for Employee Benefits	9,057	3
	Provision for Tax	12,581	5,30
	Other Provisions	75,762	1,66,35
	TOTAL	97,400	1,71,68



Notes on Consolidated Financials Statements for the Year Ended 31st March, 2022

10	Non-Current Investments		INR'000
		As at	As at
	Other Investments	31st March, 2022	31st March, 2021
	Investment in Subsidiaries :		
	FFC Information Solution Pvt Ltd	-	-
	(100,000 Equity Shares of 10.00 each) Brand Planet		
	(90,000 Equity Shares of 10.00 each)	-	-
	Intnt Asia Pacific	-	-
	(4500 Shares of SGD 1 each)		
	Oplifi Digital Pvt Ltd (1,00,000 Shares of Rs 10 each)	-	-
	Yaap Digital FZE	-	-
	(183 Shares of 150 AED each)		
	TOTAL		
11	Long-term loans and advances		INR'000
		As at 31st March, 2022	As at 31st March, 2021
		Sist Maich, 2022	Sist March, 2021
	Advance Income Tax (Net)	27,719	19,133
	General Deposits	976	949
	Other Loans and advances	1,307	605
	TOTAL	30,002	20,687
12	Other Non-Current Assets		INR'000
		As at 31st March, 2022	As at 31st March, 2021
	Unamortised preliminary expense	-	-
	Others	-	-
	TOTAL		-
13	Current Investments	Figures in `	INR'000
		As at 31st March, 2022	As at 31st March, 2021
		ozotrzeczy work	out marriy aver
	Others	-	-
	TOTAL		
	TOTAL		



14	Trade Receivables				INR'00
		As at 31st March,	2022	As at 31st March, 20	
	Unsecured, considered good : Over Six Months		19,649		22,31
	Others		1,35,114		2,81,39
	TOTAL		1,54,763		3,03,71
15	Cash and Bank Balances				D/DIA
15	Cash and Dank Dalances	As at		As at	INR'00
		31st March,	2022	31st March, 20	21
	Cash on Hand		3		
	Balances with Banks				
	In Current Accounts In Deposit Accounts		9,996 8,447		19,08 33
	TOTAL		18,446		19,42
16	Short Term Loans and Advances Unsecured, considered good	As at		As at	INR'00
	31st March, 2022		2022	31st March, 20	21
	Balance with Central Excise (Service Tax)		858		85
	Deposits Others		2,60,168		-
	TOTAL		2,61,026		85
			Eyo Eyo Evo		
17	Other Current Assets	As at		As at	INR'00
		31st March,	2022	31st March, 20	21
	Accrued Income		-		
	Salary Advance Balance with Authority		186 13,741		10 13,26
	Others		507		1,66
	TOTAL	<u> </u>	14,434	<u>—</u>	15,03
18	Revenue From Operations				INR'00
			2021-22		2020-2
	D	× 577.551	-	2 27 007	
	Domestic Services Export Services	6,57,551 65,602		3,21,896 43,778	
	Gross Sales	* * * * * * * * * * * * * * * * * * * *	7,23,153		3,65,67
	TOTAL		7,23,153	_	3,65,67
19	Other Income				INR'00
			2021-22		2020-2
	Interest				
	Interest on Fixed Deposits	193		89	
	Interest on Income tax refund	247		920	
	Interest on Loan		439		1,01
	Dividend From Short/Long Term Investments				
	From Short Term Investments				
	Other non-operating Income		-		-
	Profit on sale of Investment (Net)	660 1.716			
	Miscellaneous Income	1,716	2,375	3,733	3,730



Notes on Consolidated Financials Statements for the	ue Year Ended 31st March, 2022	
20 Direct Cost		INR'00
	2021-22	2020-2
Professional Charges	4,68,401	2,73,35
TOTAL	4,68,401	2,73,35
21 Employee Benefits Expense		INR'06
	2021-22	2020-2
Salaries and Wages	1,09,922	80,99
Contribution to Provident and Other Funds Staff Welfare Expenses	164 4,000	18 1,43
TOTAL	1,14,086	82,61
22 Finance Costs		INR'0
	2021-22	2020-2
Interest Expenses On Unsecured Loans	12,065	12,082
On Other Loans		12,08
Bank Charges	1,403	1,50
Interest on Bank Working capital Other Interest	259 28	4 90
TOTAL	13,755	14,54



23	Depreciation and amortisation expense				TNR '000
			2021-22		2020-21
	Depicciation and Amortisation		1,179		1,246
	TOTAL		1,179	_	1,246
			apare.		
4	Other expenses		2021-22		INR 900 2020-21
			5555.45		2324.52
	Administrative Expenses	100-			
	Payments to Auditors	612		572	
	Electricity Expenses	112		12	
	Telephone Expenses	274		320	
	Conveyance and Travelling	10,909		2,134	
	Printing and Stationary	308		159	
	Training and Recruitment Charges	167		473	
	Legal and Professional Charges	569		1,132	
	Insurance	570		132	
	Rent. Rates and Taxes	505		1.137	
	Computers and Networking Charges	4,154		2,779	
	Office Expenses	1,429		2,607	
	Exchange Difference (net)	1,793		2,885	
	Books & Periodicak	5		16	
	Repairs & Maintenance Expenses	-		137	
	Loss on property plant and equipments Written off/Sold	-		1,161	
	Other Administrative expenses	2,712		4,667	
Succe Pullula Ballet			24,006	~~~	20,323
			- 4		
	Selling and Distribution Expenses				
	Business Promotion Expenses	14,766		6,446	
	Entertainment Expenses	2		*	
	Business Development Expenses	-			
	Bad Debts	3,516		2,805	
	Others	6,259		556	
		7,257	24,542		9,808
	Defense I Francis Brown a Market Off				2424
	Deferred Fevenue Expenses Written Off				-2421
	TOTAL		48,548		27,711
1	Payments to Auditors				INR 900
			2021-22		2020-21
	As Auditors				
	Statutory Audit Fees		327		225
	Tax Audit Fees		30		18
	Other Services		2.55		187
	TOTAL	_	612		430
5	Taxation				INR '000
			2021-22		2020-21
	Current Tax		11,720		861
	Income Taxe arlier Year				1,691
			(423)		
	Deferred Tax		6,542		(6,613
	Other Taxes				8
	mom år	-	ama a	_	12.6.2.0
	TOTAL		17,840		(4,061)

As per our report of even date

For S. S. GAJJA & CO. Chartered Accountants

For and on behalf of the Board of Directors

Chemba & Purolit

Partner

Mumbai

Mem no. 046257

UDIN-21046257 AAA AFY2202

Date: 05-09-2022

Sudhir Menon Director DIN 02487658 Date: 05-09-2022

Atul Heg de Director DIN:02699927 Date: 05-09-2022

Schedule - 9 Fixed Asse	ts										INR'000
Description of Assets		GROSS BLO	ОСК				DEPRICIATION			NET E	LOCK
	As on 01/04/21	Addition	Deletion	As on 31/03/22	As on 01/04/21	For the Period	Deductions	Exchange Diff	As on 31/01/22	As on 31/03/21	As on 31/03/22
Tangible Assets											
Furnitures & Fixtures	4,532	-	-	4,532	2,597	243	-	-	2,840	1,935	1,692
Office Equipments	678	-	3	675	592	59	-	-	651	86	24
Motor Vehicles	1,407	-	-	1,407	1,407	-	-	-	1,407	0	0
Computers	6,554	2,130	-	8,684	5,674	797	-	0	6,471	880	2,213
Sub-total	13,171	2,130	3	15,298	10,271	1,099	-	0	11,369	2,900	3,929
Intangible Assets											
Software	254	-	-	254	124	80	-	-	204	130	50
Goodwill On Consolidation	76,167	2,509	-	78,676	-	-	-	(182)	182	76,167	78,494
TOTAL	89,592	4,639	3	94,228	10,395	1,179	-	-	11,755	79,197	82,473



Yaap Digital Private Limited Schedule-26 Significant Accounting Policies.

1. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

1.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

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

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(c) Depreciation on tangible fixed assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

(d) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.



(e) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of Services

Revenue is recognised by Proportionate completion method including service tax.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

(f) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of such assets. A qualifying assest is one that takes substantial period of time for its intended use. All other borrowing costs are charged to the Statement of Profit & Loss in the period in which they are incurred.

(g) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(h) Provisions

A provision is recognized when the company has a present obligation as a result of 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. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(i) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

As per our report of even date

For S. S. GAJJA & CO.

For and on behalf of the Board of Directors

Chartered Accountants

Partner Mumbai

Mem No. 046257

Date: 05-09-2022

UDIN-22046257ATAPVL1532

Director DIN-02487658 Date : 05-09-2022

Sudhir Menon.

DIN:02699927 Date : 05-09-2022

Atul Hegde

Director

OTHER NOTES

		INR '000
Earning Per share		
Particulars	2021-22	2020-21
Net Profit after Tax	62,081	(22,880
Number of equity shares outstanding during the year		
(for calculating basic EPS)	16,32,000	16,32,000
Weighted average number of equity shares		
outstanding during the year (for calculating diluted		
EPS)	16,32,000	16,32,000
Nominal Value per Share (Rupees)	10	10
Basic Earnings per Share (Rupees)	38.04	(14.02
Diluted Earnings per Share (Rupees)	38.04	(14.02

28 Earnings in foreign currency (accrual basis)		
	Year ended March 31, 2022	Year ended March 31, 2021
	(Rs.)	(Rs.)
Revenue from operations	819	1,407
	819	1.407

Above amounts are disclosed on gross basis.

29 Expenditure in foreign currency (accrual basis)

2 Expenditure in for eight currency (accidal basis)		
	Year ended March 31, 2022	Year ended March 31, 2021
	(Rs.)	(Rs.)
Business promotion expense	-	
Direct Cost Expenses	6,247	3,524
Media Programmatic & Campaigning Expenses		
	6,247	3,524
Above amounts are disclosed on gross basis.		

30 Related party disclosures

(i) Names of Related Parties where control exists		
(a) Subsidiaries	FFC Information Solutions Pvt. Ltd. (100%) Brand Planet Consultant India Pvt Ltd. (100%)	
	Oplifi Digital Private Limited (100%)	
	Intnt Asia Pacific Pte Ltd. (90%)	
	Yaap Digital FZE (100%)	
(b) Enterprises over which Key Managerial	Dorf Ketal Chemicals India Pvt. Ltd.	
Personnel are able to exercise significant influence	Yaap Employees Welfare Trust	
	Rainmaker Ventures Private Limited.	
	Yaap Digital FZ LLC	
i) Key Management Personnel	Mr. Atul Hegde (Director)	
	Mr. Sudhir Menon (Director)	
	Mr. Subodh Menon (Director)	
1	Mr. Anup Kumar (Director)	
	Mr. Gautam Dutt (Director)	
	Mr. Anjan Roy (Director)	



Particulars	For the Year ended 31st March 2022 (Previous Year)
	Key Management Personnel
Transactions	
Remuneration	19,783.20 19,783.20
Rent	60.50
	60.50
Interest expense	11,143.80
	11,143.80
Expenses Recharged By	
Sales Income	2,540.00
	2,540.00
Balance as at 31 st March, 2021	
Investments	-
III council	
Debtors	-
	-
Creditors	12.98
	12.98

31 Percentage of Ownership in Subsidiary

Name	Country of Incorporation	Percentage of Ownership Interest as at 31st March, 2021		
FFC Information Solutions Pvt. Ltd.	India	100%		
Brand Planet Consultant India Pvt Ltd.	India	100%		
Oplifi Digital Private Limited	India	100%		
Intnt Asia Pacific Pte Ltd.	Singapore	90%		
Yaap Digital FZE	Dubai	100%		

32 Financials of Subsidiary

2 I maneilli of out of all of											
Name of the Subsidiary Company	Issued and Subscribed Share	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before	Provision	MAT	Profit/(Loss)	Proposed Dividend
	Capital				(Excluding		Taxation	for Taxation	Entitlement	After Taxation	
					Investments						
					made in						
					subsidiaries)						
FFC Information Solution Private ltd	100	6,020	6,174	54	-	-	(317)	-	-	(317)	-
Brand Planet Consultants India Private ltd (100%)	900	16,946	32,246	14,399	-	91,031	11,186	-	-	11,086	-
Oplifi Digital Private Limited (100%)	1,000	11,274	40,646	28,372	-	96,084	7,142			5,317	
Intnt Asia Pacific Pte Ltd. (90%)	280	8,324	17,986	9,382	-	67,757	766	-		766	
Yaap Digital FZE (100%)	566	4,311	5,662	785	-	17,231	(2,427)			(2,427)	



33 Micro, Small and Medium enterprises

Nicro, Small and Medium enterprises

To the extent, the Corporation has received intimation from the "Suppliers" regarding their status under the Micro, Small and Medium Enterprises Devlopment Act 2006, the details are provided as under

Particulars	FY 21-22	FY 20-21
Amount Due and Payable at the year end		
-Principal	-	-
-Interest on above Principal	-	-
Payment made during the year after the due date		
-Principal	-	
-Interest on above Principal	-	-
Interest due and payable for Principal already paid		
Total Interest accrued and remained unpaid at year end		

^{*} The interest payable to such vendor is not likely to be material

34 Trade Payables ageing

Trade Payables ageing as on 31st March 22

	Outstanding for following periods from due date of payment						
Particulars	Less than 1 year 1-2 years 2-3 years More than 3 years		More than 3 years	Total			
(i) MSME (ii) Others (iii) Disputed dues – MSME (iv) Disputed dues – Others	2,03,832	1,644	317	605	2,06,399		

Trade Payables ageing as on 31st March 21

	Outs	Outstanding for following periods from due date of payment						
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total			
(i) MSME								
(ii) Others	66,948	5,136	-	-	72,084			
(iii) Disputed dues – MSME								
(iv) Disputed dues - Others								



35 Trade Receivables ageing

Trade Receivables ageing as on 3 let March 22

	Outstanding for following periods from due date of payment								
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-J years	Morethan 3 years	Total			
(i) Undisputed Trade Receivables – considered good	1,25,013	12,273	17,477			1,54,763			
(ii) Undisputed Trade Receivables – considered doubtful		-	-		-				
(iii) Disputed Trade Receivables - considered good	9±3	157	h+ x	1.0	0.80				
(iv) Disputed Trade Receivables – considered doubtful		÷.	5,40,000	1.3	0.3	5,40,000			

Trade Receivabler ageing as on 3 let March 21

	Outstanding for following periods from due date of payment								
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	Morethan 3 years	Total			
(i) Undisputed Trade Receivables – considered good	2,74,337	19 672	9,704			3,03,713			
(ii) Undisputed Trade Receivables – considered doubtful (iii) Disputed Trade Receivables – considered good (iv) Disputed Trade Receivables – considered doubtful			8	-	1.0	8			

As per our report of even date

For S. S. GAJJA & CO.

For and on behalf of the Board of Directors

Chartered Accountants

Partner Mumbai

Mem No. 046257 UDIN - 22046257ATAPVL1532

Date: 05-09-2022

 Suddir Menon
 Atul Heg de

 Director
 Director

 DIN:02487658
 DIN:0269

DIN:02487658 DIN:02699927 Date: 05-09-2022 Date: 05-09-2022

Ratios

						%		
Ratio	Numerator		Denominator		Current Period	Previous Period	Variance	Reason for variance
Current Ratio	Total current assets	4,48,668	Total current liabilities	3,81,636	1.18	1.05	12.3%	
Debt- equity ratio	Debt consists of borrowings and lease liabilities	85,058	Total equity	16,320	5.21	5.41	-3.7%	
Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non- cash adjustments	77,015	Debt service = Interest and lease payments + Principal repayments	14,934	5.16	(0.45)	-1247.7%	Variance is because of profit in current year compare to last year loss
Return on Equity (ROE)	Profit for the year less Preference dividend	79,998	Average total equity	16,320	490.2%	-178%	668%	Variance is because of profit in current year compare to last year loss
Trade receivables turnover ratio	Revenue from operations	7,23,153	Average trade receivables	12,897	56.07	14.45	288.1%	Variance is because of Increased sales in last two months compare to previous year
Trade payables turnover ratio	Cost of equipment and software licences + Other expenses	5,16,950	Average trade payables	17,200	30.06	50.12	-40.0%	Variance is because of more projects in last two months compare to previous year
Net profit ratio	Profit for the year	79,998	Revenue from operations	7,23,153	11.1%	-7.9%	19%	
Return on capital employed	Profit before tax and finance costs	93,752	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	1,78,648	52.5%	-13%	65%	Variance is because of profit in current Year compare to last year loss
Return on investment	Income generated from invested funds	660	Average invested funds in treasury investments	21,681	0.03	-	_	

