

CENERGYIS INFOTECH INDIA PRIVATE LIMITED**Consolidated Balance Sheet as at March 31, 2023***(All amounts are in Indian rupees in thousands, except per share data or where mentioned separately)*

	Note	March 31, 2023	March 31, 2022
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	3,466	3,445
(b) Reserves and surplus	4	3,51,644	5,48,091
		<u>3,55,110</u>	<u>5,51,536</u>
(2) Non-current liabilities			
(a) Long-term borrowings	5	2,148	-
(b) Long-term provisions	6	20,892	16,801
(c) Unearned and deferred revenue		1,365	-
		<u>24,405</u>	<u>16,801</u>
(3) Current liabilities			
(a) Short-term borrowings	7	836	13,828
(b) Trade payables	8		
i) Total outstanding dues of micro enterprises and small enterprises		15,609	806
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		81,952	49,490
(c) Unearned and deferred revenue		51,286	15,586
(d) Other current liabilities	9	76,070	59,795
(e) Short-term provisions	6	46,330	34,951
		<u>2,72,083</u>	<u>1,74,455</u>
TOTAL		<u><u>6,51,598</u></u>	<u><u>7,42,793</u></u>
II. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment			
(i) Property, Plant and Equipment	10		
(ii) Intangible assets	10.1	15,119	8,407
	10.2	-	-
(b) Deferred tax assets (net)	11	-	-
(c) Long-term loans and advances	12	52,731	38,380
(d) Other non-current assets	13	8,820	772
		<u>76,670</u>	<u>47,559</u>
(2) Current assets			
(a) Current investments	14	60,960	57,530
(b) Trade receivables	15	2,81,272	1,64,628
(c) Cash and cash equivalents	16	2,17,148	4,64,189
(d) Short-term loans and advances	12	9,799	5,376
(e) Other current assets	13	5,749	3,511
		<u>5,74,928</u>	<u>6,95,234</u>
TOTAL		<u><u>6,51,598</u></u>	<u><u>7,42,793</u></u>

Summary of significant accounting policies 2

The accompanying notes from 1 to 37 are an integral part of the consolidated financial statements.

As per our report of even date

For **B S R & Co. LLP***Chartered Accountants*

Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of

Cnergyis Infotech India Private Limited

CIN No :- U72400MH2000PTC125479

Rajesh Shetty*Partner*

Membership no.: 130778

Name : Prasad Rajappan*Managing Director*

DIN No:0193302

Name : Bindu Prasad*Director*

DIN No:0288650

Place : Mumbai

Date: 28 September 2023

Place : Mumbai

Date: 28 September 2023

CNERGYIS INFOTECH INDIA PRIVATE LIMITED**Consolidated statement of Profit and Loss for the year ended March 31, 2023***(All amounts are in indian rupees in thousand, except per share data or where mentioned separately)*

	Note	March 31, 2023	March 31, 2022
Revenue			
I. Revenue from operations	17	8,44,873	5,57,789
II. Other income	18	16,348	3,039
III. Total Income (I + II)		8,61,221	5,60,828
IV. Expenses			
Employee benefits expense	19	5,92,377	3,98,848
Finance costs	20	708	3,278
Depreciation and amortization expense	10	6,470	3,847
Other expenses	21	4,67,350	2,54,587
Total Expenses		10,66,905	6,60,559
V. (Loss)/Profit before tax (III-IV)		(2,05,684)	(99,732)
VI Tax expense			
Deferred tax charge	11	-	11,840
		-	11,840
(Loss)/Profit for the year (V - VI)		(2,05,684)	(1,11,572)
Earnings per equity share			
Basic (in Rs.) (face value of Rs. 10 each)	22	(845)	(603)

Summary of significant accounting policies 2

The accompanying notes from 1 to 37 are an integral part of the consolidated financial statements.

As per our report of even date

For **B S R & Co. LLP**
Chartered Accountants
 Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Cnergyis Infotech India Private Limited
 CIN No :- U72400MH2000PTC125479

Rajesh Shetty
Partner
 Membership no.: 130778

Name : Prasad Rajappan
Managing Director
 DIN No:0193302

Name : Bindu Prasad
Director
 DIN No:0288650

Place : Mumbai
 Date: 28 September 2023

Place : Mumbai
 Date: 28 September 2023

CNERGYIS INFOTECH INDIA PRIVATE LIMITED**Consolidated statement of Cash Flow for the year ended March 31, 2023***(All amount are in indian rupees in thousand, except per share data or where mentioned separately)*

	March 31, 2023	March 31, 2022
A CASH FLOW FROM OPERATING ACTIVITIES		
(Loss)/ Profit before Tax	(2,05,684)	(99,732)
Adjustments for:		
Depreciation and amortisation expense	6,470	3,847
Provision for doubtful receivables	27,071	11,740
Interest expense	708	3,278
Interest income	(10,881)	(1,978)
Interest on income tax	(1,923)	-
Profit on sale of mutual fund	(3,440)	(1,061)
Employee stock option compensation expense	10,425	12,207
Operating Cash flow before working capital changes	(1,77,254)	(71,698)
Movements in working capital:		
(Increase) in trade receivables	(1,43,715)	(58,491)
(Increase) in loans and advances	(5,013)	-
(Increase) in other assets	(3,525)	-
Increase in trade payables	47,265	-
Increase in current liabilities	53,790	76,527
Increase in provisions	15,470	-
Cash generated from operations	(2,12,982)	(53,662)
Direct taxes paid (net)	(12,276)	(30,580)
Net cash flow (used in)/generated from operating activities (a)	(2,25,258)	(84,242)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(13,206)	(4,442)
Purchase of mutual fund	(72,590)	(51,290)
Proceeds from sale of mutual fund	72,599	34,304
Bank deposit placed	(3,08,175)	(4,16,454)
Proceed from bank deposit	5,41,463	58,444
Interest income	9,620	2,472
Net cash flow (used in)/ generated from investing activities (b)	2,29,711	(3,76,966)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from borrowings	3,188	1,150
Repayment of borrowings	(14,031)	(11,508)
Proceed from issue of share capital	21	5,12,821
Interest expense	(693)	(3,524)
Net cash flow (used in) / generated from financing activities (c)	(11,515)	4,98,938
D Exchange difference arising on conversion debited to foreign currency translation reserve	(1,191)	(304)
Net Increase in cash and cash equivalents (A+B+C+D)	(8,253)	37,427
Cash and cash equivalents at the beginning of the year	48,204	10,777
Cash and cash equivalents at the end of the year	39,951	48,204
Component of cash and cash equivalents:		
Cash in hand	97	75
Balances with Banks in current account	39,854	48,130
	39,951	48,204

Summary of significant accounting policies

2

The accompanying notes from 1 to 37 are an integral part of the consolidated financial statements.

As per our report of even date

For **B S R & Co. LLP***Chartered Accountants*

Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of

Cnergyis Infotech India Private Limited

CIN No :- U72400MH2000PTC125479

Rajesh Shetty*Partner*

Membership no.: 130778

Name : Prasad Rajappan*Managing Director*

DIN No:0193302

Name : Bindu Prasad*Director*

DIN No:0288650

Place : Mumbai

Date: 28 September 2023

Place : Mumbai

Date: 28 September 2023

CENERGYIS INFOTECH INDIA PRIVATE LIMITED

Consolidated notes to the financial statements as at and for the year ended March 31, 2023

(All amount are in indian rupees in thousand, except per share data or where mentioned separately)

1. Company overview

Cnergyis Infotech India Private Limited ('the Company') was incorporated on 30.03.2000 as a private limited company. The main business of the Company is to provide end to end employee life cycle management system through software as service (SaaS) through its product 'ZingHR'. ZingHR offers a comprehensive cloud-based HCM solution, encompassing the entire Hire to ReHire journey. ZingHR leverages cutting-edge technologies, including future-ready and innovative concepts such as Blockchain, Artificial Intelligence, Machine Learning and Deep Learning Algorithms. ZingHR is a Gartner-recognized, Global HR Tech Venture accelerated at Microsoft, with more than 1000+ customers and 2 million+ active users worldwide.

2. Significant accounting policies

2.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting, except biological assets and employee participation plan expense which are measured at fair value, in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continues to apply under Section 133 of the Companies Act 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules 2014 and Companies (Accounting Standards) Amendment Rules 2015 applicable with effect from 1 April 2016 and other relevant provisions of the Companies Act, 2013 to the extent notified and applicable. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are presented in India Rupees except where mentioned otherwise.

These consolidated financial statements were approved for issue by the Board of Directors on September 28, 2023.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act 2013 Based on the nature of the services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

The consolidated financial statements are presented in Indian Rupees in thousand, except per share data and unless otherwise stated.

The Company is a Small and Medium Sized Company ("SMC") as defined in the General Instructions in respect of Accounting Standards notified under the Act. Accordingly, the Company has complied with the Accounting Standards as applicable to a SMC.

CENERGYIS INFOTECH INDIA PRIVATE LIMITED

Consolidated notes to the financial statements as at and for the year ended March 31, 2023

(All amount are in indian rupees in thousand, except per share data or where mentioned separately)

2. Significant accounting policies (Continued)

2.2 Basis of consolidation

The consolidated financials statements relate to Cnergyis Infotech India Private Limited and its wholly-owned subsidiaries. The Holding Company along with its subsidiaries company constitute 'the Group'.

The consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards ('AS') specified under Section 133 of the Companies Act, 2013 ("2013 Act"), read with Rules framed thereunder, the relevant provisions of the Companies Act, 2013 and other accounting principles generally accepted in India (Indian GAAP), to the extent applicable. The consolidated financial statements are presented in India rupees.

For the purpose of consolidation, the Consolidated financial statement of the subsidiary is translated in accordance with the principles and procedures laid in AS 11, "The Effects of Changes in Foreign Exchange Rates".

The financial statements of the Holding Company and its Subsidiary have been combined on a line by line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating intra-group balances/ transactions and resulting unrealised profits in full.

The consolidated financial statements are presented in Indian Rupees in thousand, except per share data and where mentioned otherwise

Any exchange difference arising on consolidation of integral foreign operation and non-integral foreign operation is recognised in the Statement of Profit and Loss and Exchange Fluctuation Reserve respectively

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III of the Act. Based on the nature of the services and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

2.3 Use of estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, and the disclosure of contingent liabilities on the date of the financial statements, and the reported amount of revenue and expenses during the reporting period. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

2. Significant accounting policies (Continued)

2.4 Current/Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- i) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- ii) It is held primarily for the purpose of being traded;
- iii) It is expected to be realized within 12 months after the reporting date; or
- iv) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- i) It is expected to be settled in the Company's normal operating cycle;
- ii) It is held primarily for the purpose of being traded;
- iii) It is due to be settled within 12 months after the reporting date; or
- iv) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

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

2.5 Property, plant and equipment and Intangible Assets

Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation / amortisation and impairment loss, if any. The cost of property, plant and equipment includes inward freight, duties, taxes (to the extent not recoverable from the tax authorities) and incidental expenses related to acquisition and installation of the asset.

Intangible assets

Intangible assets are stated at historical cost of acquisition less accumulated amortization and accumulated impairment loss, if any.

Subsequent expenditure on an intangible asset after its purchase / completion is capitalized only if it can be measured and attributed to the intangible asset reliably and such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

CNERGYIS INFOTECH INDIA PRIVATE LIMITED**Consolidated notes to the financial statements as at and for the year ended March 31, 2023**

(All amount are in indian rupees in thousand, except per share data or where mentioned separately)

2. Significant accounting policies (Continued)**2.6 Depreciation and amortization**

The Company provides depreciation on fixed assets on the straight-line method (SLM), pro rata to the period of use. The economic/ estimated useful life of the assets as determined by the management is same as prescribed in Schedule II of the Act.

The estimated useful life determined by the management is as follows :

Asset Category	Useful life estimated by the management (years)
Property, plant and equipment	
Vehicle	8
Furniture and Fittings	5
Office Equipment	5
Computers and IT equipments	3
Intangible Assets	
Internally generated software licence/IPR	5

2.7 Impairment of assets

In accordance with AS 28 - 'Impairment of Assets', where there is an indication that an asset or a group of assets (cash generating unit) may be impaired, the Company estimates the recoverable amount of the asset or a group of assets. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss or against revaluation surplus, where applicable. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life.

2.8 Operating Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term are classified as operating leases. Operating lease rentals are recognised as an expense on a straight-line basis over the lease period, unless another systematic basis is more representative of the time pattern of the user's benefit.

2. Significant accounting policies (Continued)

2.9 Investments

Investments are classified as long-term or current based on intention of management at the time of purchase. Long-term investments are carried at carrying cost less any decline in the value, which is other than temporary, determined separately for each individual investment.

Current investments are valued at the lower of cost and fair value. The comparison of cost and net realizable value is done separately in respect of each individual investment.

Purchase and sale of investment are recorded on trade date. Profit or loss on sale of investments is determined based on weighted average cost and is recognized on trade date and is charged or credited to the Statement of Profit and Loss.

2.10 Employee benefits

(a) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits such as salaries, wages, bonus, short-term compensated absences, etc. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period.

(b) Post employee benefits

Defined contribution plans

The Company's employees' provident fund scheme is a defined contribution plan. The Company's contribution to the employees' provident fund is charged to the Statement of Profit and Loss during the year in which the employee renders the related service.

Defined benefit plans

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current year. The benefit is discounted to determine its present value and the fair value of plan assets, if any, is deducted from such determined present value.

Present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discount rate used for determining the present value is based on the prevailing market yields on Indian Government Securities as at the balance sheet date for the estimated term of the obligation.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

2. Significant accounting policies (Continued)

2.10 Employee benefits (Continued)

Compensated absences

The employees are entitled to accumulate leave subject to certain limits for future encashment. The expected cost for accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date.

2.11 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. Revenue is recognized net of taxes. The following specific recognition criteria must also be met before revenue is recognized:

Service income is recognised as per the terms of contracts with the customers when the related services are performed, or the agreed milestones are achieved.

Dividend income is recognised when the unconditional right to receive the income is established.

Interest income is recognised using the time proportion method based on the underlying interest rates.

Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realization exists.

2.12 Foreign exchange transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Exchange rate differences arising on foreign currency transactions settled during the period are recognized in the Statement of Profit and Loss for the period. Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated at the closing exchange rate on that date and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at historical cost.

2.13 Earnings per share ('EPS')

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

2.14 Taxation

Current tax

Provision for current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income tax Act, 1961.

Deferred tax

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are recognised only to the extent there is reasonable certainty of realization in the future. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence of realization of such assets. Such assets are reviewed at each balance sheet date to reassess realization.

2. Significant accounting policies (Continued)

2.15 Cash and cash equivalents

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

2.16 Cash flow statement

Cash flow statement has been prepared using indirect method in accordance with AS 3 – Cash flow statement.

2.17 Provisions and contingencies

Provision is recognised in the Balance Sheet when the Company has a present obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and reliable estimation can be made of the amount required to settle the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosures is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

2.18 Employee Stock Options

Employee Stock Option Scheme of the Company provided for a remuneration in the form of share-based payments in form of stock options, whereby employees render services as consideration for stock options. Fair value of stock options is determined on the grant date using the Black Scholes valuation model. Cost is recognized as employee benefits expense in the Statement of Profit and Loss, together with a corresponding credit to Stock Option Outstanding Reserves, over the period in which the performance and/or service conditions are fulfilled. Cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity shares that will ultimately vest. Expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized as employee benefits expense in the Statement of Profit and Loss.

CNERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
3. Share capital

	Consolidated Amount	Consolidated Amount
	March 31, 2023	March 31, 2022
Authorized shares capital		
8,00,000 (Mar 31,2021- 3,00,000) Equity Shares of Rs.10/- each	8,000	8,000
2,00,000 (Mar 31,2021- 2,00,000) Preference Shares of Rs.10/- each	2,000	2,000
	10,000	10,000
Issued, subscribed and fully paid-up		
Equity Share Capital		
Issued, Subscribed and Paid up		
1,70,500 (Mar 31,2022- 1,68,417) Ordinary Equity Shares of Rs. 10/- each	1,705	1,684
61 (Mar 31,2022- 61) Class B Equity Shares of Rs. 10/- each	1	1
34 (Mar 31,2022- 34) Class C Equity Shares of Rs. 10/- each *	0	0
30 (Mar 31,2022- 30)Class D Equity Shares of Rs. 10/- each *	0	0
74,558 (Mar 31,2022- 74,558) Class E Equity Shares of Rs. 10/- each	746	746
	2,452	2,431
	March 31, 2023	March 31, 2022
Preference Share Capital		
44,957 (Mar 31,2022- 44,957) Series A compulsorily convertible cumulative preference shares of Rs.10 each	450	450
7,824 (Mar 31, 2022- 7,824) Series A1 compulsorily convertible cumulative preference shares of Rs. 10 each	78	78
25,204 (Mar 31,2022- 25,204) Series B compulsorily convertible cumulative preference shares of Rs. 10 each	252	252
23,386 (Mar 31,2022- 23,386) Series C compulsorily convertible cumulative preference shares of Rs. 10 each	234	234
	1,014	1,014
	March 31, 2023	March 31, 2022
Total issued, subscribed and fully paid-up share capital	3,466	3,445

*Represents value less than `0.50 thousand

a. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Ordinary Equity shares				
At the beginning of the year	1,68,417	1,684	1,68,417	1,684
Issued during the year	2,083	21	-	-
Outstanding at the end of the year	1,70,500	1,705	1,68,417	1,684
Class B Equity Shares				
At the beginning of the year	61	1	61	1
Issued during the year	-	-	-	-
Outstanding at the end of the year	61	1	61	1
Class C Equity Shares				
At the beginning of the year *	34	0	34	0
Issued during the year	-	-	-	-
Outstanding at the end of the year	34	0	34	0
Class D Equity Shares				
At the beginning of the year *	30	0	30	0
Issued during the year	-	-	-	-
Outstanding at the end of the year	30	0	30	0
Class E Equity Shares				
At the beginning of the year	74,558	746	-	-
Issued during the year	-	-	74,558	746
Outstanding at the end of the year	74,558	746	74,558	746

CNERGYIS INFOTECH INDIA PRIVATE LIMITED**Notes to Consolidated financial statements as at year ended March 31, 2023***(All amount are in indian rupees in thousand, except per share data or where mentioned separately)*

	March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Series A convertible cumulative preference shares				
At the beginning of the year	44,957	450	44,957	450
Issued during the year	-	-	-	-
Outstanding at the end of the year	44,957	450	44,957	450
Series A1 convertible cumulative preference shares				
At the beginning of the year	7,824	78	7,824	78
Issued during the year	-	-	-	-
Outstanding at the end of the year	7,824	78	7,824	78
Series B convertible cumulative preference shares				
At the beginning of the year	25,204	252	25,204	252
Issued during the year	-	-	-	-
Outstanding at the end of the year	25,204	252	25,204	252
Series C convertible cumulative preference shares				
At the beginning of the year	23,386	234	23,386	234
Issued during the year	-	-	-	-
Outstanding at the end of the year	23,386	234	23,386	234

Represents value less than `0.50 thousand*b. Rights, preferences and restrictions attached to each class of shares****Equity Shares :**

1,70,500 Ordinary Equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts as defined in the respective Shareholders Agreement, in proportion to their shareholding. The distribution to equity shareholders will be in proportion to the number of equity shares held by such shareholders.

61 Class B equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts as defined in the respective Shareholders Agreement, in proportion to their shareholding. The distribution to equity shareholders will be in proportion to the number of equity shares held by such shareholders.

34 Class C equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts as defined in the respective Shareholders Agreement, in proportion to their shareholding. The distribution to equity shareholders will be in proportion to the number of equity shares held by such shareholders.

30 Class D equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts as defined in the respective Shareholders Agreement, in proportion to their shareholding. The distribution to equity shareholders will be in proportion to the number of equity shares held by such shareholders.

74,558 Class E equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts as defined in the respective Shareholders Agreement, in proportion to their shareholding. The distribution to equity shareholders will be in proportion to the number of equity shares held by such shareholders.

The Dividend and Liquidation rights for all the classes of Equity shares are as mentioned below:

All classes of equity shares rank pari passu with respect to dividend rights. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

18,780 ESOP's are still unallocated as on 31st March 2023. The vesting period is 48months for all the ESOPs to be allotted

CNERGYIS INFOTECH INDIA PRIVATE LIMITED

Notes to Consolidated financial statements as at year ended March 31, 2023

(All amount are in Indian rupees in thousand, except per share data or where mentioned separately)

Preference shares:

44,957 Series A compulsorily convertible Preference Share of Rs.10 each shall have a tenure of 20 (twenty) years from the date of allotment. Such Series A Shares shall automatically convert into Class B Shares of the Company at the end of the tenure or in a manner as set forth. Investor shall be entitled to receive in respect of each such Series A Share one Class B Share (face value INR10/- (Rupees Ten)) (the "Conversion Rate"). The Class B Shares so issued shall, except as otherwise set forth in the Transaction Documents, shall rank pari passu with the other Equity Shares of the Company

7,824 Series A1 compulsorily convertible Preference Share of Rs.10 each shall have a tenure of 20 (twenty) years from the date of allotment. Such Series A1 Shares shall automatically convert into Class B Shares of the Company at the end of the tenure or in a manner as set forth. Investor shall be entitled to receive in respect of each such Series A1 Share one Class B Share (face value INR10/- (Rupees Ten)) (the "Conversion Rate"). The Class B Shares so issued shall, except as otherwise set forth in the Transaction Documents, shall rank pari passu with the other Equity Shares of the Company

25,204 Series B compulsorily convertible Preference Share of Rs.10 each shall have a tenure of 10 (ten) years from the date of allotment. Such Series B Shares shall automatically convert into Class C Shares of the Company at the end of the tenure or in a manner as set forth. Investor shall be entitled to receive in respect of each such Series B Share, one Class C Share (face value INR 10/- (Rupees Ten)) (the "Conversion Rate"). The Class C Shares so issued shall, except as otherwise set forth in the Transaction Documents, shall rank pari passu with the other Equity Shares of the Company

23,386 Series C compulsorily convertible Preference Share of Rs.10 each shall have a tenure of 10 (ten) years from the date of allotment. Such Series C Shares shall automatically convert into Class D Shares of the Company at the end of the tenure or in a manner as set forth. Investor shall be entitled to receive in respect of each such Series C Share, one Class D Share (face value INR 10/- (Rupees Ten)) (the "Conversion Rate"). The Class D Shares so issued shall, except as otherwise set forth in the Transaction Documents, shall rank pari passu with the other Equity

The Dividend and Liquidation rights for all the Preference shares are as mentioned below:

Series A

Dividend: The holders of Series A Shares shall be entitled, in respect of each Series A Share held by such Person, to a dividend of the greater of 0.1% (zero point one percent) or the rate at which dividend is paid to the holders of the Equity Shares on an As If Converted Basis. The Company shall not declare dividend in excess of the amount payable to the non-resident holders of Preference Shares of the Company.

Liquidation Preference: In the event of the occurrence of a Liquidation Event, the holders of the Series A Shares or Conversion Shares, as the case may be, shall receive in respect of each Series A Share or Conversion Share then held, from the proceeds of such Liquidation Event and prior to any distribution in respect of Equity Shares of the Company (other than Equity Shares that were converted into Preference Shares), the greater of (a) 1.5 times the amount paid to the acquire such Series A Share or Conversion Share or (b) their pro-rata entitlement of the proceeds from such Liquidation Event based on their shareholding on an As If Converted Basis prior to distribution to any of the shareholders of the Company. If the consideration consists of cash and shares of any other entity, the holders of the Series A Shares and Conversion Shares shall have the option of acquiring cash or shares in such proportion as they may deem fit.

Series B

Dividend: The holders of Series B Shares shall be entitled, in respect of each Series B Share held by such Person, to a dividend of the greater of 0.1% (zero point one percent) or the rate at which dividend is paid to the holders of the Equity Shares on an As If Converted Basis. The Company shall not declare dividend in excess of the amount payable to the non-resident holders of Preference Shares of the Company.

Liquidation Preference: In the event of the occurrence of a Liquidation Event, the holders of the Series B Shares or Conversion Shares, as the case may be, shall receive in respect of each Series B Share or Conversion Share then held, from the proceeds of such Liquidation Event and prior to any distribution in respect of Equity Shares of the Company (other than Equity Shares that were converted into Preference Shares), the greater of (a) 1.5 times the amount paid to the acquire such Series B Share or Conversion Share or (b) their pro-rata entitlement of the proceeds from such Liquidation Event based on their shareholding on an As If Converted Basis prior to distribution to any of the shareholders of the Company. If the consideration consists of cash and shares of any other entity, the holders of the Series B Shares and Conversion Shares shall have the option of acquiring cash or shares in such proportion as they may deem fit.

Series C

Dividend: The holders of Series C Shares shall be entitled, in respect of each Series C Share held by such Person, to a dividend of the greater of 0.1% (zero point one percent) or the rate at which dividend is paid to the holders of the Equity Shares on an As If Converted Basis. The Company shall not declare dividend in excess of the amount payable to the non-resident holders of Preference Shares of the Company.

Liquidation Preference: In the event of the occurrence of a Liquidation Event, the holders of the Series C Shares or Conversion Shares, as the case may be, shall receive in respect of each Series C Share or Conversion Share then held, from the proceeds of such Liquidation Event and prior to any distribution in respect of Equity Shares of the Company (other than Equity Shares that were converted into Preference Shares), the greater of (a) 1.5 times the amount paid to the acquire such Series C Share or Conversion Share or (b) their pro-rata entitlement of the proceeds from such Liquidation Event based on their shareholding on an As If Converted Basis prior to distribution to any of the shareholders of the Company. If the consideration consists of cash and shares of any other entity, the holders of the Series C Shares and Conversion Shares shall have the option of acquiring cash or shares in such proportion as they may deem fit.

ESOP

Terms attached to employee stock option granted to employee are described in note 33

CNERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
c. Details of shareholders holding more than 5% shares in the Company

	March 31, 2023		March 31, 2022	
	No. of shares	% holding	No. of shares	% holding
Equity shares				
Ordinary Equity shares				
Prasad Rajappan*	1,39,525	73.71%	1,39,525	73.71%
Tata Capital Growth fund II*	13,048	7.68%	14,539	7.68%
Class B Equity shares				
Tata Capital Growth fund II	35	57.38%	35	57.38%
Indekena mauritius limited	16	26.23%	16	26.23%
Rajesh Sehgal	5	8.20%	5	8.20%
Class C Equity shares				
Triton Fund-I	30	88.24%	30	88.24%
Tata Capital Growth fund II	4	11.76%	4	11.76%
Class D Equity shares				
Better World Technology Holdings	10	33.33%	10	33.33%
Tata Capital Growth fund II	10	33.33%	10	33.33%
Triton Fund-I	8	26.67%	8	26.67%
Class E Equity shares				
Tata Capital Growth fund II	72,694	97.50%	72,694	97.50%
Series A convertible Cumulative preference shares				
Tata Capital Growth fund II	25,928	57.67%	25,928	57.67%
Indekena mauritius limited	11,792	26.23%	11,792	26.23%
Rajesh Sehgal	3,685	8.20%	3,685	8.20%
Series A1 convertible Cumulative preference shares				
Tata Capital Growth fund II	7,381	94.34%	7,381	94.34%
Series B convertible Cumulative preference shares				
Triton Fund-I	22,304	88.49%	22,304	88.49%
Tata Capital Growth fund II	2,900	11.51%	2,900	11.51%
Series C convertible Cumulative preference shares				
Better World Technology Holdings	8,028	34.33%	8,028	34.33%
Tata Capital Growth fund II	7,358	31.46%	7,358	31.46%
Triton Fund-I	6,154	26.31%	6,154	26.31%

** The percentage holding includes Employee Stock Options*
d. Details of shares held by promoters *
As on March 31, 2023

Promoter name	No. of equity shares	% of total equity shares (Ordinary Equity Shares)	% change during the year
Prasad Rajappan	1,39,525	73.71%	0.00%
Bindu Prasad	100	0.06%	0.00%

As on March 31, 2022

Promoter name	No. of equity shares	% of total equity shares (Ordinary Equity Shares)	% change during the year
Prasad Rajappan	1,39,525	73.71%	13.36%
Bindu Prasad	100	0.06%	0.00%

** Promoter here means promoter as defined in the Companies Act, 2013*

CNERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
e. Share reserved for issue under option

	March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Employee stock option scheme, 2021 :				
9,105 (March 31,2022-9,140) equity share of Rs. 10 each at an excersice price of Rs. 10 each	9,105	91,050	9,140	91,400

f. Equity Shares reserved for Compulsorily Convertible Preference Shares of the Company

	March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Class B Equity Shares of Rs. 10/- each	53	528	53	528
Class C Equity Shares of Rs. 10/- each	25	252	25	252
Class D Equity Shares of Rs. 10/- each	23	234	23	234

4. Reserves and surplus

	March 31, 2023	March 31, 2022
Deficit in the statement of profit and loss		
Balance at the beginning of the year	(1,47,377)	(35,805)
Add: Loss for the year	(2,05,684)	(1,11,572)
Balance as of the year end	(3,53,061)	(1,47,377)
Security premium Account		
Balance at the beginning of the year	6,82,955	1,70,880
Add: Addition during the year	-	5,12,075
Balance at the end of the year	6,82,955	6,82,955
Employee stock option outstanding account (Refer Note 33)		
Balance at the beginning of the year	12,207	-
Add: Employee stock option expense for the year	10,425	12,207
Balance as of the year end	22,632	12,207
Foreign Currency Translation Reserve		
Balance at the beginning of the year	306	520
Add: (Loss)/profit during the year	(1,188)	(214)
Balance as of the year end	(882)	306
Total Reserves and surplus	3,51,644	5,48,091

Nature and purpose of reserves are as below
(a) Retained earnings :

Retained earnings represent undistributed accumulated earnings of the Company as on the balance sheet date.

(b) Security Premium Account :

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

(c) Employee stock option outstanding account :

The fair value of the equity-settled share based payment transactions with employees is recognised in the Statement of Profit and Loss with corresponding credit to Employee stock option outstanding account

5. Long-term borrowings

	March 31, 2023	March 31, 2022
Secured		
Vehicle loan from bank *	2,148	-
	2,148	-

* Vehicle loan are secured against the hypothecation of the related Vehicle. Amount disclosed under "Short term borrowings" (refer note 7)

6. Provisions
Long-Term Provison

	March 31, 2023	March 31, 2022
Gratuity (Refer Note 29)	20,892	16,801
	20,892	16,801

Short-Term Provison

	March 31, 2023	March 31, 2022
Compensated absences	36,537	26,588
Gratuity (Refer Note 29)	9,588	8,363
Provision towards Indirect Taxes	205	-
	46,330	34,951

CNERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
7. Short-term borrowings
March 31, 2023 March 31, 2022

Secured
Loans repayable on demand

 Cash Credit* - 10,497
Current Maturities of Long-term borrowings

 Vehicle loan from bank ** **486** 216
Unsecured

 Loan from related parties *** **350** 3,115
836 **13,828**

* Cash credit facility from bank is primarily secured against hypothecation trade receivable of the Company. Cash credit from banks carry rate of interest rate of 9.2 % p.a.

** Nature of security and terms of repayment of vehicle loan:

Name of the secured vehicle	Bank Name	Taken during Financial year	Rate of Interest	Outstanding as on 31 March 2023 (Non current)	Outstanding as on 31 March 2023 (Current)	Period of Instalments from 1 April 2023	Amount per Instalment including interest (EMI)#
MAHINDRA XUV700 AX 7	HDFC Bank	2022-23	7.90%	2148	486	56	Rs. 56,400 monthly
MARUTI ERTIGA ZXI	HDFC Bank	2017-18	8.25%	-	-	-	Rs. 20,397 monthly

Name of the secured vehicle	Bank Name	Taken during Financial year	Rate of Interest	Outstanding as on 31 March 2022 (Non current)	Outstanding as on 31 March 2022 (Current)	Period of Instalments from 1 April 2022	Amount per Instalment including interest (EMI)#
MARUTI ERTIGA ZXI	HDFC Bank	2017-18	8.25%	-	216	11	Rs. 20,397 monthly

Principal amount per instalment to be paid is not constant (increasing every consecutive month) for all periods of installments.

*** Unsecured loan from related parties which is repayable on demand carries no interest. Refer note 26

8 Trade payable

A) Total outstanding dues of micro enterprises and small enterprises; and ;

B) Total outstanding dues of creditors other than micro enterprises and small enterprises

March 31, 2023 March 31, 2022

15,609 806
81,952 49,490
97,561 **50,296**

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

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*	15,608	-	1	-	15,609
(ii) Others	63,629	2,745	27	66	66,467
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	79,237	2,745	28	66	82,076
Accrued expenses					15,485
					97,561

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

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*	805	1	-	-	806
(ii) Others	29,351	1,843	1,003	293	32,490
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	30,156	1,844	1,003	293	33,297
Accrued expenses					16,999
					50,296

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

CNERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
9. Other current liabilities

	March 31, 2023	March 31, 2022
Statutory dues payable		
(a) Goods and Service tax	16,449	16,134
(b) Tax deducted at source	6,885	8,247
(c) Employees' State Insurance Corporation	11	17
(d) Profession tax	104	81
(e) Provident fund	2,170	1,497
(f) VAT	731	-
(g) Payable to employees	44,409	30,332
(h) Advance from Customer	2,286	-
(i) Interest accrued and due on borrowings	14	-
(j) Creditors for capital goods	3,008	3,472
(k) Reimbursement of expenses	3	15
	76,070	59,795

11. Deferred tax assets (net)
The deferred tax assets comprises of the following
Deferred tax asset

	March 31, 2023	March 31, 2022
Difference between book depreciation and depreciation under the Income tax Act, 1961	3,489	4,382
Provision for compensated absences	9,500	6,913
Disallowance under section 40(A)(7) of the Income tax Act, 1961	7,925	6,543
Carried forward business loss and accumulated depreciation/amortisation	55,711	16,584
Employee stock option	5,884	3,174
Disallowance under section 40(a) of the Income tax Act, 1961	672	2,364
Provision for doubtful debts	10,091	3,052
Total deferred tax asset	93,272	43,012
Deferred tax not recognized in financial statement *	(93,272)	(43,012)
Net deferred tax asset	-	-

* In the absence of virtual certainty, the company has not recognized deferred tax asset amounting to Rs. 93,272 (PY Rs. 43,012) being timing difference on the account of unabsorbed depreciation, carried forward losses and depreciation on property, plant and equipment and others as per Accounting Standard (AS) - 22 "Accounting for Taxes on Income" as notified under Section 133 of the Companies Act 2013

12. Loans and advances
Non Current
(Unsecured and considered good)

	Non-current	
	March 31, 2023	March 31, 2022
Advance tax (net of provision for tax)	52,580	38,380
Prepaid expenses	151	-
	52,731	38,380

Current
(Unsecured and considered good)

	Current	
	March 31, 2023	March 31, 2022
Prepaid expenses	9,294	3,625
Advance to supplier (considered goods)	15	454
Loans and advances to employees	490	1,297
	9,799	5,376

13. Other assets
Non-current
(Unsecured and considered good)

	Non-current	
	March 31, 2023	March 31, 2022
Deposits	2,640	92
Deposits (EMD)	680	680
Bank deposits with more than twelve months maturity	5,500	-
	8,820	772

Current
(Unsecured and considered good)

	Current	
	March 31, 2023	March 31, 2022
Deposits	3,540	2,548
Receivable for reimbursement of expenses	552	567
Interest accrued on deposit	1,657	396
	5,749	3,511

CNERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
14. Current Investments
Investment in Mutual Fund - Quoted

	March 31, 2023	March 31, 2022
Franklin India Short Bond Fund(SIG) (2023:Nil units, 2022: 20)	-	1
Mahindra Manulife Balanced Advantage Yojana Regular - Growth (2023: Nil units, 2022: 20,00,506)	-	20,005
Mahindra Manulife Flexi Cap Yojana Regular - Growth (2023: Nil units, 2022: 99,995)	-	1,000
Mahindra Manulife Multi Cap Badgat Yojana Regular - Growth (2023: Nil units, 2022: 2,42,215)	-	4,000
Mahindra Manulife Short Term Fund Regular-Growth (2023: Nil units, 2022: 2,346,956)	-	23,606
PGIM India Small Cap Fund Regular - Growth (2023: Nil units, 2022: 4,99,975)	-	5,000
UTI MIS Advantage Plan- Growth (2023: Nil units, 2021: 361)	-	10
UTI Ultra Short Term Fund Regular Growth (2023:1,228 units NAV Rs.3633, 2022: 1,228)	3,909	3,908
Mahindra Manulife Ultra Short Duration Fund Regular(2023:17,906 units NAV Rs.1175.8, 2022: Nil)	20,493	-
PGIM India CRISIL IBX Gilt Index(2023:15,83,992 units NAV Rs.10.1, 2022: Nil)	15,841	-
Tata Ultra Short Term Fund Regular - Growth(2023:17,42,677 units NAV Rs.12.19, 2022: Nil)	20,717	-
	<u>60,960</u>	<u>57,530</u>
Aggregate amount of quoted investment	60,960	57,530
Aggregate market value of updated investments	62,845	60,200

15. Trade Receivables

	March 31, 2023	March 31, 2022
Unsecured, considered good	2,81,272	1,64,628
Doubtful	38,811	11,740
	<u>3,20,083</u>	<u>1,76,368</u>
Less: Allowance for doubtful trade receivables	(38,811)	(11,740)
	<u>2,81,272</u>	<u>1,64,628</u>

Trade Receivable Ageing Schedule
As at 31 March 2023

Particulars	Less than 6 months	6 Months- 1 yrs.	1-2 Yrs.	2-3 Yrs.	More than 3 yrs.	Total
(i) Undisputed Trade receivables – considered good	2,69,367	6,983	3,747	584	591	2,81,272
(ii) Undisputed Trade Receivables – Considered doubtful	6,300	15,453	8,459	3,184	5,415	38,811
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Total	2,75,667	22,436	12,206	3,768	6,006	3,20,083
Less: Allowance for doubtful trade receivables						(38,811)
						<u>2,81,272</u>

As at 31 March 2022

Particulars	Less than 6 months	6 Months- 1 yrs.	1-2 Yrs.	2-3 Yrs.	More than 3 yrs.	Total
(i) Undisputed Trade receivables – considered good	1,56,331	7,845	120	20	312	1,64,628
(ii) Undisputed Trade Receivables – Considered doubtful	-	2,325	4,282	3,152	1,981	11,739
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
	1,56,331	10,170	4,402	3,172	2,293	1,76,368
Less: Allowance for doubtful trade receivables						(11,740)
						1,64,628
Add : Receivables						-
						<u>1,64,628</u>

16. Cash and cash equivalents

	March 31, 2023	March 31, 2022
Balances with banks:		
- In current accounts	39,854	48,130
Cash on hand	97	75
Other bank balances		
- In fixed deposit accounts with maturity of more than 3 months but less than 12 months	1,77,197	4,15,984
	<u>2,17,148</u>	<u>4,64,189</u>

CNERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
10 Property, Plant and Equipment and Intangible assets
10.1 Property, Plant and Equipment

	Vehicle	Computer and IT Equipment	Furniture & fixture	Office equipment	Total
Gross block					
At March 31, 2021	4,756	13,648	8,060	2,891	29,355
Additions	-	7,556	3	446	8,005
Deletions	-	-	-	-	-
At March 31, 2022	4,756	21,204	8,063	3,337	37,360
Additions	2,394	9,651	64	1,073	13,182
Deletions	-	-	-	-	-
At March 31, 2023	7,150	30,855	8,127	4,410	50,542
Depreciation					
At March 31, 2021	4,516	10,983	6,944	2,663	25,106
Charge for the year	123	2,972	554	198	3,847
Deletions	-	-	-	-	-
At March 31, 2022	4,639	13,955	7,498	2,861	28,953
Charge for the year	250	5,680	275	265	6,470
Deletions	-	-	-	-	-
At March 31, 2023	4,889	19,635	7,773	3,126	35,423
Net block					
At March 31, 2022	117	7,248	565	476	8,407
At March 31, 2023	2,261	11,220	354	1,284	15,119

10.2. Intangible assets

	File-my-returns.com	Zing HR	My Payroll Manager	Total
Gross block				
At March 31, 2021	669	1,77,030	96	1,77,795
Addition	-	-	-	-
Deletions	-	-	-	-
At March 31, 2022	669	1,77,030	96	1,77,795
Addition	-	-	-	-
Deletions	-	-	-	-
At March 31, 2023	669	1,77,030	96	1,77,795
Amortization				
At March 31, 2021	669	1,77,030	96	1,77,795
Charge for the year	-	-	-	-
Deletions	-	-	-	-
At March 31, 2022	669	1,77,030	96	1,77,795
Charge for the year	-	-	-	-
Deletions	-	-	-	-
At March 31, 2023	669	1,77,030	96	1,77,795
Net block				
At March 31, 2022	-	-	-	-
At March 31, 2023	-	-	-	-

CNERGYIS INFOTECH INDIA PRIVATE LIMITED**Notes to Consolidated financial statements for the year ended March 31, 2023***(All amount are in indian rupees in thousand, except per share data or where mentioned separately)*

	March 31, 2023	March 31, 2022
17. Revenue from operations		
Sale of services	8,44,873	5,57,789
Total Income	8,44,873	5,57,789
18. Other income		
Interest on Income tax refund	1,923	-
Interest on fixed deposits	10,881	1,978
Miscellaneous income	104	-
Gain on sale of mutual fund	3,440	1,061
	16,348	3,039
19. Employee benefits expense		
Salaries, wages and bonus	5,34,421	3,38,194
Contribution to provident fund and any other fund (Refer note 29)	11,106	8,220
Employee stock option compensation expense (Refer note 33)	10,425	12,207
Gratuity (Refer note 29)	7,677	5,673
Compensated absences (Refer note 29)	15,354	26,588
Staff welfare	13,394	7,966
	5,92,377	3,98,848
20. Finance costs		
Interest		
- On borrowings	-	1,761
- On overdraft	601	1,517
- Others	107	-
	708	3,278
21. Other expenses		
Admin and facility Charges	24,284	14,400
Server and data security charges	71,044	62,213
Rent expenses (Refer note 28)	16,900	7,597
Selling and marketing expenses	59,805	21,116
Telephone expenses	3,191	1,558
Travelling and conveyance expense	53,109	10,184
Software subscription	15,412	10,567
Product maintenance charges	63,822	19,077
Provision for doubtful receivables	27,071	11,740
Professional fees	1,24,699	88,369
Auditor's fees and expenses (Refer note 30)	2,090	950
Miscellaneous expenses	6,293	6,816
	4,67,720	2,54,587

CENERGYIS INFOTECH INDIA PRIVATE LIMITED**Notes to Consolidated financial statements as at and for the year ended March 31, 2023***(All amount are in Indian rupees in thousand, except per share data or where mentioned separately)***22. Earnings per share**

	March 31, 2023	March 31, 2022
Basic EPS		
Net Loss after tax as per statement of profit and loss account	(2,05,684)	(1,11,572)
Weighted average number of equity shares in calculating basic EPS	243	185
EPS-Basic	(845)	(603)

23. Unhedged foreign currency exposures

The Company's activities expose it to different financial risks, including the effects of changes in foreign currency exchange rates.

Category	Currency	March 31, 2023	March 31, 2023	March 31, 2022	March 31, 2022
		Amount in thousand (in original currency)	Amount Rs.	Amount in thousand (in original currency)	Amount Rs.
a) Trade receivables					
USD		49	4,000	6	441
AED		76	1,691	259	5,273
b) Trade payables					
USD		52	4,240	28	1,604
AED		6	133	14	320
AUD		3	186	4	195

24. Earning in foreign currency

	March 31, 2023	March 31, 2022
Export of services	38,287	13,891
Total	38,287	13,891

25. Expenditure in foreign currency

	March 31, 2023	March 31, 2022
Professional fees	16,722	13,993
Selling and marketing expenses	10,590	4,932
Travelling and conveyance expense	7,079	1,400
	34,391	20,325

26. Related party disclosures**(i) Names of related parties and related party relationship****Ultimate Holding Company**

- (i) Cnergyis Infotech India Private Limited

Subsidiaries

- 1) Cnergyis PTE Ltd
- 2) ZingHR Technologies Ltd
- 3) ZingHR Australia Pty Ltd
- 4) ZingHR Technologies SDN BHD (w.e.f 31.03.2023)
- 5) ZingHR Technologies(FZ-LLC) (w.e.f 27.09.2022)

Key managerial personnel

- 1) Prasad Rajappan - Managing Director
- 2) Bindu Prasad - Director

Relatives of key managerial personnel

- 1) Prerna Prasad (w.e.f. 03.05.2021)

Investee companies

- 1) Tata Capital Limited
- 2) Triton Fund-I
- 3) Indekena Mauritius limited
- 4) Better World Technology Holdings

Individual Investors with whom transactions has taken place

- 1) D Prasanth

Enterprises over which director are able to exercise significant influence

- 1) Bennett Coleman & Company Limited
- 2) Epigeners Biotech Private Limited
- 3) Planet People & Profit Consulting Pvt Ltd

CENERGYIS INFOTECH INDIA PRIVATE LIMITED
Notes to Consolidated financial statements as at and for the year ended March 31, 2023
(All amount are in indian rupees in thousand, except per share data or where mentioned separately)
(ii) Transactions with of related parties

During the year, the Company entered into transactions with related parties. The value of such transactions, along with related balances as at March 31, are presented in the following table:

Transactions for the year	For the year ended March 31, 2023	For the year ended March 31, 2022
Remuneration		
Prasad Rajappan	13,200	9,447
Bindu Prasad	4,200	4,168
Salary		
Prerna Prasad	1,333	1,158
Pradyum Prasad	-	78
Expenses incurred by related parties on behalf of the company		
Reimbursements – Prasad Rajappan	2,414	1,125
Interest paid by related parties		
Prasad Rajappan	72	-
Loan taken from related parties		
Loan - Prasad Rajappan	400	1,150
Loan Repaid to related parties		
Loan - Prasad Rajappan	3,165	896
Loan given to related parties		
Loan - Prasad Rajappan	6,620	-
Loan repaid by related parties including interest		
Loan - Prasad Rajappan	6,620	-
Issue of equity shares		
Tata Capital Growth Fund II	-	500
Triton Fund-I	-	6
Enterprises over which director are able to exercise significant influence		
Professional Expenses - Planet People & Profit Consulting Pvt Ltd	2,400	-
Sales to Epigeneres Biotech Pvt. Ltd	103	-
Sales to Bennett Coleman & Co. Ltd	3,903	-
Compensated Absences		
Prasad Rajappan	1,342	-
Bindu Prasad	302	-
Gratuity		
Prasad Rajappan	941	-
Bindu Prasad	376	-
Short-term borrowings		
Unsecured Loan – Prasad Rajappan	350	3,115

27. Contingent liabilities

	March 31, 2023	March 31, 2022
Service Tax demand from 2014-2017	7,896	7,896

28. Operating leases

The Company has taken premises on cancellable and non-cancellable operating lease. Payments of lease rentals charged to Statement of profit and loss amounted to Rs. 14,334 thousand (previous year: Rs. 7,163 thousand). Receipts of lease rentals recognised in the Statement of profit and loss amounted to Rs. Nil (previous year: Rs Nil).

Future minimum lease payments

The future minimum lease payments under non-cancellable leases were payable as follows -

	March 31, 2023	March 31, 2022
Less than one year	-	2,548
Between one and five years	-	-
More than five years	-	-
	-	2,548

ENERGYIS INFOTECH INDIA PRIVATE LIMITED**Notes to Consolidated financial statements as at and for the year ended March 31, 2023***(All amount are in Indian rupees in thousand, except per share data or where mentioned separately)***29. Employee benefit plans:****(i) Defined Contribution plans**

Amount of Rs. 11,106 thousand (31 March 2022: Rs 8,220 thousand) contributed to provident and other fund is recognized as an expense and included in 'employee benefits expense' in the statement of profit and loss (Refer note 19)

(ii) Defined benefit plans

Gratuity cost recognised in the Statement of Profit and Loss of Rs 7,677 thousand (31 March 2022: Rs 5,673 thousand).

Principal actuarial assumptions at the balance sheet date:

	March 31, 2023	March 31, 2022
Discount Rate (%)	7.10%	5.66%
Estimate rate of return on plan assets	-	-
Salary escalation rate (%)	10% pa	5% pa
Retirement age	60 yrs	60 yrs
Attrition	34% pa	34% pa
	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
	Ultimate	Ultimate
Mortality table		

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The Company's liability on account of gratuity is funded.

Compensated leave absences recognised in the Statement of profit and loss is Rs.15,354 thousand (31 March 2022: Rs 26,588 thousand).

30. Payment to Auditors' (excluding taxes)

	March 31, 2023	March 31, 2022
As auditor		
Statutory audit	1,800	950
Other services	290	-

31. Corporate social responsibility

The Company has spent Rs. Nil (previous year: Rs. 504 thousand) towards various scheme of Corporate Social Responsibility and created provision for unspent amount of Rs. Nil during the year as per the provisions of Section 135 of Companies Act, 2013 towards Corporate Social responsibility activities grouped under 'Other Expenses'

I. Gross amount required to be spent by the Company during the year: Rs. Nil (previous year: Rs. 473 thousand)

II. Amount spent during the year on:

Particular	Amount spent in Cash	Amount yet to be paid in Cash	Total Amount
Year ended 31 March 2023			
(i) Construction / Acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	-	-	-
Year ended 31 March 2022			
(i) Construction / Acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	504	-	504

32. Other statutory information

(i) The company do not have any benami property, where any proceeding has been initiated or pending against the group for holding any benami property.

(ii) The company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(v) The company have not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vii) Information with regards to other matters specified in Schedule III to the Act is either Nil or not applicable to the Company for the year.

CNERGYIS INFOTECH INDIA PRIVATE LIMITED

Notes to Consolidated financial statements as at and for the year ended March 31, 2023

(All amount are in indian rupees in thousand, except per share data or where mentioned separately)

33. Employees stock option compensation plan

a) The Company has the following share based payment arrangements for employees:

ESOP Plan	ESOP 2021
Type of arrangement	Employee stock option plan 2021
Date of grant	February 1, 2021
No. of options granted	9,420
Contractual life	4 years
Balance remaining contractual life	1 years 10 months
Exercise price (amount in Rs.)	10
Vesting conditions	Continued employment or contract with the company up to vesting date

Method used for accounting of Employee stock option compensation

For the purpose above, the estimated fair value of stock options at grant date has been calculated by an independent valuer using the e Black-Scholes option pricing model.

	March 31, 2023			
	ESOP 2021	No of ESOP	Fair Value	Excursive Price
Grant Date	01-02-21	9,420	-	-
Vesting commencement date:	01-02-22	2,355	4,589	10
Vesting commencement date:	01-02-23	2,355	4,590	10
Vesting commencement date:	01-02-24	2,355	4,590	10
Vesting commencement date:	01-02-25	2,355	4,591	10

Movement in the options outstanding under the Scheme as at

	ESOP 2021	
	March 31, 2023	March 31, 2022
(i) Outstanding at the beginning of the year	9,140	9,360
(ii) Granted during the year	-	-
(iii) Forfeited during the year	35	220
(iv) Exercised during the year	-	-
(v) Outstanding at the end of the year	9,105	9,140
(vi) Exercisable at the end of the year	-	2,285
(vii) Weighted average exercise price	10	10

The Guidance note on 'Accounting for employee share based payments' issued by the Institute of Chartered Accountants of India (ICAI) ('Guidance Note') establishes financial accounting and reporting principles for share based payment plans for employees. The Guidance Note applies to employee share based payments, the grant date in respect of which falls on or after 1 April 2005.

The Company follows the fair value method to account for compensation expense arising from issuance of stock options to the employees. The compensation cost is recorded in books based on the fair value of the options as determined by an independent valuer. The compensation cost is recorded over the vesting period of the stock options.

An amount of Rs. 10,425 (previous year: Rs. 12,207 thousand) has been debited towards the Statement of Profit and Loss for the year ended included under Employee Benefit expense with a corresponding cost to Share Options outstanding account.

The key assumptions used to estimate the grant date fair value of options are as follows:

Date of Valuation	31-Mar-23
Share price at grant date (Rs.)	4,599
Exercise Price	10
Vesting period	1-4 years
Dividend Yield %	0%
Weighted average expected life of the share options	1 year from vesting
Rate of Interest	6.79%
Volatility	38.98%

CNERGYIS INFOTECH INDIA PRIVATE LIMITED

Notes to Consolidated financial statements as at and for the year ended March 31, 2023

(All amount are in Indian rupees in thousand, except per share data or where mentioned separately)

34. Code on social security

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be framed. In view of this, impact if any of the change will be assessed and accounted in period of notification of the relevant provisions.

35. Additional information to be given as required under Schedule III to Companies act 2013 of enterprises consolidated as subsidiary

Name of the Entity	31-Mar-23		31-Mar-23		31-Mar-22		31-Mar-22	
	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	as % of Consolidated assets	of Amount in Rs. net	as % of Consolidated profit or loss	Amount in Rs.	as % of Consolidated net assets	Amount in Rs.	as % of Consolidated profit or loss	Amount in Rs.
Holding Company								
Energys Infotech India Private Limited	100.22%	3,56,374	103.21%	(2,12,664)	101.00%	5,58,604	95.00%	(1,06,358)
Subsidiary								
Energys PTE Ltd.	-0.61%	(2,156)	0.30%	(621)	0.00%	(1,232)	0.00%	(15)
ZingHR Technologies Ltd	2.06%	7,337	-6.62%	13,646	-1.00%	(5,707)	5.00%	(5,195)
ZingHR Technologies FZ-LLC	-1.74%	(6,185)	0.00%	-	-	-	-	-
ZingHR Australia Pty Ltd	0.02%	55	3.11%	(6,415)	0.00%	57	-	-
ZINGHR Technologies SDN BHD	0.05%	177	0.00%	-	-	-	-	-
Total		3,55,602		(2,06,054)		5,51,721		(1,11,568)
Adjustments		-		-		-		-
Total	100%	3,55,602	100%	(2,06,054)	100.00%	5,51,721	100.00%	(1,11,568)

36. Subsequent event

The Company has evaluated subsequent events from the balance sheet date through September 28, 2023, the date at which the financial statements were available to be issued and determined that there are no other material items to disclose.

37. As per the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022.

As per the amended rules, the Companies are required to maintain back-up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create backup of accounts on servers physically located in India on a daily basis. The books of account along with other relevant records and papers of the Company are maintained in electronic mode.

These are readily accessible in India at all times and currently a backup is maintained on a cloud-based server. The Company is in the process of complying with the requirement of maintaining server(s) physically located in India for back-up of books of account and other relevant books and papers, on a daily basis, pursuant to the amendment.

As per our report of even date

For **BSR & Co. LLP**

Chartered Accountants

Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of

Energys Infotech India Private Limited

CIN No :- U72400MH2000PTC125479

Rajesh Shetty

Partner

Membership no.: 130778

Name : Prasad Rajappan

Managing Director

DIN No:0193302

Name : Bindu Prasad

Director

DIN No:0288650

Place : Mumbai

Date: 28 September 2023

Place : Mumbai

Date: 28 September 2023