

S.S.GAJJA & CO.

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 Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Yaap Digital Private Limited ("the Company") which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 state of affairs of the Company as at March 31, 2023, and its Profit and its Cash Flow for the year ended on that date.

Basis of Opinion

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

Information Other than Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' 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 such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

S.S.GAJJA & CO.

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.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records,

relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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

S.S.GAJJA & CO.

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.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- a. 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;
- b. the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- c. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

S.S.GAJJA & CO.

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.

f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has pending litigations; however there would not be any adverse impact on the financial position.

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 management has represented that to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared any dividend during the year.

S.S.GAJJA & CO.

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.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For and on behalf of
S.S. Gajja & Co.
Chartered Accountants
Firm's registration number: 0114635W

Champa L Purohit

CHAMPA L PUROHIT

Partner

M. No: 046257

UDIN: 23046257BGSPIM8087

Place: Mumbai

Date: 18-08-2023



S.S.GAJJA & CO.

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.

"Annexure A" to the Independent Auditors' Report

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

i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;

(b) According to the information and explanations given to us on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The company does not own any immovable properties, Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii) (a) The company is a service industry, Accordingly, clause 3(ii)(a) of the Order is not applicable.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Accordingly, clause 3(ii)(b) of the Order is not applicable.

iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

(a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries.

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to a party other than subsidiaries.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, the company has not granted any loans, Accordingly, clause 3(iii)(b) of the Order is not applicable.

S.S.GAJJA & CO.

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.

- (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 has not granted any loans, Accordingly, clause 3(iii)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
- iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are no statutory dues of income tax or sales tax or wealth tax or duty of custom or duty of excise or value added tax or goods and service tax or cess which have not been deposited on account of any dispute, Accordingly, clause 3(vii)(b) of the Order is not applicable.
- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

S.S.GAJJA & CO.

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.

ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has obtained term loans and such term loans have been applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds have been raised on short-term basis by the Company and such funds have not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies

S.S.GAJJA & CO.

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.

Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Accounting Standards.

xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company is not required to have an internal audit, Accordingly, clause 3(xiv)(a) of the Order is not applicable.

(b) Since the company is not required to have an internal audit, Accordingly, clause 3(xiv)(b) of the Order is not applicable.

xv) In our opinion and according to the information and explanations given to us, 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.

xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

S.S.GAJJA & CO.

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.

xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For and on behalf of
S.S.Gajja & Co.
Chartered Accountants
Firm's registration number: 0114635W

Champa L Purohit

CHAMPA L PUROHIT

Partner

M. No: 046257

UDIN: 23046257BGSPIM8087

Place: Mumbai

Date: 18-08-2023



S.S.GAJJA & CO.

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.

"Annexure B" to the Independent Auditor's Report of even date on the Standalone 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 Private Limited. ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, 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.

S.S.GAJJA & CO.

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.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
S.S. Gajja & Co.
Chartered Accountants
Firm's registration number: 0114635W

Champa L Purohit

CHAMPA L PUROHIT

Partner

M No: 046257

UDIN: 23046257BGSPIM8087

Place: Mumbai

Date: 18-08-2023



Yaap Digital Pvt Ltd
Cash Flow Statement for the year 2022-23

| | 2022-23 INR'000 | 2021-23 INR'000 |
|--|------------------------|------------------------|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax | 36,581 | 63,887 |
| Adjustments for : | | |
| Depreciation and Amortisation | 910 | 935 |
| Interest & Finance Charges | 11,677 | 12,592 |
| ESOP Expense | 11 | - |
| Unrealised foreign exchange Loss | - | - |
| Operating Profit before Working Capital Changes | <u>49,179</u> | <u>77,415</u> |
| Adjustments for: | | |
| Sundry Debtors | 61,232 | 1,18,019 |
| Loans & Advances | 2,34,880 | (2,70,803) |
| Trade and other payables/ Provisions | <u>(90,257)</u> | <u>1,09,716</u> |
| Changes in Working Capital | 2,05,855 | (43,068) |
| Cash generated from Operations | 2,55,034 | 34,347 |
| Income Tax Paid | (9,802) | (9,421) |
| Deferred Revenue Exp | - | - |
| NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES | <u><u>2,45,232</u></u> | <u><u>24,926</u></u> |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (130) | (1,752) |
| Purchase of Investments | (36,011) | (4,080) |
| Interest Received | - | - |
| Dividend Received | - | - |
| NET CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES | <u><u>(36,141)</u></u> | <u><u>(5,832)</u></u> |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Long term borrowings | (1,697) | (1,059) |
| Proceeds from Equity | - | - |
| Interest & Finance Charges | (11,677) | (12,592) |
| NET CASH FLOW FROM FINANCING ACTIVITIES | <u><u>(13,374)</u></u> | <u><u>(13,651)</u></u> |
| D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + (C) | 1,95,717 | 5,443 |
| Cash & Bank Balance at Beginning of the Year | 5,450 | 7 |
| Cash & Bank Balance at the End of the Year | <u><u>2,01,166</u></u> | <u><u>5,450</u></u> |

As per our report of even date

For S. S. GAJJA & CO.
Chartered Accountants

For and on behalf of the Board of Directors

Chempa & Purohit



Partner
Mumbai
UDIN: 23046257BGSPIM8087
Date: 18-08-2023

Sudhir Menon

Sudhir Menon
Director
DIN No. 02487658
Date: 18-08-2023

Atul Hegde

Atul Hegde
Director
DIN No. 02699927
Date: 18-08-2023

Yaap Digital Private Limited
Balance Sheet as at 31st March, 2023

| Particulars | Note | INR'000 | |
|--|------|------------------------|------------------------|
| | | As at 31st March, 2023 | As at 31st March, 2022 |
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 1 | 16,320 | 16,320 |
| Reserves and surplus | 2 | 92,659 | 65,278 |
| | | 1,08,979 | 81,598 |
| Non-current liabilities | | | |
| Long-term borrowings | 3 | 76,777 | 78,473 |
| Deferred tax liabilities | 4 | 6,519 | 6,519 |
| | | 83,295 | 84,992 |
| Current liabilities | | | |
| Trade payables | 5 | | |
| a. total outstanding dues of micro enterprises and small enterprises and | | | |
| b. total outstanding dues of creditor other than micro enterprises and small enterprises | | 1,90,481 | 2,34,990 |
| Other current liabilities | 6 | 1,03,804 | 1,43,815 |
| Short-term provisions | 7 | 7,962 | 13,699 |
| | | 3,02,247 | 3,92,504 |
| TOTAL | | 4,94,522 | 5,59,094 |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets: | | | |
| Tangible assets | 8 | 2,648 | 3,391 |
| Intangible assets | 8 | 13 | 50 |
| Non-current investments | 9 | 1,49,441 | 1,13,430 |
| Long-term loans and advances | 10 | 25,537 | 16,076 |
| Deferred tax Assets | 11 | 7,101 | 6,508 |
| Other non-current assets | 12 | - | - |
| | | 1,84,740 | 1,39,456 |
| Current assets | | | |
| Trade receivables | 13 | 92,797 | 1,54,029 |
| Cash and cash equivalents | 14 | 2,01,166 | 5,450 |
| Short-term loans and advances | 15 | 15,077 | 2,60,159 |
| Other current assets | 16 | 741 | 0 |
| | | 3,09,782 | 4,19,638 |
| TOTAL | | 4,94,522 | 5,59,094 |

As per our report of even date

For S. S. GAJJA & CO.
Chartered Accountants

Champa & Purohit

Partner
Mumbai
UDIN: 23046257BGSPIM8087
Date: 18-08-2023



For and on behalf of the Board of Directors

Sudhir Menon

Sudhir Menon
Director
DIN No. 02487658
Date: 18-08-2023

Atul Hegde

Atul Hegde
Director
DIN No. 02699927
Date: 18-08-2023

Yaap Digital Private Limited
Profit and Loss Statement for the year ended 31st March, 2023

INR'000

| Particulars | Note | 2022-23 | 2021-22 |
|--|----------|-----------------|-----------------|
| INCOME | | | |
| Revenue from operations (net) | 17 | 6,65,923 | 6,79,045 |
| Other income | 18 | 5,001 | 1,667 |
| Total Revenue | | 6,70,924 | 6,80,712 |
| EXPENDITURE | | | |
| Direct Cost | 19 | 4,66,103 | 4,89,840 |
| Employee benefits expense | 20 | 88,308 | 78,980 |
| Finance costs | 21 | 11,677 | 12,592 |
| Depreciation and amortisation expense | 22 | 910 | 935 |
| Admin and Other Expenses | 23 | 67,344 | 34,477 |
| Total Expenses | | 6,34,343 | 6,16,825 |
| PROFIT BEFORE TAX | | 36,581 | 63,887 |
| EBITDA | | 49,085 | 76,361 |
| TAX EXPENSES | | | |
| Current Tax | | 9,802 | 9,700 |
| Income Tax earlier Year | | - | (279) |
| Deferred Tax | | (592) | 6,493 |
| PROFIT FOR THE YEAR | | 27,370 | 47,973 |
| Earning per equity share of face value of ₹ 10 each | | | |
| Basic and Diluted (in ₹) | 24 | 16.77 | 29.40 |
| Notes on Financial Statements | 25 to 31 | | |

As per our report of even date

For S. S. GAJJA & CO.
Chartered Accountants

For and on behalf of the Board of Directors

Chempu & Prashit



Partner
Mumbai
UDIN: 23046257BGSPIM8087
Date: 18-08-2023

Sudhir Menon

Sudhir Menon
Director
DIN No. 02487658
Date: 18-08-2023

Atul Hegde

Atul Hegde
Director
DIN No. 02699927
Date: 18-08-2023

| 1 Share Capital | As at 31st March, 2023 | | As at 31st March, 2022 | |
|---|---------------------------|--------------------|---------------------------|--------------------------|
| | No. of shares | INR'000 | No. of shares | INR'000 |
| Authorised: Equity shares of Rs. 10/- each | 25,00,000 | 25,000 | 25,00,000 | 25,000 |
| Issued, Subscribed and Paid up : Equity shares of Rs. 10/- each fully paid | 16,32,000 | 16,320 | 16,32,000 | 16,320 |
| TOTAL | 16,32,000 | 16,320 | 16,32,000 | 16,320 |
| 1.1 Shareholders holding more than 5% shares in the company | As at 31st March, 2023 | | As at 31st March, 2022 | |
| | No. of shares held | % of total holding | No. of shares held | % of total holding |
| Atul Hegde | 7,72,000 | 47.30% | 8,00,000 | 49.02% |
| Sudhir Menon | 4,65,130 | 28.50% | 4,82,000 | 29.53% |
| Subodh Menon | 3,06,870 | 18.80% | 3,18,000 | 19.49% |
| 1.2 Promoters Shareholding | | | | |
| Shares held by promoters at the end of the year as on 31st March 23 | | | | |
| S.No. | Promoter name | No. of shares | % of total shares | % Change during the year |
| 1 | Atul Hegde | 7,72,000 | 47.30% | NA |
| 2 | Sudhir Menon | 4,65,130 | 28.50% | NA |
| 3 | Subodh Menon | 3,06,870 | 18.80% | NA |
| 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 |
| 2 Reserves and Surplus | As at 31st March, 2023 | | As at 31st March, 2022 | |
| General Reserve | | | | |
| Opening balance | (11) | | (11) | |
| Add: Employee Stock Option Plan - Outstanding A/c | 11 | | - | (11) |
| Profit and Loss Account | | | | |
| Opening balance | 64,004 | | 16,032 | |
| Add: Profit for the year | 27,370 | | 47,373 | |
| | 91,375 | 91,375 | 64,004 | 64,004 |
| Securities Premium (ESOP Option) | | 1,285 | | 1,285 |
| TOTAL | | 92,659 | | 65,278 |
| 3 Long Term Borrowings | As at 31st March, 2023 | | As at 31st March, 2022 | |
| Secured Loans * | | | | |
| From Banks | | | | |
| MSME Loan From Kotak Bank | | 2,485 | | 4,181 |
| | | 2,485 | | 4,181 |
| Unsecured Loans | | | | |
| Loan from Directors (Refer Note 33) | | 74,292 | | 74,292 |
| Loan from Others | | - | | - |
| | | 74,292 | | 74,292 |
| TOTAL | | 76,777 | | 78,473 |
| 4 Deferred Tax Liability | As at 31st March, 2023 | | As at 31st March, 2022 | |
| Opening Balance | | 6,519 | | 25 |
| Add: Deferred Tax Liability created during the year | | - | | 6,493 |
| TOTAL | | 6,519 | | 6,519 |
| 5 Trade Payables | As at 31st March, 2023 | | As at 31st March, 2022 | |
| Dues to Micro and Small Enterprises (Refer Note 30) | | - | | - |
| Total outstanding dues of creditor other than micro enterprises and small enterprises (Refer Note 31) | | 1,90,481 | | 2,34,990 |
| TOTAL | | 1,90,481 | | 2,34,990 |

Note

- i Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management, same is relied upon by the Auditors

| 6 | Other Current Liabilities | As at | |
|----|---|------------------|------------------|
| | | 31st March, 2023 | 31st March, 2022 |
| | Interest accrued and due on Directors Loan | 65,520 | 55,491 |
| | Other Payables: | | |
| | Statutory Dues | 12,912 | 17,221 |
| | Advance Billing | 2,500 | 70,751 |
| | Other Current Liabilities | 372 | 372 |
| | TOTAL | 1,03,804 | 1,43,815 |
| 7 | Short-term Provisions | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | Provision for Employee Benefits | 184 | 9,057 |
| | Provision for Tax | - | - |
| | Other Provisions | 7,778 | 4,642 |
| | TOTAL | 7,962 | 13,699 |
| 9 | Non-Current Investments | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | Other Investments | | |
| | Investment in Subsidiaries: | | |
| | FPC Information Solution Pvt Ltd (CY: 10000 Shares / PY: 10000 Shares of Rs. 10 each) | 15,492 | 15,492 |
| | Erand Planet Consultants India Private Limited (CY: 90000 Shares / PY: 90000 Shares of Rs. 10 each) | 68,367 | 68,367 |
| | Intnt Asia Pacific (CY: 5000 Shares / PY: 4500 Shares of SGD 1 each) | 64,027 | 28,016 |
| | Oplifi Digital Pvt Ltd (CY: 100000 Shares / PY: 100000 Shares of Rs 10 each) | 1,000 | 1,000 |
| | Yaap Digital PZE (CY: 183 Shares / PY: 183 Shares of AED 150 each) | 505 | 505 |
| | Yaap Employees Welfare trust | 50 | 50 |
| | TOTAL | 1,49,441 | 1,13,430 |
| 10 | Long-term loans and advances | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | Taxes Receivable | 6,786 | 14,747 |
| | General Deposits | 2,248 | 134 |
| | Loan to Employee | - | 300 |
| | Other Loans and advances | 16,504 | 896 |
| | TOTAL | 25,537 | 16,076 |
| 11 | Deferred Tax Assets | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | | - | - |
| | Opening Balance | 6,508 | 6,508 |
| | Add: Deferred Tax Assets created during the year | 592 | - |
| | TOTAL | 7,101 | 6,508 |
| 12 | Other Non-Current Assets | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | Long Term Trade Receivables | - | - |
| | Unamortised preliminary expense | - | - |
| | TOTAL | - | - |
| 13 | Trade Receivables | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | Unsecured, considered good: (Refer Note 32) | | |
| | Over Six Months | 22,384 | 19,043 |
| | Others | 70,413 | 1,34,586 |
| | TOTAL | 92,797 | 1,54,029 |
| 14 | Cash and Bank Balances | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | Cash on Hand | 0 | 3 |
| | Balances with Banks | | |
| | In Current Accounts | 2,01,166 | 5,447 |
| | TOTAL | 2,01,166 | 5,450 |
| 15 | Short Term Loans and Advances | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | <i>Unsecured, considered good</i> | | |
| | SEI Mutual fund | 15,077 | 2,60,158 |
| | Balance with Central Excise (Service Tax) | - | 2 |
| | TOTAL | 15,077 | 2,60,159 |
| 16 | Other Current Assets | As at | |
| | | 31st March, 2023 | 31st March, 2022 |
| | Interest Accrued | 703 | - |
| | Others | 38 | 0 |
| | TOTAL | 741 | 0 |

| | 2022-23 | 2021-22 |
|---|-----------------|-----------------|
| 17 Revenue From Operations | | |
| | 2022-23 | 2021-22 |
| Domestic Sales | 6,53,071 | 6,78,226 |
| Export Sales | 12,852 | 819 |
| TOTAL | 6,65,923 | 6,79,045 |
| 18 Other Income | | |
| | 2022-23 | 2021-22 |
| Interest | | |
| Interest on Fixed Deposits | 703 | 69 |
| Interest on Loan | - | - |
| | 703 | 69 |
| Other non-operating Income | | |
| Profit on sale of Investments | 3,492 | 654 |
| Miscellaneous Income | 806 | 944 |
| | 4,298 | 1,598 |
| TOTAL | 5,001 | 1,667 |
| 19 Direct Cost | | |
| | 2022-23 | 2021-22 |
| Direct cost | 4,66,103 | 4,89,840 |
| TOTAL | 4,66,103 | 4,89,840 |
| 20 Employee Benefits Expense | | |
| | 2022-23 | 2021-22 |
| Salaries and Wages | 84,514 | 75,151 |
| Staff Welfare Expenses | 3,795 | 3,830 |
| TOTAL | 88,308 | 78,980 |
| 21 Finance Costs | | |
| | 2022-23 | 2021-22 |
| Interest Expenses | | |
| On Unsecured Loans | 11,594 | 11,539 |
| | 11,594 | 11,539 |
| Bank Charges | 84 | 767 |
| Interest on Bank Working capital | - | 259 |
| Other Interest | - | 28 |
| TOTAL | 11,677 | 12,592 |
| 22 Depreciation and amortisation expense | | |
| | 2022-23 | 2021-22 |
| Depreciation and Amortisation | 910 | 935 |
| TOTAL | 910 | 935 |
| 23 Other expenses | | |
| | 2022-23 | 2021-22 |
| Administrative Expenses | | |
| Payments to Auditors | 327 | 265 |
| Consultancy charges | 212 | 177 |
| Telephone Expenses | 596 | 43 |
| Conveyance and Travelling | 28,451 | 10,542 |
| Printing and Stationary | 559 | 291 |
| Training and Recruitment Charges | 106 | 162 |
| Rent, Rates and Taxes | 3,661 | 352 |
| Computers and Networking Charges | 5,118 | 3,881 |
| Office Expenses | 1,727 | 1,007 |
| Insurance | 476 | 501 |
| Other Administrative expenses | 3,413 | 676 |
| | 44,645 | 17,899 |
| Selling and Distribution Expenses | | |
| Business Promotion Expenses | 19,649 | 13,645 |
| Bad Debts | 737 | 251 |
| Others | 2,313 | 2,683 |
| | 22,699 | 16,579 |
| Deferred Revenue Expenses Written Off | - | - |
| TOTAL | 67,344 | 34,477 |

23.1 Payments to Auditors

| | As at 31st March, 2023 | As at 31st March, 2022 |
|----------------------|---------------------------|---------------------------|
| As Auditors | | |
| Statutory Audit Fees | 110 | 100 |
| Tax Audit Fees | 40 | 30 |
| Other Services | 177 | 135 |
| TOTAL | 327 | 265 |

24 Earnings Per Share:

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under:

| Particulars | 2022-23 | 2021-22 |
|--|-----------|-----------|
| Profit after tax attributable to equity shareholders (INR'000) | 27,370 | 47,373 |
| Weighted average number of equity shares outstanding during the year (for calculating basic EPS) | 16,32,000 | 16,32,000 |
| Add: potential equity shares that could arise on conversion of share capital suspense | - | - |
| Weighted average number of 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) | 16.77 | 29.40 |
| Diluted Earnings per Share (Rupees) | 16.77 | 29.40 |

As per our report of even date

For S. S. GAJJA & CO.
Chartered Accountants

For and on behalf of the Board of Directors

Champa & Poojit Suddh

AD

Partner
Mumbai
UDIN: 23046257BGSFIM8087
Date: 18-08-2023



Sudhir Menon
Director
DIN No. 02487658
Date: 18-08-2023

Atul Hegde
Director
DIN No. 02699927
Date: 18-08-2023

Schedule- 8 Fixed Assets

INR'000

| Description of Assets | GROSS BLOCK | | | | DEPRICIATION | | | | NET BLOCK | |
|--------------------------|----------------|------------|----------|----------------|----------------|--------------|----------|----------------|----------------|----------------|
| | As on 01/04/22 | Addition | Deletion | As on 31/03/23 | As on 01/04/22 | For the Year | Deletion | As on 31/03/23 | As on 31/03/23 | As on 31/03/22 |
| TANGIBLE ASSETS | | | | | | | | | | |
| Furnitures & Fixtures | 2,472 | | | 2,472 | 791 | 231 | | 1,022 | 1,450 | 1,681 |
| Office Equipments | 210 | | | 210 | 198 | 2 | | 199 | 10 | 12 |
| Computers | 3,747 | 130 | | 3,877 | 2,050 | 640 | | 2,690 | 1,187 | 1,697 |
| Sub-total | 6,429 | 130 | - | 6,559 | 3,038 | 873 | - | 3,911 | 2,648 | 3,391 |
| INTANGIBLE ASSETS | | | | | | | | | | |
| Softwares | 254 | - | | 254 | 204 | 37 | | 242 | 13 | 50 |
| Sub-total | 254 | - | - | 254 | 204 | 37 | - | 242 | 13 | 50 |
| TOTAL - A + B | 6,683 | 130 | - | 6,813 | 3,242 | 910 | - | 4,152 | 2,661 | 3,441 |

25 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%)
Opifi Digital Private Limited (100%)
Intral Asia Pacific Pte Ltd. (100%)
Yaap Digital FZE (100%)
Yaap Employees Welfare trust (100%)

(b) Enterprises over which Key Managerial Personnel are able to exercise significant influence.

DorfKetal Chemicals India Pvt. Ltd.

(ii) Key Management Personnel

Mr. Atul Hegde (Director)
Mr. Sudhir Menon (Director)
Mr. Subodh Menon (Director)

(iii). Transactions with Related Party as per Books of Accounts:

| Particulars | 2022-23 | | |
|---|------------|-----------------------------------|--------|
| | Subsidiary | Key Management Personnel & Others | Total |
| Expenses Related to Direct Cost | | | |
| <i>Brand Planet Consultant India Pvt Ltd</i> | 73,285 | | 73,285 |
| <i>Opifi Digital Pvt Ltd</i> | 86,906 | | 86,906 |
| <i>Opifi Digital Pvt Ltd</i> | 80,076 | | 80,076 |
| <i>Opifi Digital Pvt Ltd</i> | 71,435 | | 71,435 |
| Remuneration Paid | | | |
| <i>Mr. Atul Hegde</i> | | 21,213 | 21,213 |
| | | 14,611 | 14,611 |
| Reimbursement of Expenses Charge To | | | |
| <i>Opifi Digital Pvt Ltd</i> | 894 | | 894 |
| <i>Opifi Digital Pvt Ltd</i> | 91 | | 91 |
| <i>Brand Planet Consultant India Pvt Ltd</i> | 21 | | 21 |
| Business Support Services Paid | | | |
| <i>Brand Planet Consultant India Pvt Ltd</i> | 852 | | 852 |
| <i>Brand Planet Consultant India Pvt Ltd</i> | 1,007 | | 1,007 |
| Rent Paid | | | |
| <i>Dorf Ketal Chemicals India Pvt. Ltd.</i> | | 66 | 66 |
| | | 66 | 66 |
| Sales Revenue | | | |
| <i>Opifi Digital Pvt Ltd</i> | - | | - |
| <i>Opifi Digital Pvt Ltd</i> | 10,000 | | 10,000 |
| <i>Crayons Global FZ LLC</i> | 17,090 | | 11,452 |
| <i>Crayons Global FZ LLC</i> | - | | - |
| <i>Dorf Ketal Chemicals FZE</i> | | - | - |
| <i>Dorf Ketal Chemicals FZE</i> | | 521 | 521 |
| <i>Dorf Ketal Chemicals India Pvt. Ltd.</i> | | - | - |
| <i>Dorf Ketal Chemicals India Pvt. Ltd.</i> | | 1,894 | 1,894 |
| Interest & Guarantee commission Income | | | |
| <i>Yaap Digital FZE (Interest)</i> | 703 | | 703 |
| <i>Yaap Digital FZE (Interest)</i> | | | - |
| <i>Crayons Global FZ LLC (Guarantee commission)</i> | 38 | | 38 |
| <i>Crayons Global FZ LLC (Guarantee commission)</i> | | | - |
| Interest expense | | | |
| <i>Mr. Sudhir Menon</i> | | 6,986 | 6,986 |
| <i>Mr. Sudhir Menon</i> | | 6,986 | 6,986 |
| <i>Mr. Subodh Menon</i> | | 4,158 | 4,158 |
| <i>Mr. Subodh Menon</i> | | 4,158 | 4,158 |

Yaap Digital Private Limited
Notes to financial statements for the period ended March, 2023
(All amounts in INR'000, unless otherwise stated)

Balance as at 31st March, 2023

| | | | |
|---------------------------------------|--------|-----|--------|
| Investments | | | |
| FFC Information Solution Pvt Ltd | 15,492 | | 15,492 |
| | 15,492 | | 15,492 |
| Brand Planet Consultant India Pvt Ltd | 68,367 | | 68,367 |
| | 68,367 | | 68,367 |
| Optifi Digital Pvt Ltd | 1,000 | | 1,000 |
| | 1,000 | | 1,000 |
| Intnt Asia Pacific Pte Ltd | 64,027 | | 64,027 |
| | 28,016 | | 28,016 |
| Yaap Digital FZE | 505 | | 505 |
| | 505 | | 505 |
| Yaap Employees Welfare trust | 50 | | 50 |
| | 50 | | 50 |
| Loan Receivables | | | |
| Yaap Digital FZE | 14,029 | | 14,029 |
| | | | |
| Trade Receivables | | | |
| Optifi Digital Pvt Ltd | - | | - |
| | 11,300 | | 11,300 |
| Dorf Ketal Chemicals India Pvt. Ltd. | | 614 | 614 |
| | | 228 | 228 |
| Dorf Ketal Chemicals FZE | | - | - |
| | | 521 | 521 |
| Trade & Other Payables | | | |
| FFC Information Solution Pvt Ltd | 3,227 | | 3,227 |
| | 605 | | 605 |
| Brand Planet Consultant India Pvt Ltd | 59,376 | | 59,376 |
| | 20,172 | | 20,172 |
| Optifi Digital Pvt Ltd | 32,117 | | 32,117 |
| | 23,099 | | 23,099 |
| Dorf Ketal Chemicals India Pvt. Ltd. | | 19 | 19 |
| | | 6 | 6 |

* Blod figures pertains to FY 2022-23

26 Particulars of unhedged foreign currency exposures as at the reporting date

| Particulars | Currency | 31/03/2023 | 31/03/2022 |
|-------------|----------|------------|------------|
| Payable | AED | - | - |
| | INR | - | - |
| | SGD | - | - |
| Receivables | INR | - | - |
| | AED | - | 25 |
| | INR | - | 521 |
| | SGD | - | - |
| | INR | - | - |

27 Earnings in foreign currency (accrual basis)

| | 31/03/2023 | 31/03/2022 |
|-------------------------|------------|------------|
| | (Rs.) | (Rs.) |
| Revenue from operations | 17,927 | 819 |
| | 17,927 | 819 |

Above amounts are disclosed on gross basis.

28 Expenditure in foreign currency (accrual basis)

| | Year ended | Year ended |
|-------------|----------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| | (Rs.) | (Rs.) |
| Direct Cost | 2,646 | 6,247 |
| | 2,646 | 6,247 |

Above amounts are disclosed on gross basis.

29 Contingent Liabilities not provided for:

| | Year ended | Year ended |
|------------------------------|----------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| | (Rs.) | (Rs.) |
| In respect of Bank Guarantee | 2,432 | 28,390 |
| | 2,432 | 28,390 |

30 **Micro, 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 Development Act 2006, the details are provided as under:

| Particulars | FY 22-23 | FY 21-22 |
|--|----------|----------|
| 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

31 **Trade Payables ageing**

Trade Payables ageing as on 31st March 23

INR'000

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|----------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | | | | | |
| (ii) Others | 1,88,315 | 2,166 | | | 1,90,481 |
| (iii) Disputed dues – MSME | | | | | |
| (iv) Disputed dues – Others | | | | | |

Trade Payables ageing as on 31st March 22

INR'000

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|----------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | | | | | |
| (ii) Others | 2,32,700 | 1,367 | 317 | 605 | 2,34,990 |
| (iii) Disputed dues – MSME | | | | | |
| (iv) Disputed dues – Others | | | | | |

32 **Trade Receivables ageing**

Trade Receivables ageing as on 31st March 23

INR'000

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|-------------------|-----------|-----------|-------------------|--------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables – considered good | 70,413 | 4,846 | 17,538 | | | 92,797 |
| (ii) Undisputed Trade Receivables – considered doubtful | | | | | | 0 |
| (iii) Disputed Trade Receivables – considered good | | | | | | 0 |
| (iv) Disputed Trade Receivables – considered doubtful | | | | | | 0 |

Trade Receivables ageing as on 31st March 22

INR'000

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|-------------------|-----------|-----------|-------------------|----------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables – considered good | 1,34,986 | 1,660 | 17,384 | | | 1,54,030 |
| (ii) Undisputed Trade Receivables – considered doubtful | | | | | | 0 |
| (iii) Disputed Trade Receivables – considered good | | | | | | 0 |
| (iv) Disputed Trade Receivables – considered doubtful | | | | | | 0 |

33 **Details of Unsecured Loan**

INR'000

| Type of Borrower | Current Period | | Previous Period | |
|------------------|---------------------|------------|---------------------|------------|
| | Amount outstanding* | % of Total | Amount outstanding* | % of Total |
| Promoters | | | | |
| Sudhir Menon | 46,575 | 63% | 46,575 | 63% |
| Subodh Menon | 27,717 | 37% | 27,717 | 37% |
| Total | 74,292 | | 74,292 | |

34 **Segment Reporting**

The Company is engaged in the business of digital marketing services which constitute a single business segment. The Company operates only in India. Accordingly, primary and secondary reporting disclosures for business and geographical segments as envisaged in AS -17 are not applicable to the Company.

As per our report of even date

For S.S.GAJJA & CO.
Chartered Accountants

For and on behalf of the Board of Directors

Chempu & Purohit

Sudhir Menon

Atul Hegde

Partner
Mumbai
UDIN: 23046257B GSPIM8087
Date: 18-08-2023



Sudhir Menon
Director
DIN No. 02487658
Date: 18-08-2023

Atul Hegde
Director
DIN No. 02699927
Date: 18-08-2023

35. Ratio Analysis

| Ratio | Numerator | | Denominator | | Current Period | Previous Period | % | | Reason for variance |
|----------------------------------|---|----------|---|----------|----------------|-----------------|----------|--|---------------------|
| | | | | | | | Variance | | |
| Current Ratio | Total current assets | 3,09,782 | Total current liabilities | 3,02,247 | 1.02 | 1.07 | -4.1% | | |
| Debt- equity ratio | Debt consists of borrowings and lease liabilities | 76,777 | Total equity | 16,320 | 4.70 | 4.81 | -2.2% | | |
| Debt Service Coverage Ratio | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments | 39,958 | Debt service = Interest and lease payments + Principal repayments | 12,588 | 3.17 | 4.55 | -30.2% | Variance is due to reduction in profits compare to previous year | |
| Return on Equity (ROE) | Profit for the year less Preference dividend | 36,581 | Average total equity | 16,320 | 224.1% | 391% | -167% | Variance is due to reduction in profits compare to previous year | |
| Trade receivables turnover ratio | Revenue from operations | 6,65,923 | Average trade receivables | 20,569 | 32.38 | 3.19 | 915.7% | Payments are realising more frequently compare to previous year | |
| Trade payables turnover ratio | Cost of equipment and software licences + Other expenses | 5,33,448 | Average trade payables | 2,12,736 | 2.51 | 3.69 | -32.0% | Variance is due to improved payment cycle process | |
| Net profit ratio | Profit for the year | 36,581 | Revenue from operations | 6,65,923 | 5.5% | 9.4% | -4% | | |
| Return on capital employed | Profit before tax and finance costs | 49,085 | Capital employed = Net worth + Lease liabilities + Deferred tax liabilities | 1,92,275 | 25.5% | 38% | -13% | | |
| Return on investment | Income generated from invested funds | 3,492 | Average invested funds in treasury investments | 1,256 | 2.78 | - | - | | |

Yaap Digital Private Limited
Schedule-36 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

(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 as and when services are provided.

Interest

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.

Yaap Digital Private Limited
Schedule-36 Significant Accounting Policies.

(f) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying assets are capitalized as part of cost of such assets. A qualifying asset is the one that takes substantial period of time for its intended use. All other borrowing costs are charged to 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.
Chartered Accountants

For and on behalf of the Board of Directors

Champa & Anshul Suddha

Atul Hegde

Partner
Mumbai

UDIN: 23046257BGSPIM9087
Date: 18-08-2023



Sudhir Menon
Director

DIN No. 02487658
Date: 18-08-2023

Atul Hegde
Director

DIN No. 02699927
Date: 18-08-2023