



## AURIONPRO SOLUTIONS LIMITED

Our Company was initially incorporated as “Value Added Information Distribution Services Private Limited”, a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai (“RoC”) on October 31, 1997 at Mumbai, Maharashtra. Subsequently, the name of our Company was changed to “Voids Technologies Private Limited” and a fresh certificate of incorporation consequent on change of name was issued by the RoC on April 30, 2001. Later, pursuant to the certificate of incorporation consequent on change of name dated September 18, 2003 issued by the RoC, our Company was rebranded as “Aurionpro Solutions Private Limited”. Consequently, our Company’s name changed to its present name, “Aurionpro Solutions Limited” pursuant to its conversion from a private limited company to a public limited company and a certificate of change of name under Companies Act, 1956 was issued by the RoC on March 9, 2005.

**Corporate Identity Number:** L99999MH1997PLC111637

**Registered and Corporate Office:** Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane - 400 701 Maharashtra, India.

**Telephone:** +91 22 4040 7070; **Email:** info@aurionpro.com; **Website:** www.aurionpro.com

**Company Secretary and Compliance Officer:** Ninad Kelkar

Issue of up to [●] equity shares of face value of ₹10 each of our Company (the “Equity Shares”) at a price of ₹[●] per Equity Share, including a premium of ₹[●] per Equity Share (the “Issue Price”), aggregating to ₹[●] lakhs (the “Issue”). For further details, see “Summary of the Issue” on page 37.

**THE ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”), SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE “COMPANIES ACT, 2013”), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE “PAS RULES”), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED.**

The Equity Shares of our Company are listed on the National Stock Exchange of India Limited (the “NSE”) and the BSE Limited (the “BSE”) and together with NSE, the “Stock Exchanges”). The closing prices of the Equity Shares on the NSE and the BSE as on April 2, 2024 were ₹ 2,348.70 and ₹ 2,327.90 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) for listing of the Equity Shares to be issued pursuant to this Issue, from BSE and NSE, each dated March 13, 2024. Our Company shall make applications to the Stock Exchanges for obtaining final listing and trading approvals for the Equity Shares to be issued pursuant to this Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to this Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or the Equity Shares.

**OUR COMPANY HAS PREPARED THIS PRELIMINARY PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PRELIMINARY PLACEMENT DOCUMENT TO ELIGIBLE QIBs (AS DEFINED HEREINAFTER) IS BEING MADE IN RELIANCE UPON CHAPTER VI OF THE SEBI ICDR REGULATIONS, SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND OTHER RULES MADE THEREUNDER. THIS PRELIMINARY PLACEMENT DOCUMENT SHALL BE CIRCULATED TO ONLY SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY, PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. THIS PRELIMINARY PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR ANY OTHER PERSON OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN THE SEBI ICDR REGULATIONS. YOU ARE NOT AUTHORIZED TO AND MAY NOT (1) DELIVER THIS PRELIMINARY PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PRELIMINARY PLACEMENT DOCUMENT, IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILIZE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PRELIMINARY PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI ICDR REGULATIONS, THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.**

**INVESTMENT IN EQUITY SHARES INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ “RISK FACTORS” ON PAGE 47 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONDUCT ITS OWN DUE DILIGENCE ON US AND THE EQUITY SHARES AND CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES BEING ISSUED PURSUANT TO THIS PRELIMINARY PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT.**

A copy of this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter) has been delivered to the Stock Exchanges and a copy of the Placement Document (which will include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the RoC, within the stipulated period as required under the Companies Act, 2013 and PAS Rules. This Preliminary Placement Document has not been reviewed by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchanges or any other listing or regulatory authority and is intended only for use by Eligible QIBs. This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and the Issue will not constitute a public offer in India or any other jurisdiction.

Invitations, offers and sales of the Equity Shares to be issued pursuant to this Issue shall only be made pursuant to this Preliminary Placement Document together with the Application Form, the Placement Document and the Confirmation of Allocation Note (each as defined hereinafter). For further details, see “Issue Procedure” on page 176. The distribution of this Preliminary Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs to whom this Preliminary Placement Document is specifically addressed, and persons retained by such Eligible QIBs to advise them with respect to their purchase of Equity Shares is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and make no copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document.

The information on the websites of our Company, Subsidiaries, or any other website directly or indirectly linked to the websites of our Company, Subsidiaries, or the website of the Book Running Lead Manager (as defined hereinafter) or its respective affiliates, does not constitute nor form part of this Preliminary Placement Document and prospective investors should not rely on such information contained in, or available through, any such websites for their investment in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. The Equity Shares are transferable only in accordance with the restrictions described under the sections “Selling Restrictions” and “Transfer Restrictions and Purchaser Representations” on pages 193 and 201, respectively. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Preliminary Placement Document as “QIBs”.

This Preliminary Placement Document is dated April 3, 2024.

BOOK RUNNING LEAD MANAGER



DAM CAPITAL ADVISORS LIMITED

This Preliminary Placement Document relates to an issue made to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and no offer is being made through this Preliminary Placement Document to the public or any other categories of investors other than the Eligible QIBs. This Preliminary Placement Document is not an offer to sell securities and is not soliciting an offer to buy securities in any jurisdiction where such offer or sale or subscription is not permitted. The information in this Preliminary Placement Document is not complete and may be changed.

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## NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all of the information contained in this Preliminary Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Preliminary Placement Document contains all information with respect to our Company and its Subsidiaries and the Equity Shares which our Company considers material in the context of the Issue. The statements contained in this Preliminary Placement Document relating to our Company, its Subsidiaries and the Equity Shares are, in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Preliminary Placement Document with regard to our Company, its Subsidiaries and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to our Company, its Subsidiaries and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Preliminary Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Preliminary Placement Document is provided as of the date of this Preliminary Placement Document and neither our Company nor the Book Running Lead Manager (*as defined hereinafter*) have any obligation to update such information to a later date.

The information contained in this Preliminary Placement Document has been provided by our Company and from other sources identified herein. DAM Capital Advisors Limited (the “**Book Running Lead Manager**”) has not separately verified all of the information contained in this Preliminary Placement Document (financial, legal or otherwise). Accordingly, neither the Book Running Lead Manager nor any of its respective shareholders, employees, counsel, officers, directors, representatives, agents, associates or any other affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Book Running Lead Manager or any of its respective shareholders, employees, counsel, officers, directors, representatives, agents, associates or any other affiliates as to the accuracy or completeness of the information contained in this Preliminary Placement Document or any other information (financial, legal or otherwise) supplied in connection with the Issue or the distribution of this Preliminary Placement Document. Each person receiving this Preliminary Placement Document acknowledges that such person has neither relied on the Book Running Lead Manager nor any of its respective shareholders, employees, counsel, officers, directors, representatives, agents, associates or any other affiliates in connection with such person’s investigation of the accuracy of such information or such person’s investment decision, and each such person must rely on its own examination of our Company and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

This Preliminary Placement Document is being furnished on a confidential basis solely for the purpose of enabling prospective Eligible QIBs to consider subscribing for the particular securities described herein. Distribution of this Preliminary Placement Document to any person other than the Eligible QIBs, and those persons, if any, retained to advise such investor with respect thereto, is unauthorised, and any disclosure of its contents, without prior written consent of our Company, is prohibited. Any reproduction or distribution of this Preliminary Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and make no copies of this Preliminary Placement Document or any offering material in connection with the Equity Shares.

No person is authorised to give any information or to make any representation not contained in this Preliminary Placement Document and any information or representation not so contained must not be relied upon as having been authorised by, or on behalf of the Book Running Lead Manager. The delivery of this Preliminary Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

The Equity Shares offered in the Issue have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction, including SEBI, the United States Securities and Exchange Commission (“**SEC**”), any other federal or state authorities in the United States or the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Preliminary Placement Document. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

**Subscribers and purchasers of the Equity Shares will be deemed to make the representations, warranties, acknowledgements and agreements set forth in “Representations by Investors”, “Selling Restrictions” and “Transfer Restrictions and Purchaser Representations” on pages 4, 193 and 201 respectively of this Preliminary Placement Document.**

The distribution of this Preliminary Placement Document and the issue of the Equity Shares in certain jurisdictions may be restricted by applicable laws. As such, this Preliminary Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been taken by our Company or the Book Running Lead Manager which would permit an offering of the Equity Shares or distribution of this Preliminary Placement Document in any jurisdiction other than India where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any Issue materials in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction that would require registration of the Equity Shares in such country or jurisdiction. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. The Equity Shares are transferable only in accordance with the restrictions described under the sections titled “Selling Restrictions” and “Transfer Restrictions and Purchaser Representations” on pages 193 and 201, respectively.

In making an investment decision, the prospective investors must rely on their own examination of our Company, its Subsidiaries, the Equity Shares and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of this Preliminary Placement Document as legal, business, tax, accounting or investment advice. Prospective investors should consult their own counsel and advisors as to business, legal, tax, accounting, investment and related matters concerning the Issue. In addition, neither our Company nor the Book Running Lead Manager are making any representation to any offeree or subscriber of the Equity Shares regarding the legality of an investment in the Equity Shares by such offeree or subscriber under applicable laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company.

**Each Bidder in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under Indian laws, including Chapter VI of the SEBI ICDR Regulations and Section 42 (read with Rule 14 of the PAS Rules) and other applicable provisions of the Companies Act, 2013, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority from buying, selling or dealing in securities including the Equity Shares or otherwise accessing the capital markets in India. This Preliminary Placement Document contains summaries of certain terms of certain documents, which are qualified in their entirety by the terms and conditions of such documents and disclosures included in the section titled “Risk Factors” on page 47.**

Our Company and the Book Running Lead Manager are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document.

The information on our Company’s website at [www.aurionpro.com](http://www.aurionpro.com), the websites of any of its Subsidiaries or any website directly or indirectly linked to our Company’s website or the website of the Book Running Lead Manager, its respective associates or affiliates, does not constitute or form part of this Preliminary Placement Document. Prospective investors should not rely on any such information contained in, or available through, any such websites.

#### **NOTICE TO INVESTORS IN THE UNITED STATES**

THE EQUITY SHARES HAVE NOT BEEN RECOMMENDED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY OTHER U.S. FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS



PRELIMINARY PLACEMENT DOCUMENT OR APPROVED OR DISAPPROVED THE EQUITY SHARES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFER, INCLUDING THE MERITS AND RISKS INVOLVED.

THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR ANY OTHER APPLICABLE LAW OF THE UNITED STATES AND, UNLESS SO REGISTERED, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE EQUITY SHARES ARE BEING OFFERED AND SOLD (A) IN THE UNITED STATES ONLY TO U.S. QIBS AND IN TRANSACTIONS EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND (B) OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS”, AS DEFINED, AND IN RELIANCE ON, REGULATIONS UNDER AND THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES ARE MADE. THE EQUITY SHARES ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED UNDER THE SECTIONS “*SELLING RESTRICTIONS*” AND “*TRANSFER RESTRICTIONS AND PURCHASE REPRESENTATIONS*” ON PAGES 193 AND 201, RESPECTIVELY.

#### **NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS**

This Preliminary Placement Document is not an offer to sell securities and is not soliciting an offer to subscribe to or buy securities in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. For information relating to investors in certain other jurisdictions, see the sections titled “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 193 and 201, respectively.

**Any information about our Company available on any website of the Stock Exchanges, our Company or the Book Running Lead Manager, other than this Preliminary Placement Document, shall not constitute a part of this Preliminary Placement Document and no investment decision should be made on the basis of such information.**

## REPRESENTATIONS BY INVESTORS

All references to “you” and “your” in this section are to the prospective investors in the Issue. By Bidding for and/or subscribing to any Equity Shares under this Issue, you are deemed to have represented, warranted, acknowledged and agreed to contents set forth in “*Notice to Investors*”, “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 1, 193 and 201, respectively and have represented, warranted and acknowledged to and agreed to our Company and the Book Running Lead Manager, as follows:

1. Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company which is not set forth in this Preliminary Placement Document;
2. You are a “Qualified Institutional Buyer” as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013, to the extent applicable, and all other applicable laws; and (ii) comply with all requirements under applicable law, including reporting obligations, requirements/ making necessary filings, if any, in connection with the Issue;
3. You are eligible to invest in India under applicable law, including the FEMA Rules (as defined hereinafter) and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, RBI or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India;
4. If you are not a resident of India, but are an Eligible QIB, (i) you are a foreign portfolio investor, and you confirm that you are an Eligible FPI as defined in this Preliminary Placement Document, you have a valid and existing registration with SEBI under the applicable laws in India and can participate in the Issue only under Schedule II of FEMA Rules, or (ii) a multilateral or bilateral development financial institution. You will make all necessary filings with appropriate regulatory authorities, including RBI, as required pursuant to applicable laws. You have not been prohibited by SEBI, RBI or any other regulatory authority, from buying, selling or dealing in securities including to the Equity Shares or otherwise accessing the capital markets. You confirm that you are not a FVCI;
5. You are eligible to invest in and hold the Equity Shares of our Company in accordance with the FDI Policy and FEMA Rules, read along with the press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India and the related amendments to the FEMA Rules. You confirm that neither is your investment as an entity from a country which shares a land border with India nor is the beneficial owner of your investment situated in or is a citizen of such country (in each which case, investment can only be through the Government approval route);
6. You will provide the information as required under the Companies Act, 2013 and the PAS Rules for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue;
7. If you are Allotted Equity Shares pursuant to the Issue, you shall not sell the Equity Shares so acquired, for a period of one year from the date of Allotment (hereinafter defined), except on the Stock Exchanges. For further details, see the sections titled “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 193 and 201, respectively;
8. You are aware that this Preliminary Placement Document has not been, and will not be, filed as a prospectus with the RoC under the Companies Act, 2013, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors other than Eligible QIBs. You acknowledge that this Preliminary Placement Document has not been reviewed, verified or affirmed by SEBI, the RoC, the Stock Exchanges or any other regulatory or listing authority and is intended only for use by Eligible QIBs. This Preliminary Placement Document is filed and the Placement Document shall be filed with the Stock Exchanges for record purposes only and be displayed on the websites of our Company and the Stock Exchanges;

9. You are entitled to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions applicable to you and that you have fully observed such laws and you have all necessary capacity and have obtained all necessary consents and authorities, as may be required and complied with and shall comply with all necessary formalities to enable you to participate in the Issue and to perform your obligations in relation thereto (including without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Preliminary Placement Document), and will honour such obligations;
10. Neither our Company, nor the Book Running Lead Manager nor any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates are making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue. Neither the Book Running Lead Manager nor any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates has any duty or responsibility to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity;
11. All statements other than statements of historical fact included in this Preliminary Placement Document, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our business), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which we will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as of the date of this Preliminary Placement Document. Neither our Company, nor the Book Running Lead Manager or any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assumes any responsibility to update any of the forward-looking statements contained in this Preliminary Placement Document;
12. You are aware that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, or any other category of investors other than the Eligible QIBs and the Allotment shall be on a discretionary basis at the discretion of our Company in consultation with the Book Running Lead Manager;
13. You are able to purchase the Equity Shares in accordance with the restrictions described in “*Selling Restrictions*” on page 193 and you have made, or been deemed to have made, as applicable, the representations, warranties, acknowledgments and undertakings as set out under the sections titled “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 193 and 201, respectively and you warrant that you will comply with such representations, warranties, acknowledgments and undertakings;
14. You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described in “*Transfer Restrictions and Purchaser Representations*” on page 201 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in “*Transfer Restrictions and Purchaser Representations*” on page 201;
15. You have been provided a serially numbered copy of this Preliminary Placement Document, and have read it in its entirety, including the section titled “*Risk Factors*” on page 47;
16. If you are within the United States, you are a U.S. QIB, who is or are acquiring the Equity Shares for your own account or for the account of an institutional investor who also meets the definition of a U.S. QIB in terms of Rule 144A of the U.S. Securities Act, for investment purposes only, and not with a view to, or for offer or sale in connection with, the distribution (within the meaning of any United States securities laws) thereof, in whole or in part;
17. If you are outside the United States, you are purchasing the Equity Shares in an “offshore transaction” within the meaning of Regulation S of the U.S. Securities Act and in compliance with laws of all jurisdictions applicable to you;

18. You are not acquiring or subscribing for the Equity Shares as a result of any “general solicitation” or “general advertising” (as those terms are defined in Regulation D under the U.S. Securities Act) or “directed selling efforts” (as defined in Regulation S of the U.S. Securities Act) and you understand and agree that offers and sales are being made in reliance on an exemption to the registration requirements of the U.S. Securities Act provided by Section 4(a)(2) thereof. You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described in “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 193 and 201, respectively;
19. You understand that the Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and unless so registered, may not be offered, sold or delivered within the United States, except in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws;
20. In making your investment decision, you have (i) relied on your own examination of our Company and its Subsidiaries and the terms of the Issue, including the merits and risks involved, (ii) made and will continue to make your own assessment of our Company, its Subsidiaries and the Equity Shares and the terms of the Issue based on such information as is publicly available, (iii) consulted your own independent counsels and advisors or otherwise have satisfied yourself concerning, the effects of local laws (including tax laws), (iv) relied solely on the information contained in this Preliminary Placement Document and no other disclosure or representation by our Company or any other party, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;
21. Neither the Book Running Lead Manager nor any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, has provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including the Issue and the use of proceeds from the Equity Shares). You will obtain your own independent tax advice and will not rely on the Book Running Lead Manager or any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from sale of the Equity Shares). You waive, and agree not to assert any claim against, either of the Book Running Lead Manager or any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;
22. You are a sophisticated investor and have such knowledge and experience in financial business and investment matters as to be capable of evaluating the merits and risks of the investment in the Equity Shares and you and any managed accounts for which you are subscribing to the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company and/or the Book Running Lead Manager or any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its respective obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, and (v) have no reason to anticipate any change in your or their circumstances or any accounts for which you are subscribing, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares. You are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute;
23. If you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorized in writing, by each such managed account to acquire the Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to ‘you’ to include such accounts;
24. You are not a ‘promoter’ of our Company (as defined under the SEBI ICDR Regulations or the Companies Act, 2013), and are not a person related to the Promoters (as defined hereinafter), either directly or indirectly and your Bid (hereinafter defined) does not directly or indirectly represent any Promoters or members of the Promoter Group (as defined under the SEBI ICDR Regulations) of our Company or persons or entities related thereto;

25. You have no rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);
26. You are eligible to Bid for and hold Equity Shares so Allotted together with any Equity Shares held by you prior to the Issue. You further confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the levels permissible as per any applicable law;
27. Your aggregate holding, together with other Eligible QIBs in the Issue that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size (as defined hereinafter). For the purposes of this representation:
  - (a) Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and
  - (b) 'Control' shall have the same meaning as is assigned to it under the SEBI Takeover Regulations.
28. You are aware that (i) applications for in-principle approval, in terms of Regulation 28 of the SEBI Listing Regulations, for listing and admission of the Equity Shares and for trading on the Stock Exchanges, were made and approval has been received from each of the Stock Exchanges, and (ii) final applications will be made for obtaining listing and trading approvals from the Stock Exchanges, and that there can be no assurance that such approvals will be obtained on time or at all. Neither our Company nor the Book Running Lead Manager nor any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising therefrom;
29. You shall not undertake any trade in the Equity Shares credited to your beneficiary account with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;
30. You are aware that in terms of the requirements of the Companies Act, 2013 upon Allocation, our Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Manager;
31. You agree in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, that our Company shall make necessary filings with the RoC as may be required under the Companies Act, 2013;
32. You acknowledge that this Preliminary Placement Document does not, and the Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;
33. You are aware that if you, together with any other Eligible QIBs belonging to the same group or under common control, are Allotted 5% or more of the Equity Shares in this Issue, our Company shall be required to disclose the name of such Allottees and the number of Equity Shares Allotted to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures being made by our Company;
34. You are aware and understand that the Book Running Lead Manager have entered into a Placement Agreement with our Company, whereby the Book Running Lead Manager have, subject to the satisfaction of certain conditions set out therein, severally and not jointly, undertaken to use their reasonable efforts to seek to procure subscription for the Equity Shares on the terms and conditions set out therein;
35. The contents of this Preliminary Placement Document are exclusively the responsibility of our Company and that neither the Book Running Lead Manager nor any person acting on its or their behalf or any of the

counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in this Preliminary Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Preliminary Placement Document or otherwise. By accepting participation in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Preliminary Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, and you have neither received nor relied on any other information, representation, warranty or statement made by, or on behalf of, the Book Running Lead Manager or our Company or any other person and neither the Book Running Lead Manager nor our Company or any of its respective affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them, and the Book Running Lead Manager and its respective affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

36. Neither the Book Running Lead Manager nor any of its respective affiliates have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by our Company of any of its obligations or any breach of any representations and warranties by our Company, whether to you or otherwise;
37. You acknowledge that (i) an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment, (ii) you have sufficient knowledge, sophistication and experience in financial and business matters so as to be capable of evaluating the merits and risk of the purchase of the Equity Shares, and (iii) you are experienced in investing in private placement transactions of securities of companies in a similar stage of development and in similar jurisdictions and have such knowledge and experience in financial, business and investments matters that you are capable of evaluating the merits and risks of your investment in the Equity Shares;
38. You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and the Companies Act, 2013;
39. Either (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents with regard to our Company or this Issue (“**Company Presentations**”); or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the Book Running Lead Manager may not have the knowledge of the statements that our Company or its agents may have made at such Company Presentations and are therefore unable to determine whether the information provided to you at such meetings or presentations included any material misstatements or omissions, and, accordingly you acknowledge that Book Running Lead Manager have advised you not to rely in any way on any such information that was provided to you at such meetings or presentations, and (b) you confirm that, to the best of your knowledge, you have not been provided any material information that was not publicly available;
40. Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue. You agree to indemnify and hold our Company and the Book Running Lead Manager and its respective affiliates and its respective directors, officers, employees and controlling persons harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Preliminary Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;
41. You acknowledge that our Company, the Book Running Lead Manager, its respective affiliates, directors, officers, employees and controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, which are given to the Book Running Lead Manager on their own behalf and on behalf of our Company, and such representations, warranties, acknowledgements and undertakings are irrevocable;

42. You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Mumbai, India shall have sole and exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Preliminary Placement Document and the Placement Document;
43. The Bid made by you would not result in triggering a tender offer under the SEBI Takeover Regulations; and
44. You have no right to withdraw your Application Form or revise your Bid downwards after the Issue Closing Date (as defined hereinafter).



## OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines, and approvals in terms of Regulation 21 of the SEBI FPI Regulations and the SEBI circular dated November 5, 2019 on operational guidelines for FPIs, designated depository participants and eligible foreign investors (the “**FPI Operational Guidelines**”), FPIs, including the affiliates of the Book Running Lead Manager, who are registered as Category I FPIs may issue, subscribe to or otherwise and deal in offshore derivative instruments (as defined under the SEBI FPI Regulations, i.e., as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) (all such offshore derivative instruments are referred to herein as “**P-Notes**”) and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes, provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned Category I FPIs may receive compensation from the purchasers of such P-Notes. In terms of Regulation 21 of SEBI FPI Regulations, P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs, subject to exceptions provided in the SEBI FPI Regulations and compliance with ‘know your client’ requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only or to persons eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been, and are not being offered, or sold pursuant to this Preliminary Placement Document. This Preliminary Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including, without limitation, any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis. SEBI has issued the FPI Operational Guidelines to facilitate implementation of the SEBI FPI Regulations. In terms of the FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers of P-Notes and two or more subscribers of P-Notes having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the P-Notes. Further, in the event a prospective investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying company. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, read with the FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the entity is of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the FDI Policy and FEMA rules. These investment restrictions shall also apply to subscribers of P-Notes.

Affiliates of the Book Running Lead Manager which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by and are the sole obligations of third parties that are unrelated to our Company. Our Company, and the Book Running Lead Manager do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Book Running Lead Manager and does not constitute any obligations of or claims on the Book Running Lead Manager.

**Bidders interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures as to the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes, or any disclosure related thereto. Bidders are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.**

Please also see “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 193 and 201, respectively.

## **DISCLAIMER CLAUSE OF THE STOCK EXCHANGES**

As required, a copy of this Preliminary Placement Document has been submitted to each of the Stock Exchanges. The Stock Exchanges do not in any manner:

- (a) warrant, certify or endorse the correctness or completeness of the contents of this Preliminary Placement Document; or
- (b) warrant that the Equity Shares to be issued pursuant to the Issue will be listed or will continue to be listed on the Stock Exchanges; or
- (c) take any responsibility for the financial or other soundness of our Company, its Promoters, its management or any scheme or project of our Company;

and it should not for any reason be deemed or construed to mean that this Preliminary Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquires any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/ acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

## PRESENTATION OF FINANCIAL AND OTHER FINANCIAL INFORMATION

### Certain conventions

In this Preliminary Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to “you”, “your”, “offeree”, “purchaser”, “subscriber”, “recipient”, “investors”, “prospective investors”, “bidders” and “potential investor” are to the Eligible QIBs and references to the “Issuer”, “Aurionpro”, “the Company”, “our Company” refers to Aurionpro Solutions Limited and references to “we”, “us”, or “our” are to our Company together with its Subsidiaries on a consolidated basis.

### Currency and units of presentation

Unless otherwise specified or the context otherwise requires, all references in this Preliminary Placement Document to (i) the ‘US’ or ‘U.S.’ or the ‘United States’ or the ‘U.S.A’ are to the United States of America and its territories and possessions; (ii) ‘India’ are to the Republic of India and its territories and possessions; (iii) the ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, Central or State, as applicable; and (iv) ‘Singapore’ are to the Republic of Singapore

In this Preliminary Placement Document, references to ‘INR’, ‘₹’, ‘Rs.’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of India; references to ‘USD’, ‘U.S. Dollars’ and ‘US\$’ are to the legal currency of the United States; references to ‘SGD’ is to the legal currency of Republic of Singapore.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. In this Preliminary Placement Document, references to “lakh” represents “100,000”, “million” represents “1,000,000”, “crore” represents “10,000,000”, and “billion” represents “1,000,000,000”.

### Page numbers

Unless otherwise stated, all references to page numbers in this Preliminary Placement Document are to page numbers of this Preliminary Placement Document.

### Financial and other information

The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise. The terms “Fiscal”, “Financial Year”, “Fiscals” or “Fiscal Year”, refer to the 12-month period ending March 31 of that particular year (as the case may be).

As required under the applicable regulations, and for the convenience of prospective investors, we have included in this Preliminary Placement Document, the following financial statements:

- (a) the audited consolidated financial statements of our Company, its subsidiaries, its joint ventures comprising of the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year ended March 31, 2023 and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (“**Fiscal 2023 Audited Consolidated Financial Statements**”);
- (b) the audited consolidated financial statements of our Company, its subsidiaries, its joint ventures comprising of the consolidated balance sheet as at March 31, 2022, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year ended March 31, 2022 and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (“**Fiscal 2022 Audited Consolidated Financial Statements**”);
- (c) the audited consolidated financial statements of our Company, its subsidiaries, its joint ventures comprising of the consolidated balance sheet as at March 31, 2021, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year ended March 31, 2021 and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (“**Fiscal 2021 Audited Consolidated Financial Statements**”);

((a) and (b) are collectively referred to in this Preliminary Placement Document as the “**Audited Consolidated Financial Statements**”). The Audited Consolidated Financial Statements should be read along with the respective audit reports.

In accordance with Regulation 33 of the SEBI Listing Regulations, our Company is required to publish its quarterly financial results on a consolidated basis, which are subjected to limited review by our Statutory Auditors, within 45 days from the completion of the relevant quarter. Accordingly, our Company has prepared statements of unaudited consolidated financial results for nine months ended December 31, 2023 (which includes, among other things the comparative unaudited financial results for the quarter and nine months ended December 31, 2022) (the “**Interim Condensed Consolidated Financial Statements**”), on which our Statutory Auditors have issued a separate auditor’s limited review report dated February 5, 2024. The Interim Condensed Consolidated Financial Statements have been incorporated in the Preliminary Placement Document. Unless stated otherwise and unless the context requires otherwise, all consolidated financial data in this Preliminary Placement Document is derived from the Audited Consolidated Financial Statements. Except as specifically indicated otherwise and unless the context requires otherwise, all the consolidated financial information for the nine months period ended December 31, 2023, included in this Preliminary Placement Document has been derived from the Interim Condensed Consolidated Financial Statements. Further, the Interim Condensed Consolidated Financial Statements are not necessarily indicative of results that may be expected for the full financial year or any future reporting period and are not comparable with the annual financials.

Our Company prepares its financial statements in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements. Our Company publishes its financial statements in Indian Rupees. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including IFRS and US GAAP and the reconciliation of the financial information to other accounting principles has not been provided. No attempt has been made to explain those differences or quantify their impact on the financial data included in this Preliminary Placement Document and investors should consult their own advisors regarding such differences and their impact on our Company’s financial data. The degree to which the financial information included in this Preliminary Placement Document will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind AS, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Preliminary Placement Document should accordingly be limited.

Our Audited Consolidated Financial Statements and Interim Condensed Consolidated Financial Statements are prepared in lakhs and have been presented in this Preliminary Placement Document in lakhs and have been rounded off or expressed in two decimals. Certain figures contained in this Preliminary Placement Document, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### **Non-GAAP financial measures**

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA Margin, PAT Margin, Return on Equity and Return on Capital Employed have been included in this Preliminary Placement Document. These may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

These non-GAAP financial measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities and are not required by or presented in accordance with Indian GAAP or Ind AS. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of financial services businesses, many of which provide such non-GAAP

financial measures and other statistical and operational information when reporting their financial results. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Preliminary Placement Document. Prospective investors should read this information in conjunction with the financial statements included in “*Financial Information*” on page 225.

## INDUSTRY AND MARKET DATA

Information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Preliminary Placement Document consists of estimates based on data reports compiled by government bodies, data from other external sources and knowledge of the markets in which we compete. Our Company has not commissioned any industry report for the purposes of this Preliminary Placement Document. Unless stated otherwise, the statistical information included in this Preliminary Placement Document relating to the industry in which we operate has been reproduced from various trade, industry and government publications and websites more particularly described in the section titled “*Industry Overview*” on page 128.

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investors should not place undue reliance on or base their investment decision on this information. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates. Similarly, while we believe its internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the Book Running Lead Manager can assure Bidders as to their accuracy.

The extent to which the market and industry data, used in this Preliminary Placement Document is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “*Risk Factors – Certain sections of this Preliminary Placement Document disclose information from the reports titled ““Credit Lending Operations, 2022 – Market and Vendor Landscape”, “Cloud Infrastructure Market in India 2023 – 2028”, “Global Transit Ticketing & Fare Collection Report” and “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031 ” and any reliance on such information for making an investment decision in the Issue is subject to inherent risks”*” on page 67.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Preliminary Placement Document that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “estimate”, “expect”, “expected to”, “intend”, “is/are likely”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “should”, “will”, “will continue”, “will pursue”, “will achieve” “would”, “will likely result”, or any other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements appear in a number of places throughout this Preliminary Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, among other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. The forward-looking statements also include statements as to our Company’s planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Preliminary Placement Document that are not historical facts.

These forward-looking statements contained in this Preliminary Placement Document (whether made by us or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Preliminary Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

Important factors that could cause the actual results, performances and achievements of our Company to be materially different from any of the forward-looking statements include, among others:

1. Dependence on customers located in Asia Pacific region for our revenue from operations;
2. Dependence on top 10 customers for a significant portion of our revenue;
3. Dependence on limited industry verticals;
4. Risks associated with government institutions and public sector undertakings;
5. Slow market development;
6. Uncertainty of order book;
7. Rapidly evolving industry;
8. Dependence on technology and solution development;
9. Lack of resources due to failure in attracting and retaining IT professionals; and
10. Maintenance of utilisation rates of our employees

Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under the sections titled “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 47, 128, 145 and 97 respectively.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, any future gains, losses or impact on net income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections. The forward-looking statements contained in this Preliminary Placement Document are based on the beliefs of the management, as well as the assumptions made by, and information currently available to, the management of our Company. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct.



Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as on the date of this Preliminary Placement Document or the respective dates indicated in this Preliminary Placement Document, and neither we, nor the Book Running Lead Manager or any of its respective affiliates undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

## ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited liability company incorporated under the laws of India. Except Paresh Chandulal Zaveri, Chairperson and Managing Director of our Company and Frank Osusky, Independent Director of our Company, all our other Directors, Key Managerial Personnel and Senior Management named in this Preliminary Placement Document are residents of India and a substantial portion of the assets of our Company and such persons are located in India. As a result, it may be difficult or may not be possible for prospective investors outside India to effect service of process upon our Company or such persons in India, or to enforce judgments obtained against such parties outside India predicated upon civil liabilities of our Company or such directors and executive officers under laws other than Indian laws, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908, as amended (the “**Civil Procedure Code**”), on a statutory basis. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Among other jurisdictions, the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore, United Arab Emirates and Hong Kong have been declared by the Government to be reciprocating territories for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India or would contravene or violate the Indian law. Further, any judgment or award in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax in accordance with applicable laws. We cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Our Company and the Book Running Lead Manager cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

## EXCHANGE RATE INFORMATION

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for or as of the end of the period indicated with respect to the exchange rates between the Rupee and the U.S. dollar (in ₹ per US\$), the Singapore Dollar (in ₹ per SGD), the Kenyan Shilling (in ₹ per KES) and United Arab Emirates Dirham (in ₹ per AED) for the periods indicated. The exchange rates are based on the reference rates released by the RBI and Financial Benchmark India Private Limited (“FBIL”), which are available on the websites of RBI and FBIL. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

### 1. US\$

	(₹ per US\$)			
	Period end <sup>(^)</sup>	Average <sup>(1)</sup>	High <sup>(2)</sup>	Low <sup>(3)</sup>
<b>Financial Year*:</b>				
2024 <sup>@</sup>	83.38	82.79	83.60	81.69
2023 <sup>#</sup>	82.22	80.39	83.20	75.39
2022 <sup>#</sup>	75.81	74.51	76.92	72.48
<b>Month ended*:</b>				
March 31, 2024 <sup>@</sup>	83.38	83.07	83.60	82.75
February 29, 2024 <sup>@</sup>	82.92	82.97	83.08	82.82
January 31, 2024 <sup>#</sup>	83.08	83.12	83.33	82.85
December 31, 2023 <sup>#</sup>	83.12	77.12	82.92	73.05
November 30, 2023 <sup>#</sup>	83.35	77.01	82.88	73.80
October 31, 2023 <sup>#</sup>	83.27	76.75	83.20	73.14

Source:

<sup>#</sup>[www.rbi.org.in](http://www.rbi.org.in) and [www.fbil.org.in](http://www.fbil.org.in)

<sup>@</sup>[www.currency-converter.org.uk](http://www.currency-converter.org.uk)

<sup>(^)</sup> The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.

<sup>(1)</sup> Average of the official rate for each Working Day of the relevant period.

<sup>(2)</sup> Maximum of the official rate for each Working Day of the relevant period.

<sup>(3)</sup> Minimum of the official rate for each Working Day of the relevant period.

\* In the event that the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered. The reference rates are rounded off to two decimal places.

### 2. SGD

	(₹ per SGD)			
	Period end <sup>(^)</sup>	Average <sup>(1)</sup>	High <sup>(2)</sup>	Low <sup>(3)</sup>
<b>Financial Year:</b>				
2024	61.81	61.56	63.10	60.45
2023	61.75	58.50	62.61	55.22
2022	56.02	55.24	56.77	54.28
<b>Month ended:</b>				
March 31, 2024	61.81	61.93	62.21	61.61
February 29, 2024	61.61	61.68	62.05	61.49
January 31, 2024	62.01	62.22	63.05	61.88
December 31, 2023	63.08	58.53	63.10	54.77
November 30, 2023	62.34	57.66	62.67	54.47
October 31, 2023	60.80	57.04	61.14	53.73

(Source: [www.currency-converter.org.uk](http://www.currency-converter.org.uk))

<sup>(^)</sup> The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.

<sup>(1)</sup> Average of the official rate for each Day of the relevant period.

<sup>(2)</sup> Maximum of the official rate for each Day of the relevant period.

<sup>(3)</sup> Minimum of the official rate for each Day of the relevant period.

\* In the event that the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered. The reference rates are rounded off to two decimal places.

### 3. KES

	(₹ per KES)			
	Period end <sup>(^)</sup>	Average <sup>(1)</sup>	High <sup>(2)</sup>	Low <sup>(3)</sup>
<b>Financial Year:</b>				
2024	0.63	0.57	0.63	0.51
2023	0.62	0.66	0.69	0.62
2022	0.66	0.67	0.70	
<b>Month ended:</b>				
March 31, 2024	0.63	0.60	0.63	0.56
February 29, 2024	0.57	0.55	0.58	0.51
January 31, 2024	0.52	0.52	0.53	0.51
December 31, 2023	0.53	0.54	0.55	0.53
November 30, 2023	0.55	0.55	0.56	0.54
October 31, 2023	0.55	0.56	0.57	0.55

(Source: [www.currency-converter.org.uk](http://www.currency-converter.org.uk))

<sup>(^)</sup> The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.

<sup>(1)</sup> Average of the official rate for each Day of the relevant period.

<sup>(2)</sup> Maximum of the official rate for each Day of the relevant period.

<sup>(3)</sup> Minimum of the official rate for each Day of the relevant period.

\* In the event that the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered. The reference rates are rounded off to two decimal places.

#### 4. AED

	(₹ per AED)			
	Period end <sup>(^)</sup>	Average <sup>(1)</sup>	High <sup>(2)</sup>	Low <sup>(3)</sup>
<b>Financial Year:</b>				
2024	22.72	22.55	22.77	22.25
2023	22.38	21.88	22.62	20.54
2022	20.68	20.30	21.00	19.71
<b>Month ended:</b>				
March 31, 2024	22.72	22.62	22.77	22.53
February 29, 2024	22.58	22.60	22.63	22.56
January 31, 2024	22.65	22.64	22.68	22.56
December 31, 2023	22.66	22.67	22.73	22.57
November 30, 2023	22.70	22.68	22.72	22.63
October 31, 2023	22.69	22.67	22.73	22.60

(Source: [www.currency-converter.org.uk](http://www.currency-converter.org.uk))

<sup>(^)</sup> The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.

<sup>(1)</sup> Average of the official rate for each Day of the relevant period.

<sup>(2)</sup> Maximum of the official rate for each Day of the relevant period.

<sup>(3)</sup> Minimum of the official rate for each Day of the relevant period.

\* In the event that the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered. The reference rates are rounded off to two decimal places.

## DEFINITIONS AND ABBREVIATIONS

*This Preliminary Placement Document uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein.*

*The following list of certain capitalised terms used in this Preliminary Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.*

*Unless otherwise specified, the capitalised terms used in this Preliminary Placement Document shall have the meaning as defined hereunder. Further any references to any agreement, document, statute, rules, guidelines, regulations or policies shall include amendments made thereto, from time to time.*

*The words and expressions used in this Preliminary Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations framed thereunder. Notwithstanding the foregoing, terms used in the sections titled “Taxation”, “Industry Overview”, “Capital Structure”, “Financial Information” and “Legal Proceedings” on pages 212, 128, 90, 225 and 220, respectively, shall have the meaning given to such terms in such sections.*

### General Terms

Term	Description
“Our Company”, “the Company”, “the Issuer”, “Aurionpro”	Aurionpro Solutions Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered and corporate office at Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane – 400 701 Maharashtra, India
“We”, “Our”, or “Us”	Unless the context otherwise indicates or implies, refers to our Company along with its Subsidiaries and joint ventures, on a consolidated basis

### Company Related Terms

Term	Description
Articles or Articles of Association	The Articles of Association of our Company, as amended from time to time
ASL ESPS 2022	Aurionpro Solutions Limited – Employee Stock Purchase Scheme 2022
Audit Committee	The Audit Committee of our Board, as disclosed in “ <i>Board of Directors and Senior Management – Committees of our Board of Directors</i> ” on page 166
Audited Consolidated Financial Statements	Collectively, the Fiscal 2021 Audited Financial Statements, the Fiscal 2022 Audited Consolidated Financial Statements and the Fiscal 2023 Audited Consolidated Financial Statements
Auditors or Statutory Auditors	The current statutory auditors of our Company namely, C K S P AND CO LLP, Chartered Accountants
Board of Directors or Board	The board of directors of our Company, including any duly constituted committee thereof, as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 159
Chairman and Managing Director	The chairman and managing director of our Company being Paresh Chandulal Zaveri
Chief Financial Officer	The chief financial officer of our Company being Vipul Parmar
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company being Ninad Kelkar
Corporate Social Responsibility Committee	The Corporate Social Responsibility Committee of our Board, as disclosed in “ <i>Board of Directors and Senior Management – Committees of our Board of Directors</i> ” on page 166
Director(s)	The directors on the Board of our Company, as may be appointed from time to time
Equity Shares	The equity shares of face value of ₹10 each of our Company
Executive Director(s)	Executive directors of our Company, unless otherwise specified
Fiscal 2021 Audited Consolidated Financial Statements	Audited consolidated financial statements of our Company, its subsidiaries, its joint ventures comprising of the consolidated balance sheet as at March 31, 2021, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year ended March 31, 2021 and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information
Fiscal 2022 Audited Consolidated Financial Statements	Audited consolidated financial statements of our Company, its subsidiaries, its joint ventures comprising of the consolidated balance sheet as at March 31, 2022, the consolidated statement of profit and loss (including other comprehensive income), the

<b>Term</b>	<b>Description</b>
	consolidated cash flow statement and the consolidated statement of changes in equity for the year ended March 31, 2022 and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information
Fiscal 2023 Audited Consolidated Financial Statements	Audited consolidated financial statements of our Company, its subsidiaries, its joint ventures comprising of the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year ended March 31, 2023 and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information along with the report dated May 16, 2023 issued thereon by Chokshi & Chokshi LLP, Chartered Accountants
Independent Director(s)	Independent directors of our Company, unless otherwise specified
Interim Condensed Consolidated Financial Statements	Interim Condensed Consolidated Financial Statements of our Company, and its Subsidiaries as at and for the nine months period ended December 31, 2023 (which includes, among other things the comparative unaudited financial results for the quarter and nine months ended December 31, 2022) comprising of the interim condensed consolidated balance sheet as at December 31, 2023, interim condensed consolidated statement of profit and loss, interim condensed consolidated statement of changes in equity and interim condensed consolidated cash flow statement for the period then ended and others selected explanatory notes, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 34 “Interim Financial Reporting” as prescribed under Section 133 of the Companies Act read with the relevant rules thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the SEBI Listing Regulations and on which our Statutory Auditors have issued a separate auditor’s limited review report dated February 5, 2024
Key Managerial Personnel/ KMP	The key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in “ <i>Board of Directors and Senior Management – Key Managerial Personnel</i> ” on page 164
Memorandum or Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of the Board of our Company as disclosed in “ <i>Board of Directors and Senior Management – Committees of our Board of Directors</i> ” on page 166
Non-Executive Director(s)	Non-executive directors of our Company, unless otherwise specified
Non-Executive Director, designated as Vice Chairman & President; and Chief Executive Officer	The non-executive director, designated as vice chairman & president; and chief executive officer of our Company being Ashish Rai
Promoter Group	The individuals and entities forming part of the promoter group of our Company in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations
Promoters	The promoters of our Company, namely Amit Rameshchandra Sheth and Paresh Chandulal Zaveri
Registered and Corporate Office	The registered and corporate office of our Company, situated at Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane – 400 701 Maharashtra, India.
Registrar of Companies / RoC	Registrar of Companies, Maharashtra at Mumbai
Senior Management	The members of the senior management of our Company in accordance with Regulation 2 (1) (bbbb) of the SEBI ICDR Regulations as disclosed in the section titled “ <i>Board of Directors and Senior Management – Members of Senior Management</i> ” on page 164
Shareholders	Shareholders’ of our Company from time to time
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board as disclosed in the section titled “ <i>Board of Directors and Senior Management – Committees of our Board of Directors</i> ” on page 166
Subsidiaries	The subsidiaries of our Company (including step-down subsidiaries) in accordance with the Companies Act, 2013 as on the date of this Preliminary Placement Document, as described in the section titled “ <i>Organisational structure of our Company</i> ” on page 168. The term “Subsidiary/Subsidiaries” shall be construed accordingly

## Issue related terms

Term	Description
Allocated or Allocation	The allocation of Equity Shares, by our Company in consultation with the Book Running Lead Manager, following the determination of the Issue Price to Eligible QIBs on the basis of the Application Form submitted by them and in compliance with Chapter VI of the SEBI ICDR Regulations
Allot/ Allotment/ Allotted	Allotment and issue of Equity Shares pursuant to the Issue
Allottees	Eligible QIBs to whom Equity Shares are issued pursuant to the Issue
Application Amount	The aggregate amount paid by a Bidder at the time of submitting a Bid in the Issue
Application Form	Form (including any revisions thereof) which will be submitted by the Eligible QIBs for registering a Bid in the Issue
Bid Amount	The amount determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by a Bidder and payable by the Bidder in the Issue at the time of submission of the Application Form
Bid(s)	Indication of an Eligible QIB's interest, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term "Bidding" shall be construed accordingly
Bidder(s)	Any prospective investor, being an Eligible QIB, who makes a Bid pursuant to the terms of this Preliminary Placement Document and the Application Form
Book Running Lead Manager	DAM Capital Advisors Limited
CAN/ Confirmation of Allocation Note	Note, advice or intimation confirming Allocation of Equity Shares to successful Bidders after determination of the Issue Price
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about [●]
Designated Date	The date on which the Equity Shares issued pursuant to the Issue, are listed on the Stock Exchanges pursuant to receipt of the final listing and trading approvals for the Equity Shares from the Stock Exchanges or the date on which Form PAS-3 is filed by our Company with the RoC, whichever is later
Eligible FPIs	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible QIBs	QIBs, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations that are eligible to participate in the Issue and which are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations and are not restricted from participating in the Issue under the applicable laws. Further, FVCIs are not permitted to participate in the Issue and accordingly, are not Eligible QIBs. For further details, see "Issue Procedure", "Selling Restrictions" and "Transfer Restrictions and Purchaser Representations" on pages 176, 193 and 201, respectively.
Escrow Account	Special non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, to be opened in the name and style "Aurionpro Solutions Limited-QIP Escrow A/c" with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Application Amount in connection with the subscription to the Equity Shares pursuant to the Issue shall be deposited by the Bidders
Escrow Agreement	Agreement dated March 4, 2024, and amendment agreement dated April 3, 2024 to the Escrow Agreement, entered into by and amongst our Company, the Escrow Bank and the Book Running Lead Manager for collection of the Application Amounts and remitting refunds, if any, of the amounts collected, to the Bidders
Escrow Bank	ICICI Bank Limited
Floor Price	Floor price of ₹ 2,103.68 for each Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount on the Floor Price in accordance with the approval of our Board dated January 10, 2024 and the Shareholders dated February 7, 2024 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Gross Proceeds	The gross proceeds of the Issue that will be available to our Company
Issue	The issue and Allotment of [●] Equity Shares each at a price of ₹ [●] per Equity Share, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] lakhs to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder
Issue Closing Date	[●], the date after which our Company (or Book Running Lead Manager on behalf of our Company) shall cease acceptance of Application Forms and the Application Amount
Issue Opening Date	April 3, 2024, the date on which our Company (or the Book Running Lead Manager on behalf of our Company) shall commence acceptance of the Application Forms and the Application Amount



<b>Term</b>	<b>Description</b>
Issue Period	Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids along with the Application Amount
Issue Price	A price per Equity Share of ₹ [●] including a premium of ₹ [●] per Equity Share. Issue Price being at a discount of [●]% on the Floor Price.
Issue Size	Aggregate size of the Issue, ₹[●]
Monitoring Agency	CRISIL Ratings Limited, being a credit rating agency registered with SEBI, appointed by our Company in accordance with the provisions of the SEBI ICDR Regulations
Monitoring Agency Agreement	Monitoring agency agreement dated February 24, 2024, entered into between our Company and the Monitoring Agency
Mutual Fund	A mutual fund registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue
Placement Agreement	The agreement dated April 3, 2024 between our Company and the Book Running Lead Manager
Placement Document	The placement document to be issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013 and the rules prescribed thereunder
Preliminary Placement Document	This Preliminary Placement Document along with the Application Form dated April 3, 2024 issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013 and the rules prescribed thereunder
QIBs or Qualified Institutional Buyers	Qualified institutional buyers, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement under Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all, or part, of the Application Amount submitted by such Bidder pursuant to the Issue
Refund Intimation	The intimation from our Company to relevant Bidders confirming refund of the Refund Amount to their respective bank accounts
Regulation D	Regulation D under the U.S. Securities Act
Regulation S	Regulation S under the U.S. Securities Act
Relevant Date	April 3, 2024, which is the date of the meeting in which our Fund Raising Committee decided to open the Issue
Stock Exchanges	BSE and NSE
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Application Amount with the Application Form and who are Allocated Equity Shares pursuant to the Issue
U.S. / United States	The United States of America
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorized or obligated by law to remain closed in Mumbai, India

### Conventional and General Terms/Abbreviations

<b>Term</b>	<b>Description</b>
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compound annual growth rate
Calendar Year	Year ending on December 31
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Civil Procedure Code	The Code of Civil Procedure, 1908

<b>Term</b>	<b>Description</b>
Companies Act	The Companies Act, 2013 and applicable provisions of the Companies Act, 1956
Companies Act, 1956	The Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made and clarifications issued thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
Control	As defined under Regulation 2(i)I of the Takeover Regulations
CrPC	The Code of Criminal Procedure, 1973
Depositories	CDSL and NSDL
Depositories Act	The Depositories Act, 1996
Depository Participant or DP	A depository participant as defined under the Depositories Act
DP ID Number	Depository participant identification number
DPIIT	Department for Promotion of Industry and Internal Trade
EBIT	Net profit for the year/ period plus provision for tax plus finance costs plus , where applicable, exceptional items
EBITDA	Profit for the year/ period plus total tax expense plus depreciation and amortisation expense plus finance costs less other income
EGM	Extraordinary general meeting
FBIL	Financial Benchmarks India Limited
FCTR	Foreign Currency Translation Reserve
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations issued thereunder
FEMA Regulations	Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year or Fiscal	The period of 12 months ended March 31 of that particular year, unless otherwise stated
FIR	First information report
Form PAS-4	Form PAS-4 as prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investor, as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, registered with SEBI
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
General Meeting	AGM or EGM
GoI or Government	Government of India
GST	Goods and Services Tax
HNI	High net-worth individual
HUF	Hindu Undivided Family
I.T. Act	The Income-tax Act, 1961
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Indian accounting standards, as per the roadmap issued by the Ministry of Corporate Affairs, Government of India, notified by the MCA under section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Indian Generally Accepted Accounting Principles (GAAP) as notified under Section 133 of the Companies Act read with Companies (Accounts) Rules, 2014
IRDAI	Insurance Regulatory and Development Authority of India
KES	Kenyan Shillong
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, GoI
MoF	Ministry of Finance, GoI
MoU	Memorandum of Understanding
Mutual Funds	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NEFT	National Electronic Fund Transfer
Non-Resident Indian or NRI	An individual resident outside India who is citizen of India
Non-Resident or NR	A person resident outside India, as defined under the FEMA

Term	Description
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
P.A. or p.a.	Per annum
PAN	Permanent Account Number allotted under the I.T. Act
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014
RBI	Reserve Bank of India
RoC or Registrar	Registrar of Companies, Karnataka at Bengaluru
Rule 144A	Rule 144A under the U.S. Securities Act
SCR (SECC) Regulations	The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations), Regulations, 2018
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India established under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Mutual Fund Regulations	The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI SBEB Regulations	The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SGD	Singapore Dollar
U.S.	The United States of America and its territories and possessions
U.S. GAAP	Generally accepted accounting principles in the United States of America
Securities Act / U.S. Securities Act / United States Securities Act	The United States Securities Act of 1933
VCF	Venture capital fund as defined and registered with SEBI under the erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

### Business, technical and industry related terms

Term	Description
AFC	Automated Fare Collection
AI	Artificial Intelligence
Current Ratio	Current assets divided by current liabilities
Debt Service Coverage Ratio	Net profit after tax plus non-cash operating expenses (depreciation & amortization), finance cost and exceptional loss divided by total of interest and principal payments (including lease)
Debt to Equity Ratio	Debt to Equity Ratio is calculated as total debt divided by net worth. Total debt is calculated as non-current borrowings plus current borrowing. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves
EBITDA Margin	EBITDA margin is calculated as EBITDA divided by revenue from operations. EBITDA is calculated as EBITDA is calculated as profit/ (loss) for the year/ period plus total tax expense, depreciation and amortization expense plus finance cost plus exceptional items less other income.
FCTR	Foreign currency translation reserves
IaaS	Infrastructure-as-a-Service
Interest Coverage ratio	EBIT divided by interest cost
LMICs	Low and middle-income countries
ML	Machine Learning
Net Worth	Equity attributable to Equity Shareholders less capital reserves, FCTR and restructuring reserves

<b>Term</b>	<b>Description</b>
PaaS	Platform-as-a-Service
PAT	Profit after tax
PAT Margin	Profit after tax margin is calculated as profit/ (loss) for the year/ period divided by revenue from operations
ROCE	EBIT divided by capital employed. EBIT is calculated as profit/ (loss) for the year/ period plus total tax expense, finance costs and exceptional item. Capital employed is calculated as a total of net worth (excluding non-controlling interest), borrowings for ROCE and deferred tax
ROE	Profit/ (loss) for the year/ period divided by average net worth. Average net worth is calculated as average of net worth as of the first day of the relevant period and as of the last day of the relevant period. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.
SaaS	Software-as-a-Service
SMEs	Small and medium-sized enterprises

## SUMMARY OF BUSINESS

### OVERVIEW

We are an IT transformation services player in the Asian banking and fintech industry with around 25 years of experience. With a diversified portfolio of solutions, our focus is on improving operational processes and automating manual activities to enable enterprises to build better customer experiences. Our solutions cater to retail and wholesale banking, treasury and capital markets, and payments. In addition, we focus on other areas of technology innovation including smart mobility and data centre solutions, hybrid cloud services and smart city initiatives. In Fiscal 2023, our revenue from operations from banking and fintech accounted for 52.13% of our total revenue from operations, while our revenue from technology innovation accounted for 47.87% of our total revenue from operations.

Our Subsidiary, Integro Technologies Pte Ltd., has been recognized as a category leader in the Chartis's RiskTech Quadrant for loan origination solutions, collateral management solutions, limits management solutions for 2022 in the report titled "*Credit Lending Operations, 2022 – Market and Vendor Landscape*" prepared and issued by Chartis Research. Further, we have received numerous awards over the years, including "*Best Transaction Banking Implementation*" at the 5<sup>th</sup> IBS Intelligence Global FinTech Innovation Awards in 2023, "*Best Technology Brand*" by Economic Times under the Best Tech Brands category in 2022, and "*Technology Excellence Award*" in the digital technology category at the Asian Technology Excellence Awards 2022 for our automatic fare collection system.

We cater to a diverse customer base, spanning various industries such as banking and financial services, telecommunications, IT, data centers, capital markets, public sector units, government undertakings and transit. As of December 31, 2023, we have served more than 200 customers and have long-standing relationships with our top 10 customers (in terms of revenue from operations in the nine months ended December 31, 2023), averaging over eight years. Further, our revenue base is geographically diversified. As of December 31, 2023, we have served customers in over 30 countries including Singapore, USA, Thailand and UAE. In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively.

Over the years, we have expanded our presence and capabilities through strategic partnerships. For instance, in the banking space, we have formed a partnership to offer our "*SmartLender*" trade limits solution alongside our partner's trade innovation solution. Similarly in the transit business, we have formed strategic partnerships with technology companies to develop contactless smart transit solution for transit agencies and operators and open-loop ticketing and payments systems for transport operators across India. In addition to the partnerships in the transit space, we have also developed capabilities to cater to customers in the data centre industry.

We prioritise innovation and research and development ("**R&D**") through multiple initiatives, through a combination of solutions we design as responses to customer requests, as well as proactive efforts to identify marketable solutions. In the past, we launched several solutions as a result of our R&D activities. For instance, we launched EMV Card Type Payment Terminal (ECR-one), which is capable of accepting both RuPay open loop cards and EMV global payment cards. In Fiscal 2021, 2022, and 2023 and the nine months ended December 31, 2022 and 2023, our total expenditure on R&D activities amounted to ₹ 1,904.22 lakhs, ₹ 2,758.17 lakhs, ₹ 4,534.48 lakhs, ₹ 2,944.35 lakhs, and ₹ 4,643.30 lakhs, respectively, representing 5.09%, 5.46%, 6.88%, 6.28% and 7.25% of our revenue from operations, respectively.

We have strong execution capabilities, encompassing our ability to effectively plan, implement, and deliver solutions to our customers. Our execution capabilities are led by team of professionals, comprising 2,295 employees and 57 consultants, as of December 31, 2023, who possess domain expertise, technical skills, and industry knowledge, enabling us to understand customer requirements and execute projects efficiently. We prioritize innovation in our execution processes, constantly adapting to changing customer needs and market dynamics. As of December 31, 2023, we had 2,295 employees, with varied levels of experience. We place a strong emphasis on fostering a positive and inclusive work culture and we have been certified as a Great Place to Work organization.

We are led by our Promoter and Chairman and Managing Director, Paresh Chandulal Zaveri who has several years of experience in general management and strategic planning. Our other Promoter and Co-Chairman and the

Non-executive Non Independent Director, Amit Rameshchandra Sheth has experience in the technology industry. We believe that the strength of our Board and management team and their experience has enabled us to take advantage of market opportunities and to better serve our customers.

We believe that we have established operational drivers that have helped deliver us growth in terms of revenue and profitability. Our revenue from operations has increased from ₹ 37,401.77 lakhs in Fiscal 2021 to ₹ 65,933.16 lakhs in Fiscal 2023 at a CAGR of 32.77% whereas our EBITDA has increased from ₹ 8,376.50 lakhs in Fiscal 2021 to ₹ 14,461.07 lakhs in Fiscal 2023 at a CAGR of 31.39%. Further, our diversified offerings and customer base built over the years, have led to our order book growing from ₹ 72,601.00 lakhs as of March 31, 2021 to ₹ 91,122.31 lakhs, as of March 31, 2023. As of December 31, 2022 and 2023, we had an order book of ₹ 87,185.64 lakhs and ₹ 92,604.13 lakhs. This demonstrates our ability to meet customer demands and the scalable nature of our business.

### **Strengths**

#### ***IT transformation services player in the Asian banking and fintech industry with a diversified portfolio of solutions***

We offer advanced technology solutions that enable enterprises to drive digital innovation securely and efficiently. Our solutions are designed to improve operational processes and automate manual activities, helping enterprises build better experiences for their customers. Our solutions cater to retail and wholesale banking, treasury and capital markets, and payments. Our Subsidiary, Integro Technologies Pte Ltd., has been recognized as a category leader in the Chartis's RiskTech Quadrant for loan origination solutions, collateral management solutions, limits management solutions for 2022 in the report titled "*Credit Lending Operations, 2022 – Market and Vendor Landscape*" prepared and issued by Chartis Research. In addition to our offerings for the banking and fintech sectors, we focus on other areas of technology innovation including smart mobility and data centre solutions, hybrid cloud services and smart city initiatives.

The following tables set forth our revenue from operations from our solutions for the banking and fintech sector and technology innovation group for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
Banking and Fintech	27,121.25	72.51%	30,156.15	59.71%	34,372.76	52.13%
Technology Innovation Group	10,280.52	27.49%	20,345.07	40.29%	31,560.40	47.87%

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
Banking and Fintech	26,736.72	57.05%	33,665.00	52.55%
Technology Innovation Group	20,131.41	42.95%	30,395.07	47.45%

#### ***Well diversified, longstanding and marquee customers across key target industries***

We have leveraged our diverse portfolio of offerings to develop longstanding relationships with a marquee customer base. As of December 31, 2023, we served more than 200 customers across industries including such as banking and financial services, telecommunications, IT, data centers, capital markets, public sector units, government undertakings and transit.

We have long-standing relationships of more than eight years on average with our top 10 customers (in terms of revenue from operations in the nine months ended December 31, 2023). The table below sets forth the details of our top 10 customers (in terms of revenue from operations in the nine months ended December 31, 2023) of as December 31, 2023:

S. No.	Customer	Commencement of Relationship	Number of Years of Customer Relationship
1.	Singaporean regional bank	Fiscal Year 2008	16 years
2.	Singaporean multinational banking and financial services corporation	Fiscal Year 2008	16 years
3.	Indian multinational banking and financial services company	Fiscal Year 2008	16 years
4.	United Arab Emirates based bank	Fiscal Year 2012	12 years
5.	Indian government IT solutions provider	Fiscal Year 2015	9 years
6.	Metro Rail Operator	Fiscal Year 2017	7 years
7.	Data center services provider	Fiscal Year 2021	3 years
8.	Payment solutions provider.	Fiscal Year 2021	3 years
9.	Data center services provider	Fiscal Year 2021	3 years
10.	National bank of Philippine	Fiscal Year 2024	1 year

We believe that sustaining long-term relationships and building on our existing relationships has contributed significantly to the growth of our revenues. Our ability to provide quality products and solutions that meet our customers' requirement has enabled us to maintain long-term relationships with our customers. The tables below set forth certain details of revenues generated from our customers based on the length of our relationships with such customers for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
More than 5 years	20,181.67	53.96%	27,282.49	54.02%	26,714.33	40.52%
Less than 5 years	17,220.10	46.04%	23,218.73	45.98%	39,218.83	59.48%

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
More than 5 years	20,251.93	43.21%	22,757.90	35.53%
Less than 5 years	26,615.43	56.79%	41,302.18	64.47%

*Ability to service a large addressable market across geographies*



We have a geographically diversified revenue base. As of December 31, 2023, we served customers in over 30 countries including Singapore, USA, Thailand and UAE. In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively. The following tables set forth our revenues from customers based on the location of our customers for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
India	15,948.70	42.64%	25,246.03	49.99%	37,386.49	56.70%
Asia Pacific Region (other than India)	13,849.22	37.03%	14,440.29	28.59%	20,041.59	30.40%
USA	2,812.03	7.52%	4,190.71	8.30%	3,428.52	5.20%
Middle East & Africa Region	4,791.82	12.81%	6,624.19	13.12%	5,076.56	7.70%
<b>Total</b>	<b>37,401.77</b>	<b>100.00%</b>	<b>50,501.22</b>	<b>100.00%</b>	<b>65,933.16</b>	<b>100.00%</b>

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
India	24,872.01	53.07%	36,282.49	56.64%
Asia Pacific Region (other than India)	15,090.16	32.20%	19,036.92	29.72%
USA	3,148.26	6.72%	4,881.36	7.62%
Middle East & Africa Region	3,756.94	8.02%	3,859.31	6.02%
<b>Total</b>	<b>46,867.36</b>	<b>100.00%</b>	<b>64,060.08</b>	<b>100.00%</b>

As evidenced by industry reports, the sectors we operate in have a long demand runway and significant growth potential. For example, as per the report issued on “Global Credit Risk Management Market” by Coherent Market Insights, the global credit risk management market was valued at USD 7,176.9 million in 2023 and is expected to grow at a CAGR of 9.3% during 2024 and 2031 to reach USD 14,415.1 million in 2031. Further, as per the “Global Transit Ticketing & Fare Collection Report” issued by Global Mass Transit Research, the automated fare collection market is projected to increase from USD 11.19 billion in 2022 to nearly USD 17.87 billion in 2029. Further, as per the “Cloud Infrastructure Market in India 20–3 - 2028” issued by Netscribes (India) Private Limited, the cloud infrastructure in India was valued at ₹ 356.19 billion in 2022 and is expected to reach ₹ 1,621.10 billion by 2028, expanding at a CAGR of 27.49% during the 2023-2028 period.

We have strategically expanded our reach and capabilities to effectively serve this large addressable market. We have sales channel partners which enable us expand our reach in Europe and Middle-East and as of December 31, 2023, we have 21 employees primarily located in India, Thailand, Singapore and Malaysia who are responsible for spearheading our sales efforts. We currently operate in 11 countries including India, Singapore, Malaysia, Thailand, USA and UAE through our offices and primarily in geographies where our key customers are located to ensure efficient execution, timely delivery and faster resolution of service issues. In addition, we focus on increasing our capabilities through strategic partnerships. For instance, in the banking space, we have formed a partnership to offer our “SmartLender” trade limits solution alongside our partner’s trade innovation solution. Similarly in the transit business, we have formed strategic partnerships with technology companies to develop contactless smart transit solution for transit agencies and operators and open-loop ticketing and payments systems for transport operators across India. In addition to the partnerships in the transit space, we have also developed capabilities to cater to customers in the data centre industry.

With our combination of a strong sales team, on-ground presence and strategic partnerships, we believe we are well-positioned to cater to the large addressable market in different geographies.

### ***Strong execution capabilities***

We have strong execution capabilities, encompassing our ability to effectively plan, implement, and deliver solutions to our customers. Our execution capabilities are led by team of professionals, comprising 2,295

employees and 57 consultants, as of December 31, 2023, who possess domain expertise, technical skills, and industry knowledge, enabling us to understand customer requirements and execute projects efficiently. We follow a systematic and well-structured project management approach to ensure the successful implementation of our offerings. We emphasize on innovation in our execution processes where we seek to adapt to changing customer needs and market dynamics, ensuring that our solutions align with the latest industry trends and technologies. The following are some notable projects undertaken in the past which demonstrate our execution capabilities:

- supply, license, and implementation of automated fare collection system for one of the state metro rail corporations in India
- supply, implementation, and maintenance of an open loop automated ticketing system for transport buses for one of the state road transport corporations in India; and
- supply, implementation, and maintenance of transaction banking solutions for one of the Indian public sector banks.

We have received numerous awards over the years, including “*Best Transaction Banking Implementation*” at the 5<sup>th</sup> IBS Intelligence Global FinTech Innovation Awards in 2023, “*Best Technology Brand*” by Economic Times under the Best Tech Brands category in 2022, “*Technology Excellence Award*” in the digital technology category at the Asian Technology Excellence Awards 2022 for our automatic fare collection system, “Best Enterprise of the Year” award in the IT sector for Aurobees, a platform focussed on SMEs by SME Chamber of India and “iCashpro+”, and our transaction banking solution received “*Technoviti Award*” for “Most Innovative Banking Technology Platform” for three consecutive years in 2020, 2021 and 2022.

We believe that our strong execution capabilities, talented team, and industry recognition position us as a trusted partner for our customers.

#### ***Consistent focus on research and development***

We prioritise innovation and research and development (“**R&D**”) through multiple initiatives, through a combination of solutions we design as responses to customer requests, as well as proactive efforts to identify marketable solutions. Our emphasis on R&D has been critical to our success and we believe, sets us apart from our competitors. We focus on conducting dedicated R&D in our existing products and in areas with significant growth potential. To support our R&D efforts, we have skilled professionals dedicated to R&D activities. Their expertise enables us to consistently launch a range of new solutions. In the past, we launched certain solutions as a result of our R&D activities. For instance, we launched AuroDigi and Aurobees in Fiscal 2023 and EMV Card Type Payment Terminal (ECR-one) in Fiscal 2024, which is capable of accepting both RuPay open loop cards and EMV global payment cards.

In Fiscal 2021, 2022, and 2023 and the nine months ended December 31, 2022 and 2023, our total expenditure on R&D activities amounted to ₹ 1,904.22 lakhs, ₹ 2,758.17 lakhs, ₹ 4,534.48 lakhs, ₹ 2,944.35 lakhs and ₹ 4,643.30 lakhs, respectively, representing 5.09%, 5.46%, 6.88%, 6.28% and 7.25% of our revenue from operations, respectively.

We are committed to allocating our capital towards the enhancement of our R&D efforts which we believe will enable us to continuously launch new solutions, drive technical innovation, and stay up-to-date with the latest industry trends. Our continued investment in R&D will help us to further improve our intellectual capital and solidify our competitive position.

#### ***Experienced Promoters and management team***

We have a professional and experienced management team with experience in the IT services industry. We are led by our Promoter and Chairman and Managing Director, Paresh Chandulal Zaveri who has several years of experience in general management and strategic planning. Our other Promoter and Co-Chairman and the Non-executive Non Independent Director, Amit Rameshchandra Sheth has experience in the technology industry.

In addition, we have an experienced Board of Directors, that includes our Non Executive Director and Chief Executive Officer, Ashish Rai and Non Executive Non Independent Director Ajay Dilkhush Sarupria and Independent Directors which include Mahendra Singh Mehta, Frank Paul Osusky III, Rajeev Uberoi and Sudha Bhushan. Further, our Senior Management include our President – Banking and Fintech, Shekhar Mullati, our

President – Tech Innovation Group, Sanjay Bharat Bali and our Global Head – Human Resource, Juveri Mukherjee and our Key Management Personnel include our Chief Financial Officer, Vipul Parmar, our Company Secretary & Compliance Officer, Ninad Prabhakar Kelkar.

We believe that the strength of our Board and management team and their experience has enabled us to take advantage of market opportunities and to better serve our customers. In addition, as of December 31, 2023, we had 2,295 employees, with varied levels of experience. We place a strong emphasis on fostering a positive and inclusive work culture and we have been certified as a Great Place to Work organization.

### *Scalable and attractive financial profile*

We believe that we have established operational drivers that have helped deliver us growth in terms of revenue and profitability. Our revenue from operations has increased from Fiscal 2021 to Fiscal 2023 at a CAGR of 32.77% whereas our EBITDA has increased from Fiscal 2021 to Fiscal 2023 at a CAGR of 31.39%. The following table sets forth certain financial information for the years/ periods indicated:

Particulars	For the year ended March 31,			For the nine months ended December 31,	
	2021	2022	2023	2022	2023
Revenue from Operations (₹ lakhs)	37,401.77	50,501.22	65,933.16	46,867.36	64,060.08
EBITDA (₹ lakhs) <sup>(1)</sup>	8,376.50	11,158.56	14,461.07	10,417.49	14,083.84
EBITDA Margin (%) <sup>(2)</sup>	22.40%	22.10%	21.93%	22.23%	21.99%
Profit/ (loss) for the period/ year (₹ lakhs)	(11,756.55)	7,557.38	10,188.57	7,528.33	10,346.34
PAT Margin (%) <sup>(3)</sup>	(31.43)%	14.96%	15.45%	16.06%	16.15%
Return on Equity (%) <sup>(4)</sup>	(18.56)%	13.34%	15.71%	11.85%	13.00%
Return on Capital Employed (%) <sup>(5)</sup>	(8.77)%	16.02%	18.10%	13.23%	14.45%
Net Worth (₹ lakhs) <sup>(6)</sup>	53,145.95	60,160.98	69,512.02	66,908.17	89,612.54
Current Ratio (in times) <sup>(7)</sup>	1.89	2.18	1.95	1.95	1.87
Debt to Equity Ratio (in times) <sup>(8)</sup>	0.21	0.10	0.11	0.14	0.12
Debt Service Coverage Ratio (in times) <sup>(9)</sup>	2.41	2.38	3.59	3.92	4.69
Interest Coverage Ratio (in times) <sup>(10)</sup>	(3.91)	16.32	15.91	17.28	18.16

<sup>(1)</sup> EBITDA is calculated as profit / (loss) for the year/ period plus total tax expense, depreciation and amortization expense plus finance cost plus exceptional items less other income.

<sup>(2)</sup> EBITDA Margin is calculated as EBITDA margin is calculated as EBITDA divided by revenue from operations.

<sup>(3)</sup> PAT Margin is calculated as profit/ (loss) for the year/ period divided by revenue from operations.

<sup>(4)</sup> Return on Equity is calculated as profit/ (loss) for the year/ period divided by average net worth. Average net worth is calculated as average of net worth as of the first day of the relevant period and as of the last day of the relevant period. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(5)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit/ (loss) for the year/ period plus total tax expense, finance costs and exceptional item. Total capital employed is calculated as a total of net worth (excluding non-controlling interest), borrowings for ROCE and deferred tax. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(6)</sup> Net worth is calculated as equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(7)</sup> Current ratio is calculated as current assets divided by current liabilities.

<sup>(8)</sup> Debt to Equity Ratio is calculated as total debt divided by net worth. Total debt is calculated as non-current borrowings plus current borrowing. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(9)</sup> Debt service coverage ratio is calculated as net profit after tax plus non-cash operating expenses (depreciation & amortization), finance cost and exceptional loss divided by total of interest and principal payments (including lease).

<sup>(10)</sup> Interest coverage ratio is calculated as EBIT divided by interest cost.

Further, our diversified offerings and customer base built over the years, have led to our order book growing from ₹ 72,601.00 lakhs as of March 31, 2021 to ₹ 91,122.31 lakhs, as of March 31, 2023. This demonstrates our ability to meet customer demands and the scalable nature of our business. As of December 31, 2023, we had an order book of ₹ 92,604.13 lakhs, with orders from several customers and includes the following key projects:

1. received an order in the Philippines market for license, implementation and maintenance of a smart lender commercial loan originating system from one of the largest banks in the Philippines;
2. received orders for the upgrade and enhancement of iCashpro+ from existing customers;
3. engaged with a non-bank financial company in Philippines to provide our SmartLender solution;
4. received an order from a bank in the Middle-East for the enhancement of the existing transaction banking solution;
5. received an order for the rapid transit bus project in Merida, Mexico;
6. received new orders in data centre segment from a telecom company in Bhutan, a premier public research university and technical institute in India and expansion of an existing data center in Odisha
7. implementation of phase 2 of building data centres in Bangalore and Hyderabad; and
8. multiple projects to enable various digital and automation initiatives of the Central and State governments in India.

Further, recently, we have received an order from the Government of Haryana for the issuance of open loop National Common Mobility Cards. Similarly, we have received an order from an Indian public sector bank for the license, implementation and support of our transaction banking platform, iCashpro+. The license and implementation will be delivered in phases over 12 months, followed by maintenance and support for six years.

### ***Strategies***

#### ***Expand our portfolio of solutions***

We recognise the significance of customizing our offerings to cater to the unique needs and preferences of different markets. To gain a competitive edge, we intend to launch region-specific customized solutions. By tailoring our products and services to specific market requirements, we aim to better serve our customers and establish a strong market presence.

Further, we intend to continue to establish selective strategic partnerships to further enhance our offerings and their reach. We believe such strategic partnerships will enable us to leverage our partners' expertise, market knowledge, and technology to enrich our solutions. In markets where we currently do not have a presence, we intend to seek partnerships as they can be instrumental in driving our expansion and establishing a strong foothold in new markets.

#### ***Strengthen our presence in the APAC region while focusing on our core business***

We intend to strengthen our footprint in the APAC region while maintaining focus on our core business areas which include lending and transaction banking solutions, transit solutions, and data centers and cloud services. As of December 31, 2023, we have served over 200 customers in nine countries within the APAC region, including countries such as Singapore, Thailand and Vietnam. In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from the APAC region (excluding India) was ₹ 13,849.22 lakhs, ₹ 14,440.29 lakhs, ₹ 20,041.59 lakhs, ₹ 15,090.16 lakhs and ₹ 19,036.92 lakhs, respectively, representing 37.03%, 28.59%, 30.40%, 32.20% and 29.72% of our revenue from operations, respectively. Further, in Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, we acquired one, two, four, four and ten new customers in the APAC region (excluding India), respectively.

With a focus on our core business areas which include lending and transaction banking solutions, transit solutions, and data centers and cloud services, we plan to increase our customer base and solidify our position in the APAC region. Furthermore, we will focus on cross-selling our offerings to existing customers in the APAC region.

### ***Expand our geographic presence***

Over the years, we have increased our geographic presence and as of December 31, 2023, we were present in over 14 countries and served customers in over 30 countries including Singapore, USA, UAE, Philippines and Malaysia. In Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively.

We intend to grow our customer base in the Middle-east and Africa regions and developed markets such as Europe and USA. We intend to leverage our existing capabilities to offer customized solutions that meet the unique requirements of customers in these markets. Further, to penetrate these markets, we intend to establish strategic partnerships with local technology players to access a wider customer base, and opportunities for joint innovation, which we believe will enable us to establish a strong presence in the targeted markets. In addition, we intend to build a systematic sales channel to solidify our foothold in these targeted markets. Further, as part of the expansion strategy, we intend to invest in talent acquisition, ensuring the availability of skilled professionals with expertise in the target regions.

### ***Pursue strategic acquisitions and investments***

We will evaluate inorganic growth opportunities, in keeping with our strategy to grow and develop our market share or to add new product and service offerings. We may consider opportunities for inorganic growth, such as through mergers and acquisitions or business transfer, to acquire new customers, enter new markets, strengthen our position in the existing offerings and current markets, diversify our offerings, improve operational efficiency, and enhance our expertise and knowledge. We intend to maintain a disciplined approach to acquisitions and consider various selection criteria such as skills of the management team, operation scale, technological capability, product portfolio, customer base and end market exposures. In line with this strategy, in the past, we have completed the following acquisitions:

1. In September 2022, we acquired 51% shareholding in Toshi Automatic System Private Limited to strengthen our presence in the mass transit market;
2. In August 2022, we, through our Subsidiary, Aurionpro Fintech Inc., acquired 100% shareholding of Real Patient Solutions Inc based in United States, to acquire new customers and strengthen our existing payment business in the United States;
3. In 2023, we, through our Subsidiary SC Soft Pte. Ltd. acquired 100% shareholding in SC Soft Americas LLC to strengthen our presence in the automated fare collection and integrated transport management system business in the North American market;
4. In September 2023, we acquired the interactive communication business from Trejhara Solutions Limited pursuant to a business transfer agreement to complement our digital banking solutions and extend our reach in newer customer segments and enhance our offerings; and
5. In October 2023, we acquired Omnifin business from A S Software Services Private Limited pursuant to a business transfer agreement which we believe will strengthen our Lending Suite solutions and will enable us to cater to the wide range of customers in banking and financial space.

Our focus is on augmenting our existing offerings in the areas of lending and transaction banking solutions, transit solutions, and data centres and cloud services and increase our geographic reach in the Middle East and Africa regions and developed markets such as Europe and USA. In particular, we are currently exploring and may consider, inter-alia, acquisition of businesses/ entities involved in the AI cloud solutions for banks, insurers and financial services with a view to strengthen our transaction banking solutions and enhance our solutions in the banking and fintech sectors. We may consider a mix of equity and/or cash consideration to fund such proposed acquisitions. To pursue our strategy towards acquisitions and investments, we intend to utilize a portion from

the Net Proceeds. For more information, see “*Use of Proceeds – Pursuing inorganic growth initiatives through acquisitions*” on page 82.

## SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Preliminary Placement Document, including the sections titled “*Risk Factors*”, “*Use of Proceeds*”, “*Placement*”, “*Issue Procedure*” and “*Description of the Equity Shares*” on pages 47, 81, 189, 176 and 208, respectively.

<b>Issuer</b>	Aurionpro Solutions Limited
<b>Face Value</b>	₹10 per Equity Share
<b>Issue Size</b>	Issue of up to [●] Equity Shares at a premium of ₹[●] per Equity Share, aggregating up to ₹[●] lakhs A minimum of 10% of the Issue Size i.e. at least [●] Equity Shares, shall be made available for Allocation to Mutual Funds only and the balance [●] Equity Shares shall be made available for Allocation to all QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation to Mutual Funds, such undersubscribed portion or part thereof may be Allotted to other Eligible QIBs.
<b>Date of Board Resolution</b>	January 10, 2024
<b>Date of Shareholders’ Resolution</b>	February 7, 2024
<b>Floor Price</b>	₹ 2,103.68 per Equity Share, calculated in accordance with Regulation 176 of Chapter VI of the SEBI ICDR Regulations.  Our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the Shareholders accorded through their special resolution passed in their extraordinary general meeting held on February 7, 2024 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
<b>Issue Price</b>	₹[●] per Equity Share of our Company (including a premium of ₹[●] per Equity Share)
<b>Eligible Investors</b>	Eligible QIBs, to whom this Preliminary Placement Document and the Application Form are delivered and who are eligible to bid and participate in the Issue. For further details, see the sections titled “ <i>Issue Procedure – Eligible Qualified Institutional Buyers</i> ” and “ <i>Transfer Restrictions and Purchaser Representations</i> ” on pages 181 and 201, respectively.  The list of Eligible QIBs to whom this Preliminary Placement Document and the Application Form is delivered shall be determined by the Book Running Lead Manager in consultation with our Company, at their sole discretion.
<b>Equity Shares issued and outstanding immediately prior to the Issue</b>	2,57,18,100* Equity Shares of face value of ₹10 each, being fully paid-up  <i>*We are still awaiting listing and trading approvals from the Stock Exchanges for the preferential issue of 9,02,935 Equity Shares</i>
<b>Subscribed and paid-up Equity Share capital prior to the Issue</b>	₹ 2,571.81 lakhs
<b>Equity Shares issued and outstanding immediately after the Issue</b>	[●] Equity Shares
<b>Issue Procedure</b>	The Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act read with Rule 14 of the PAS Rules, and all other applicable provisions of the Companies Act, read with Chapter VI of the SEBI ICDR Regulations. For further details, see “ <i>Issue Procedure</i> ” on page 176
<b>Listing and Trading</b>	Our Company has received in-principle approvals, each dated March 13, 2024 from BSE and NSE respectively in terms of Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to the Issue. Our Company will make applications to each of the Stock Exchanges to obtain final listing and trading approval for the Equity Shares after the Allotment and after the credit of the Equity Shares to the beneficiary account of the Depository Participant. The trading of the Equity Shares would be in dematerialized form and only in the cash segment of each of the Stock Exchanges.
<b>Lock-up</b>	See “ <i>Placement – Lock-up</i> ” on page 189 for a description of restrictions on our Company, Promoters, Promoter Group and Directors in relation to Equity Shares.
<b>Transferability Restrictions</b>	The Equity Shares being Allotted pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. For further details, see “ <i>Transfer Restrictions and Purchaser Representations</i> ” on page 201
<b>Use of Proceeds</b>	The Gross Proceeds from the Issue aggregate to ₹[●] lakhs

	For additional information on the use of the Net Proceeds from the Issue, see “ <i>Use of Proceeds</i> ” on page 81. The Net Proceeds from the Issue, after deducting Issue related expenses aggregate to ₹ [●] lakhs
<b>Risk Factors</b>	See “ <i>Risk Factors</i> ” on page 47 for a discussion of risks you should consider before deciding whether to subscribe for the Equity Shares
<b>Dividend</b>	See “ <i>Description of the Equity Shares</i> ” and “ <i>Dividends</i> ” on pages 208 and 96, respectively
<b>Taxation</b>	See “ <i>Taxation</i> ” on page 212
<b>Closing Date</b>	The Allotment is expected to be made on or about [●]
<b>Status, Ranking and dividends</b>	<p>The Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank <i>pari passu</i> in all respects with the existing Equity Shares, including rights in respect of dividends. Our Shareholders’ (as on record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, the SEBI Listing Regulations and other applicable laws and regulations. Our Shareholders may attend and vote in shareholders’ meetings on the basis of one vote for every Equity Share held.</p> <p>For further details, see “<i>Description of the Equity Shares</i>” and “<i>Dividends</i>” on pages 208 and 96</p>
<b>Voting Rights</b>	See “ <i>Description of the Equity Shares – Voting Rights</i> ” on page 208
<b>Security Codes for the Equity Shares</b>	<p>ISIN: INE132H01018  BSE code: 532668  NSE symbol: AURIONPRO</p>



## **SUMMARY OF FINANCIAL INFORMATION**

*The following tables set out selected financial information as extracted from our Audited Consolidated Financial Statements and Interim Condensed Consolidated Financial Statements presented in “Financial Information” on page 225. The selected financial information presented below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information”, on pages 97 and 225 respectively, for further details.*

Summary of audited consolidated balance sheet as at December 31, 2023 and Fiscals 2023, 2022 and 2021

(₹ in lakhs)

Particulars	As at	As at	As at		
	December 31, 2023	December 31, 2022	March 31, 2023	March 31, 2022	March 31, 2021
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Property, Plant and Equipment	8,255.50	8,146.26	8,515.96	5,748.87	5,467.28
Capital Work-in-Progress	776.80	57.23	326.11	1,008.91	1,340.66
Right-of-Use Assets	1,217.91	515.76	1,297.97	405.86	906.78
Goodwill	28,466.93	8,464.72	8,498.09	6,731.11	6,588.57
Other Intangible Assets	3,250.39	1,465.68	2,962.60	1,563.60	1,348.27
Intangible Assets under Developments	1,576.98	802.56	297.87	108.17	-
Financial Assets					
(i) Investments	18.42	3,591.32	3,591.54	4,041.20	3,591.97
(ii) Other Financials Assets	660.95	867.64	945.43	922.25	1,241.27
Income Tax Assets (net)	681.60	294.76	596.76	891.19	812.01
Deferred Tax Assets (net)	639.42	804.00	853.23	696.97	817.59
Other Non-Current Assets	1,343.66	765.13	1,299.80	55.83	71.58
	<b>46,888.56</b>	<b>25,775.06</b>	<b>29,185.36</b>	<b>22,173.96</b>	<b>22,185.98</b>
<b>Current Assets</b>					
Inventories	2,230.62	3,362.13	2,797.52	2,372.72	2,600.35
Financial Assets					
(i) Trade Receivables	25,576.50	21,702.04	19,939.50	13,900.45	10,305.44
(ii) Cash and Cash Equivalents	3,144.44	1,656.24	2,402.12	4,044.12	2,217.04
(iii) Bank Balance other than (ii) above	2,355.72	1,875.57	1,879.31	1,726.15	1,639.80
(iv) Other Financial Assets	16,462.69	10,870.00	11,140.82	7,316.72	6,324.39
Other current assets	12,999.37	19,218.17	17,520.08	12,987.94	11,029.65
Assets held for sale	-	-	-	-	5,200.70
	<b>62,769.34</b>	<b>58,684.15</b>	<b>55,679.35</b>	<b>42,348.10</b>	<b>39,317.37</b>
<b>TOTAL</b>	<b>1,09,657.90</b>	<b>84,459.21</b>	<b>84,864.71</b>	<b>64,522.06</b>	<b>61,503.35</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
Equity Share Capital	2,381.52	2,280.02	2,280.02	2,280.02	2,280.02
Other Equity	66,331.27	45,803.11	47,492.40	37,406.85	31,366.70
<b>Equity attributable to Equity Shareholders</b>	<b>68,712.79</b>	<b>48,083.13</b>	<b>49,772.42</b>	<b>39,686.87</b>	<b>33,646.72</b>
Non Controlling Interest	1,826.08	1,024.27	1,732.71	668.47	311.82
<b>Total Equity</b>	<b>70,538.87</b>	<b>49,107.40</b>	<b>51,505.13</b>	<b>40,355.34</b>	<b>33,958.54</b>

(₹ in lakhs)

Particulars	As at	As at	As at		
	December 31, 2023	December 31, 2022	March 31, 2023	March 31, 2022	March 31, 2021
<b>Liabilities</b>					
<b>Non-Current Liabilities</b>					
Financial Liabilities					
(i) Borrowings	1,622.63	3,033.99	2,899.71	3,216.33	4,956.87
(ii) Lease Liability	668.46	316.04	812.04	71.51	402.57
(iii) Other financial liabilities	2,000.00	-	-	-	-
Other Non Current Liabilities	593.57	885.28	702.95	974.47	994.67
Provisions	577.93	486.36	450.91	515.71	440.58
	<b>5,462.59</b>	<b>4,721.67</b>	<b>4,865.61</b>	<b>4,778.02</b>	<b>6,794.69</b>
<b>Current Liabilities</b>					
Financial Liabilities					
(i) Borrowings	9,129.43	6,609.14	4,564.01	2,058.90	3,696.08
(ii) Lease Liability	618.21	266.14	554.99	334.48	630.37
(iii) Trade Payables					
Total Outstanding dues of Micro enterprises and Small Enterprises	1,992.23	2,621.89	3,383.81	441.88	60.75
Total outstanding dues of creditors other than micro enterprises and small enterprise	8,354.71	11,591.37	8,572.78	7,360.53	5,351.99
(iv) Other Financial Liabilities	7,597.51	3,283.51	4,692.23	3,260.73	5,964.01
Other Current Liabilities	4,474.48	5,063.60	5,136.58	4,730.14	4,070.23
Provisions	1,063.99	784.26	767.87	533.31	455.20
Current Tax Liabilities(net)	425.88	410.23	821.70	668.73	521.49
	<b>33,656.44</b>	<b>30,630.14</b>	<b>28,493.97</b>	<b>19,388.70</b>	<b>20,750.12</b>
<b>TOTAL</b>	<b>1,09,657.90</b>	<b>84,459.21</b>	<b>84,864.71</b>	<b>64,522.06</b>	<b>61,503.35</b>

**Summary consolidated statement of profit and loss for the nine months period ended December 31, 2023 and Fiscals 2023, 2022 and 2021**

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2023 (Condensed)	For the nine months period ended December 31, 2022 (Condensed)	(Audited) For the year ended		
			March 31, 2023	March 31, 2022	March 31, 2021
Income					
Revenue from Operations	64,060.08	46,867.36	65,933.16	50,501.22	37,401.77
Other Income	764.85	135.65	433.19	531.43	297.45
Total Income	64,824.93	47,003.01	66,366.35	51,032.65	37,699.22
Expenses					
Operating Expenses	21,348.20	18,324.26	25,490.11	18,260.24	10,791.45
Change in Inventories of Raw Material, Finished Goods and Stock-in-Trade	566.90	(970.73)	(697.06)	227.63	63.70
Employee Benefits Expense	23,839.00	15,840.37	21,953.81	17,595.03	14,978.15
Finance Costs	953.80	693.06	1,077.06	826.39	1,579.78
Depreciation and Amortisation Expenses	1,505.75	1,151.31	1,585.00	1,397.91	13,939.06
Other Expenses	4,222.14	3,212.49	4,681.75	3,259.76	3,191.97
Total Expenses	52,435.79	38,250.76	54,090.67	41,566.96	44,544.11
Profit/(Loss) before Share of Profit of Associates, Exceptional Items and Tax	12,389.14	8,752.25	12,275.68	9,465.69	(6,844.89)
Share of Profit/ (Loss) of Associates	-	(43.48)	(43.48)	-	-
Profit/(Loss) before Exceptional Items and Tax	12,389.14	8,708.77	12,232.20	9,465.69	(6,844.89)
Exceptional Items	-	-	-	-	4,618.37
Profit/(Loss) before Tax	12,389.14	8,708.77	12,232.20	9,465.69	(11,463.26)
Tax Expense:					
Current Tax	1,834.87	1,134.16	2,269.66	1,818.56	738.95
Deferred Tax Charge/(Credit)	207.93	46.28	(226.03)	89.75	(445.66)
Total Tax Expenses	2,042.80	1,180.44	2,043.63	1,908.31	293.29
Profit/(Loss) after Tax	10,346.34	7,528.33	10,188.57	7,557.38	(11,756.55)
Profit/(Loss) before Tax from Discontinued Operations	-	-	-	-	(7,443.82)
Tax Expenses of Discontinued Operations	-	-	-	-	-
Profit/(Loss) after Tax from Discontinued Operations	-	-	-	-	(7,443.82)
Profit/(Loss) after tax from continuing operations & discontinued operations	10,346.34	7,528.33	10,188.57	7,557.38	(19,200.37)
Other Comprehensive Income/(Loss) Items that will not be reclassified subsequently to profit and loss			-	-	-

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2023 (Condensed)	For the nine months period ended December 31, 2022 (Condensed)	(Audited) For the year ended		
			March 31, 2023	March 31, 2022	March 31, 2021
Re-measurement gains/(losses) on defined benefit plans (net of tax)	(51.73)	(69.59)	(82.85)	(83.70)	226.74
Foreign Exchange gain on translation of financial statements of foreign subsidiaries/joint venture	58.13	159.41	268.25	30.61	47.55
Other Comprehensive Income/(Loss) for the year	6.40	89.82	185.40	(53.09)	274.29
Total Comprehensive Income/ (Loss)	10,352.74	7,618.15	10,373.97	7,504.29	(18,926.08)
Earnings per equity share (for continuing operation)					
-Basic (in ₹)	44.31	31.69	42.69	31.00	(43.69)
-Diluted (in ₹)	42.71	31.69	42.69	31.00	(43.69)
Earnings per equity share (for discontinued operation)					
-Basic and Diluted (in ₹)	-	-	-	-	(9.79)
Earnings per equity share (for continuing and discontinuing operation)					
-Basic (in ₹)	44.31	31.69	42.69	31.00	(53.48)
-Diluted (in ₹)	42.71	31.69	42.69	31.00	(53.48)

**Summary consolidated cash flow statement for the nine months period ended December 31, 2023 Fiscals 2023, 2022 and 2021**

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2023	For the nine months period ended December 31, 2022	For the Year ended		
			March 31, 2023	March 31, 2022	March 31, 2021*
<b>Cash Flow from Operating Activities</b>					
Net Profit / (loss) before Tax	12,389.14	8,708.77	12,232.20	9,465.69	(18,907.08)
Adjustments:					
Depreciation and Amortisation Expense	1,505.75	1,151.31	1,585.00	1,397.91	13,939.06
Interest Income	(199.92)	(60.15)	(292.09)	(146.44)	(155.04)
Interest Expenses	721.82	534.93	820.58	617.72	1,395.45
Bad debts	29.64	59.01	462.50	5.93	632.36
Provision for doubtful debts	53.31	56.74	(160.03)	(40.40)	188.32
Stock based compensation cost	719.28	-	-	-	-
(Profit) / Loss on sale of Property, Plant and Equipment (PPE)	(25.65)	-	-	8.66	28.69
Other non-cash exceptional items	-	-	-	-	4,618.37
Foreign exchange differences (Gain)/Loss(net)	(480.60)	430.28	651.62	(391.62)	978.07
Operating profit before working capital changes	<b>14,712.77</b>	<b>10,880.89</b>	<b>15,299.78</b>	<b>10,917.46</b>	<b>2,718.20</b>
Movements in Working Capital					
Decrease/(Increase) in Inventories	566.90	(659.56)	(697.06)	227.63	(8.56)
Decrease/(Increase) in Trade Receivables and Other Assets	(4,470.47)	(17,795.13)	(15,218.29)	(6,313.54)	5,074.92
Increase/(Decrease) in Trade Payables, Other Liabilities	(2,732.13)	7,663.69	6,770.04	3,386.65	(2,160.56)
	<b>(6,635.70)</b>	<b>(10,791.00)</b>	<b>(9,145.31)</b>	<b>(2,699.26)</b>	<b>2,905.80</b>
Cash Generated from Operations	<b>8,077.07</b>	<b>89.89</b>	<b>6,154.47</b>	<b>8,218.20</b>	<b>5,624.00</b>
Income taxes paid (net of refunds)	(2,309.62)	(426.24)	(2,065.92)	(2,014.08)	(708.29)
<b>Net cash Generated / (used in) from Operating Activities</b>	<b>5,767.45</b>	<b>(336.35)</b>	<b>4,088.55</b>	<b>6,204.12</b>	<b>4,915.71</b>
<b>Cash flow from Investing Activities</b>					
Sale/(Purchase) of PPE and Other Intangible Assets (net)	(2,378.85)	(2,542.81)	(4,593.32)	(1,301.54)	(966.66)
Purchases of Business	(17,468.59)	-	-	-	-
Sale/(Purchase) of Investment(net)	3,582.15	(1,505.20)	(1,166.57)	3,951.47	130.03
Interest received	164.71	45.50	281.88	146.04	143.83
Proceeds from/ (Used in) Fixed deposits with Banks	(191.16)	(58.27)	(91.11)	285.97	(301.13)

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2023	For the nine months period ended December 31, 2022	For the Year ended		
			March 31, 2023	March 31, 2022	March 31, 2021*
<b>Net cash generated / (used in) from Investing Activities</b>	<b>(16,291.74)</b>	<b>(4,060.78)</b>	<b>(5,569.12)</b>	<b>3,081.93</b>	<b>(993.93)</b>
<b>Cash flow from financing Activities</b>					
Proceeds/(Repayment) Long-Term Borrowings(net)	(1,516.78)	105.56	59.34	(2,881.60)	(1,240.91)
Proceeds/(Repayment) of Short-Term Borrowings(net)	4,805.11	3,486.76	1,674.73	(3,218.24)	(343.10)
Dividend paid	(602.50)	(570.00)	(570.00)	-	-
Proceeds from issue of Equity Shares	9,727.51	-	-	-	-
Repayment of Lease Liabilities	(502.33)	(448.62)	(608.71)	(558.48)	(863.32)
Interest paid	(644.40)	(564.45)	(716.79)	(802.91)	(1,256.62)
<b>Net cash Generated / (used in) from Financing Activities</b>	<b>11,266.61</b>	<b>2,009.25</b>	<b>(161.43)</b>	<b>(7,461.23)</b>	<b>(3,703.95)</b>
<b>Net Increase/(Decrease) In Cash and Cash Equivalents</b>	<b>742.32</b>	<b>(2,387.88)</b>	<b>(1,642.00)</b>	<b>1,824.81</b>	<b>217.83</b>
Cash and Cash Equivalents at beginning of year	2,402.12	4,044.12	4,044.12	2,219.31	2,001.48
<b>Cash and Cash Equivalents at end of year</b>	<b>3,144.44</b>	<b>1,656.24</b>	<b>2,402.12</b>	<b>4,044.12</b>	<b>2,219.31</b>

\*Regrouped/reclassified figures

## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions during the nine months ended December 31, 2023 and the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 as per the requirements under Indian Accounting Standard (“**Ind AS 24**”) notified under the Ind AS Rules read with Section 133 of the Companies Act, 2013, see “*Financial Information*”, beginning on page 225.



## RISK FACTORS

*This Issue and an investment in the Equity Shares involve a certain degree of risk. You should carefully consider all the risks and uncertainties described below as well as other information contained in this Preliminary Placement Document before making an investment in the Equity Shares. If any particular risk or some combination of the risks described below actually occurs, our business, results of operation, financial condition and cash flows could be adversely affected, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified in the risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below. We have described the risks and uncertainties that we currently believe to be material, but the risks set out in this Preliminary Placement Document may not be exhaustive or complete, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or become material in the future. This section should be read together with “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 128, 145 and 97, respectively, as well as the financial statements, including the notes thereto, and other financial information included in “Financial Information” on page 225.*

*Our fiscal year ends on March 31 of each year. Accordingly, references to a “Fiscal” year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information included in this section for Fiscal 2021, Fiscal 2022 and Fiscal 2023 has been derived from our Audited Consolidated Financial Statements beginning on page F-38. The financial information included in this section for the nine months ended December 31, 2022 and 2023 has been derived from our Interim Condensed Consolidated Financial Statements beginning on page F-1. See, “Financial Information” on page 225. The Interim Condensed Financial Statements of our Company are not indicative of our Company’s annual performance and are not comparable with the Audited Consolidated Financial Statements. Unless otherwise stated or the content otherwise requires, references in this section to “our Company”, “we”, “us”, or “our” (including in the context of any financial or operational information) are to us, our Subsidiaries and our joint venture on a consolidated basis.*

*This Preliminary Placement Document contains forward-looking statements that involve risks and uncertainties. Our results could differ from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Preliminary Placement Document. For further details, see “Forward-Looking Statements” on page 16. Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Credit Lending Operations, 2022 – Market and Vendor Landscape” prepared and issued by Chartis Research, report titled “Cloud Infrastructure Market in India 2023 - 2028” prepared and issued by Netscribes (India) Private Limited, report titled “Global Transit Ticketing & Fare Collection Report” prepared and issued by Global Mass Transit Research and report titled “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031” prepared and issued by Coherent Market Insights to enable the investors to understand the industry in which we operate in connection with the Issue. Unless otherwise indicated, financial, operational, industry and other related information derived from the aforesaid reports and included herein with respect to any particular calendar year or Fiscal refers to such information for the relevant calendar year or Fiscal. For more details, see “Industry Overview” on page 128.*

### INTERNAL RISK FACTORS

- 1. Our revenues from operations are substantially dependent on customers located in the Asia Pacific (“APAC”) region and any adverse developments in the APAC region could adversely affect our business, results of operations, cash flows and financial condition.***

We derive a significant portion of our revenue from operations from customers located in the APAC region. In Fiscal 2021, 2022 and 2023 and the nine months period ended December 31, 2022 and 2023, our revenue from operations from the customers located in the APAC region was ₹ 29,797.92 lakhs, ₹ 39,686.32 lakhs, ₹ 57,428.08 lakhs, ₹ 39,962.17 lakhs and ₹ 55,319.41 lakhs, respectively, representing 79.67%, 78.58%, 87.10%, 85.27% and 86.36% of our revenue from operations, respectively.

Existing and potential competitors to our businesses may increase their focus on the APAC market, which could reduce our market share. The concentration of our revenues from operations from the APAC heightens our exposure to adverse developments related to competition, as well as economic, political, regulatory and other changes. Political campaigns and any related transitions may also bring a degree of political and social uncertainty in the Asia Pacific region which may cause capital flows and domestic investment to become more volatile. Any adverse development that affects the overall economy of the APAC or sectors or industries in

which our competitors operate, could have an adverse effect on our business, cash flows, financial condition and results of operations.

Further, the deterioration of the financial condition or business prospects of our customers located in the APAC region could reduce their requirement for our services and result in a significant decrease in the revenues we derive from these customers. In Fiscal 2021, 2022 and 2023 and the nine months period ended December 31, 2022 and 2023, our revenue from operations from the top 10 customers located in the Asia Pacific region was ₹ 16,921.87 lakhs, ₹ 21,763.41 lakhs, ₹ 33,187.18 lakhs, ₹ 23,856.18 lakhs and ₹ 29,627.89 lakhs, respectively, representing 45.24 %, 43.09%, 50.33%, 50.90% and 46.25% of our revenue from operations, respectively. We cannot assure you that we will be able to maintain historic levels of business from our customers located in the Asia Pacific region, or that we will be able to significantly reduce customer concentration in the future.

2. ***We generate a significant portion of our revenues from our top 10 customers, and any loss or reduction of business from these customers could reduce our revenues and adversely affect our business, cash flows, financial condition and results of operations.***

We have derived a significant portion of our revenues from our top 10 customers which may not be the same every year.

In Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and 2023, our revenue from operations from our top 10 customers was ₹ 17,329.24 lakhs, ₹ 23,626.12 lakhs, ₹ 35,211.46 lakhs, ₹ 25,135.97 lakhs and ₹ 32,472.76 lakhs, representing 46.33%, 46.78%, 53.40%, 53.63% and 50.69% of our revenue from operations, respectively.

Our ability to maintain close relationships with these and other customers is essential to the growth and profitability of our business. However, the volume and nature of work performed for a specific customer is likely to vary from year to year. A major customer in one year may not provide the same level of revenues for us in any subsequent year. The IT services we provide to our customers, and the revenues and net income from those services, may decline or vary as the type and quantity of IT services the customers require changes over time. Furthermore, our reliance on any individual customer for a significant portion of our revenues may give that customer a certain degree of pricing leverage against us when negotiating contracts and terms of service.

In addition, a number of factors other than our performance could cause the loss of or reduction in business or revenues from a customer, and these factors are not predictable. For example, a customer may decide to reduce spending on technology services or sourcing from us due to a challenging economic environment or other factors, both internal and external, relating to its business, may be involved in a litigation or may wind up. Further, factors which are not in our or our customers' control such as the socio-political situation in a particular country or the outbreak of a contagious disease may also impact our business adversely. These factors, among others, may include customers pursuing a corporate restructuring, facing pricing pressure, changing outsourcing strategy, switching to another IT services provider or returning work in-house. The loss of any of our major customers, or a significant decrease in the volume of work they outsource to us or the price at which we sell our services to them, could adversely affect our business, cash flows, financial condition and results of operations.

3. ***Our revenues are highly dependent on a limited number of industry verticals, and any decrease in demand for services in these industry verticals could reduce our revenues and adversely affect our business, cash flows, financial condition and results of operations.***

A substantial portion of our customers are concentrated in a few specific industry verticals such as banking and financial services, telecommunications, IT, data centers, capital markets, public sector units, government undertakings and transit. The following table sets forth details of our industry wise revenue for the years/ periods indicated:

Industry	Fiscal					
	2021		2022		2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)
BFSI	21,765.04	58.19%	22,472.53	44.50%	26,352.00	39.97%

Industry	Fiscal					
	2021		2022		2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)
PSU, Government Undertakings and Transit	9,686.06	25.90%	17,685.82	35.02%	22,218.01	33.70%
Data Centre	595.24	1.59%	2,658.19	5.26%	9,344.30	14.17%
Capital Markets	137.73	0.37%	192.06	0.38%	997.68	1.51%
Telecom	1,783.66	4.77%	3,055.68	6.05%	1,542.23	2.34%
IT and other Industries	3,434.03	9.18%	4,436.71	8.79%	5,478.95	8.31%
<b>Total</b>	<b>37,401.77</b>	<b>100.00%</b>	<b>50,501.22</b>	<b>100.00%</b>	<b>65,933.16</b>	<b>100.00%</b>

Industry	Nine months ended December 31,			
	2022		2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)	Amount (₹ lakhs)	Percentage of Revenue from Operations (%)
BFSI	21,251.09	45.34%	29,256.14	45.67%
PSU, Government Undertakings and Transit	15,491.45	33.05%	18,165.25	28.36%
Data Centre	4,639.96	9.90%	12,229.82	19.09%
Capital Markets	743.93	1.59%	555.65	0.87%
Telecom	1,213.77	2.59%	332.46	0.52%
IT and other Industries	3,527.15	7.53%	3,520.75	5.50%
<b>Total</b>	<b>46,867.36</b>	<b>100.00%</b>	<b>64,060.08</b>	<b>100.00%</b>

Our business growth largely depends on continued demand for our services from customers in these industry verticals. A downturn in any of our targeted industry verticals, a slowdown or reversal of the trend of IT services in any of these industries or the introduction of regulations that restrict or discourage companies from outsourcing could result in a decrease in the demand for our services and adversely affect our business, cash flows, financial condition and results of operations.

Other developments in these industries may also lead to a decline in the demand for our services in these industry verticals. For example, consolidation in any of these industries or acquisitions may decrease the potential number of buyers of our services. External risks such as global pandemics could also adversely affect the industry verticals that we operate in. Further, our customers may experience rapid changes in their prospects, substantial price competition and pressure on their profitability. This, in turn, may result in increasing pressure on us from customers in these key industries to lower our prices, which could adversely affect our business, cash flows, financial condition and results of operations.

**4. We are exposed to additional risks associated with engaging with government institutions and public sector undertakings including delayed payments that could adversely affect our business, results of operations, financial condition and cash flows.**

We generate a portion of our revenue from government institutions and public sector undertakings (including banks and enterprises). There can be no assurance that such enterprises will continue to place emphasis on digital transformation. In the event of an adverse change in budgetary allocations for such services resulting from a change in government policies or priorities, our business, results of operations, financial condition and cash flows may be adversely affected. Further, contracts with government institutions and public sector undertakings may be subject to extensive internal processes, policy changes, and insufficiency of funds which may lead to lower number of contracts available for bidding or increase in the time gap between invitation for bids and award of the contract. Due to these and other factors, certain terms of such contracts, such as pricing terms, contract period, and use of vendors, are also less flexible than contracts with private companies.

Further, payments from government entities may be subject to delays due to regulatory scrutiny and procedural formalities including with respect to determination on achievement of certain service milestones. To the extent that payments under our contracts with government entities are delayed, our cash flows may be impacted. See “ – If we are unable to collect our receivables from, or bill our unbilled services to, our customers, our results of operations, financial condition and cash flows could be adversely affected.” on page 53.

In addition, selection as service provider for these projects is undertaken through a tender process, and many of the bids in which we participate are subject to the satisfaction of certain eligibility conditions and performance standards. These include reputation, experience and sufficiency of financial resources, and quality accreditations and certifications associated with the services. We cannot assure you that we will be able to meet such criteria to bid for these and other similar projects in the future.

In addition, such tender processes may be challenged even after contracts have been awarded to us which may result in reputational damage and adversely affect our business, results of operations, financial position and cash flows due to loss of opportunities. Our ongoing projects have been awarded to us for a definite term and the relevant authorities may float tenders for such projects after expiry of the current term. There can be no assurance that we will be awarded such projects at the end of the tender process. Further, in situations where our bids have been successful, there may be delays in award of the projects, which may result in us having to retain resources which remain unallocated, thereby adversely affecting our results of operations, financial condition, and cash flows.

5. ***If the market for our solutions develops more slowly than we expect, it may hamper our ability to grow as anticipated, and our business, results of operations, financial condition and cash flows could be adversely affected.***

Our solutions are designed to improve operational processes and automate manual activities, helping enterprises build better experiences for their customers. Our solutions cater to retail and wholesale banking, treasury and capital markets, and payments. In addition, we focus on other areas of technology innovation including smart mobility and data centre solutions, hybrid cloud services and smart city initiatives. Our future success will depend in large part on the growth and expansion of these solutions, which is difficult to predict and relies on a number of factors, including customer adoption, customer demand, changing customer needs, the entry of competitive solutions and the success of existing competitive solutions. The estimates and assumptions that are used to calculate our market opportunity are subject to change over time, and there is no guarantee that the organizations covered by our market opportunity estimates will pay for our solutions at all or generate any particular level of revenue for us. If solutions for the challenges that we address does not achieve widespread adoption, or there is a reduction in demand caused by a lack of customer acceptance, technological challenges, weakening economic conditions, security or privacy concerns, competing technologies and products, decreases in corporate spending, or otherwise, or, alternatively, if the market develops but we are unable to continue to penetrate it due to the cost, performance, or other factors, it could result in decreased revenue and our business, financial condition, and results of operations could be adversely affected.

6. ***Our current order book may not necessarily translate into future income in its entirety or could be delayed. Some of our current orders may be modified, cancelled, delayed, put on hold or not fully paid for by our customers, which could have an adverse effect on our business, financial condition, results of operations and cash flows.***

The profitability of a contract in our order book and our cash flows may be affected due to, amongst others, withholding of payments by customers or mismatch between our internal cost milestones and the payment milestones under our contracts; and cancellation or termination of existing contracts or non-payment by our customers. As any of the aforesaid occurrences may adversely impact and reduce the order book position, we cannot assure you that the income anticipated in our order book will be realised, or, if realised, will be realised on time or result in profits. In addition, our order book during a particular future period depends on continued growth of our sector and our ability to remain competitive and we cannot assure you that our order book will be consistent in the future. Furthermore, we cannot assure you that our customers will not rescind their contracts with us if there is a delay in delivery beyond the time stipulated in the contract or that we may not need to renegotiate some of our contracts in future. Our customers may refuse to renegotiate our contracts which could have an adverse effect on our business, financial condition, results of operations and cash flows.

7. ***We operate in a rapidly evolving industry, which makes it difficult to evaluate our future prospects and may increase the risk that we will not continue to be successful. If we are not successful, it could adversely affect our business, reputation, results of operations, financial condition and cash flows.***

The technology services industry is competitive and continuously evolving, subject to rapidly changing demands and constant technological developments. Because services and technologies are rapidly evolving and each company within the industry can vary greatly in terms of the services it provides, its business model, and its results of operations, it can be difficult to predict how any company's services, including ours, will be

received in the market. Our revenues, operating results and profitability have varied in the past and are likely to vary in the future. Factors that are likely to cause these variations include:

- the number, timing, scope and contractual terms of IT projects in which we are engaged;
- delays in project commencement or staffing delays due to difficulty in assigning appropriately skilled or experienced IT professionals;
- the accuracy of estimates of resources, time and fees required to complete projects and costs incurred in the performance of each project;
- changes in pricing in response to customer demand and competitive pressures;
- the business decisions of our customers regarding the use of our services;
- the ability to further grow revenues from existing customers;
- seasonal trends, primarily our hiring cycle and the budget and work cycles of our customers;
- unexpected changes in the utilisation rate of our IT professionals;
- unanticipated contract or project terminations;
- the timing of collection of accounts receivable;
- the continuing financial stability of our customers; and
- general economic conditions

One or any combination of the above factors may cause our customers' demand for our services to decline as a result of which our business may suffer and our results of operations, cash flows and financial condition may be adversely affected.

Further, given that the technology services industry is subject to rapidly changing demands and constant technological developments, our failure to promptly upgrade our technology may result in disruptions to or lower quality of our services and our business, results of operations, cash flows and financial condition may be adversely affected.

**8. *Our business depends on our ability to remain updated with new technologies and continue to develop solutions to address the needs of our customers, failing which our business and results of operations could suffer.***

We spend substantial amounts of time and money researching and developing ways to use evolving technologies to meet our customers' and potential customers' rapidly evolving needs. If our services do not deliver reliable results, or if we fail to introduce services that meet customer preferences in a timely and cost-effective manner, we may fail to retain our existing customers or increase demand for our services.

The introduction of new services by competitors or the development of entirely new technologies to replace existing offerings or development of certain processes internally by customers could make our offerings obsolete which may have an adverse effect on our business, financial condition, and results of operations. We may experience difficulties with solution design, or marketing that delay or prevent introduction or implementation of new offerings, features, or capabilities. The design and development of new offerings or new features and capabilities to our existing offerings may require substantial investment, and we have no assurance that such investments will be successful. If customers do not widely adopt our new services, experiences, features, and capabilities, we may not be able to realize a return on our investment and our business, financial condition, and results of operations may be adversely affected.

Our new offerings may fail to attain sufficient market acceptance for many reasons, including: defects, errors, or failures or our inability to satisfy customer service level requirements; negative publicity or negative private statements about the security, performance, or effectiveness of our offerings; introduction or anticipated introduction of competing services or functionalities by our competitors; inability of our services to scale and perform to meet client demands; receiving qualified or adverse opinions in connection with security or penetration testing, certifications or audits, such as those related to IT controls and security standards and frameworks or compliance; poor business conditions for our customers, causing them to delay use of our services; and reluctance of customers to outsource data and analytics functions as compared to carrying these out internally.

If we are not able to continue to identify challenges faced by our customers and develop or acquire new features and capabilities in a timely and cost-effective manner, or if our services do not achieve market acceptance, our business, financial condition, results of operations, and prospects may suffer and our anticipated revenue growth may not be achieved.

**9. If we fail to attract and retain IT professionals, we may not have the necessary resources to properly staff projects, and failure to successfully compete for such IT professionals could adversely affect our business, cash flows, financial condition and results of operations.**

Our success depends largely on the contributions of our IT professionals and our ability to attract and retain qualified IT professionals. A significant increase in the attrition rate among IT professionals with specialised skills could decrease our operating efficiency and productivity and could lead to a decline in demand for our services. The following table sets forth the attrition rate of our IT professionals in the years/ periods indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Nine months ended December 31, 2022	Nine months ended December 31, 2023
Number of IT Professionals Resigned	224	336	323	253	248
Attrition Rate*	20.50%	28.82%	22.49%	18.09%	13.94%

\*Attrition rate is calculated as overall exits including retired IT professionals divided by average number of IT professionals in the relevant year/ period.

Our ability to maintain and renew existing engagements and obtain new business will depend, in large part, on our ability to attract, train and retain IT professionals. If we are unable to attract and retain the IT professionals we need, we may have to forgo projects for lack of resources or be unable to staff projects optimally. Our failure to attract, train and retain IT professionals with the qualifications necessary to fulfil the needs of our existing and future customers or to assimilate new IT professionals successfully could adversely affect our business, cash flows, financial condition and results of operations.

Increased hiring by technology companies and increasing worldwide competition for IT professionals may lead to a shortage in the availability of suitable personnel in the locations where we operate and hire. Failure to hire, train and retain IT professionals in sufficient numbers could have an adverse effect on our business, cash flows, results of operations and financial condition. We compete for such talented individuals not only with other companies in our industry but also with companies in other industries, such as software services, engineering services, financial services and technology generally, among others. The competition for IT professionals may require us to increase salaries, and we may be unable to pass on these increased costs to our customers. This would increase our operational costs which may adversely affect our business, cash flows, results of operations and financial condition.

**10. Our profitability will suffer if we are not able to maintain utilisation rates of our employees.**

Our profitability and the cost of providing our services are affected by the utilisation rates of our employees. If we are not able to maintain appropriate utilisation rates for our employees involved in delivery of our services, our profit margin and our profitability may suffer. Our utilisation rates are affected by a number of factors, including:

- our ability to promptly transition our employees from completed projects to new assignments;
- our ability to forecast demand for our services and thereby maintain an appropriate number of employees in each of our delivery locations;
- our ability to deploy employees with appropriate skills and seniority to projects;
- our ability to manage the attrition of our employees and to hire and integrate new employees; and
- our need to devote time and resources to training, professional development and other activities that cannot be billed to our customers.

Further, to the extent that we lack sufficient employees with lower levels of seniority and daily or hourly rates, we may be required to deploy more senior employees with higher rates on projects without the ability to pass such higher rates to our customers, which could adversely affect our profit margin and profitability.

**11. The implementation process of solutions may in some cases be time consuming, and any failure to satisfy our customers or perform as desired could harm our business, results of operations, and financial condition.**

Solution designing is a complex and lengthy process since we often customize our services for a client's requirements and environment. Inability to meet these requirements of our customers may result in client dissatisfaction and/or damage to our reputation, which could harm our business. In addition, if our customers

do not use our services as intended, inadequate performance or outcomes may result. As our customers rely on our services to address important business goals and challenges, the incorrect or improper use or configuration of our services, or failure to properly provide implementation or analytical or maintenance services to our customers may result in contract terminations or non-renewals, reduced client payments, negative publicity, or legal claims against us.

**12. If we are unable to collect our receivables from, or bill our unbilled services to, our customers, our results of operations, financial condition and cash flows could be adversely affected.**

Our business depends on our ability to successfully obtain payment from our customers of the amounts they owe us for work performed. The following table sets forth below details of our credit cycle, as well as our trade receivables, in the corresponding years/ periods:

Particular	For the Year Ended March 31,		
	2021	2022	2023
Average Credit Cycle (Number of Days)	101	100	110
Trade Receivables (₹ lakhs)	10,305.44	13,900.45	19,939.50
Trade Receivables, as a Percentage of Revenue from Operations (%)	27.55%	27.52%	30.24%

Particular	As of/ For the nine months ended December 31,	
	2022	2023
Average Credit Cycle (Number of Days)	126	109
Trade Receivables (₹ lakhs)	21,702.04	25,576.50
Trade Receivables, as a Percentage of Revenue from Operations (%)	46.31%	39.93%

There is no guarantee that we will accurately assess the creditworthiness of our customers. Weak macroeconomic conditions and related turmoil in the global financial system could also result in financial difficulties, including limited access to the credit markets, insolvency, or bankruptcy for our customers, and, as a result, could cause customers to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations to us. Timely collection of customer balances also depends on our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our customer balances, and if this occurs, our results of operations, financial condition and cash flows could be adversely affected. Moreover, in the event of delays in payment from our governmental and quasi-governmental customers, we may have difficulty collecting on receivables owed. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows, financial condition and results of operations could be adversely affected.

**13. We face strong competition from onshore and offshore IT services companies. Increased competition, our inability to compete successfully against competitors, pricing pressures or loss of market share could adversely affect our business, cash flows, financial condition and results of operations.**

The market for IT services that we operate in is highly competitive, and we expect competition to persist and intensify. We believe that the principal competitive factors in our markets are reputation and track record, industry expertise, breadth and depth of service offerings, quality of the services offered, language, marketing and selling skills, scalability of infrastructure, ability to address customers' timing requirements and price.

We face competition from offshore IT services providers in emerging outsourcing destinations with low wage costs as well as competition from large, global consulting and outsourcing firms. Customers tend to engage multiple IT services providers instead of using an exclusive IT services provider, which could reduce our revenues to the extent that customers obtain services from other competing IT services providers.

Our ability to compete successfully also depends in part on a number of factors beyond our control, including the ability of our competitors to recruit and retain highly-skilled IT professionals, the price at which our competitors offer comparable services and our competitors' responsiveness to customer needs. Some of our present and potential competitors may have substantially greater financial, marketing or technical resources. If our competitors develop and implement methodologies that yield greater efficiency and productivity, they may be able to offer similar services at lower prices than we do without adversely affecting their profit margins. Our

current and potential competitors may also be able to respond more quickly to new technologies or processes and changes in customer demands; may be able to devote greater resources towards the development, promotion and sale of their services than we can; and may also make strategic acquisitions or establish cooperative relationships among themselves or with third parties that increase their ability to address the needs of our customers. Buying patterns may change if customers become more price sensitive and accepting of low-cost suppliers. Therefore, we cannot assure you that we will be able to retain our customers while competing against such competitors. Increased competition, our inability to compete successfully, pricing pressures or loss of market share could have an adverse effect on our business, cash flows, financial condition and results of operations.

***14. We may not derive the anticipated benefits from strategic investments and acquisitions that we may enter into and we may not be successful in pursuing future investments and acquisitions.***

As part of our growth strategy, we may invest in or collaborate with and acquire stake in companies that are complementary to our business and offerings. In line with this strategy, we have completed certain acquisitions in the past. For details regarding the acquisitions, see “*Our Business - Pursue strategic acquisitions and investments*” on page 152. Further, our focus is on augmenting our existing offerings in the areas of lending and transaction banking solutions, transit solutions, and data centres and cloud services and increase our geographic reach in the Middle East and Africa regions and developed markets such as Europe and USA. In particular, we are currently exploring and may consider, inter-alia, acquisition of businesses/ entities involved in the AI cloud solutions for banks, insurers and financial services with a view to strengthen our transaction banking solutions and enhance our solutions in the banking and fintech sectors. We cannot assure you that such investments and acquisitions will achieve their anticipated benefits. We may not be able to integrate acquired operations, personnel and technologies successfully or effectively manage our combined business following such acquisitions. Acquisitions, investments, and strategic partnerships typically involve uncertainties and risks, which are applicable to and would impact our ability to grow through acquisitions and/or consolidation of businesses and entities, including: accurately evaluating potential acquisition targets and identifying acquisition targets with operations complementary to our existing operations; potential ongoing financial obligations and unforeseen or hidden liabilities; possible cash flow interruption or loss of revenue as a result of transitional matters; integrating personnel from different corporate cultures while maintaining focus on providing consistent, high quality service; retaining key employees, particularly those of the acquired operations, and maintaining the key business relationships with consumers of the businesses we acquire; failure to achieve the intended objectives, benefits or revenue enhancement; the costs of integrating an acquired business with our existing business particular in relation to supporting legacy products and hosting infrastructure of the acquired business and retaining suppliers and customers of the acquired business; entering into unfamiliar markets; and diversion of resources and management attention.

Our failure to address these or other risks successfully may have an adverse effect on our financial condition, results of operations and cash flows. In addition, any such acquisition or investment may require a significant amount of capital investment, or we may incur costs in respect of any future liabilities, including in respect of any indemnity claims for such acquired or investee entities, which would decrease the amount of cash available for working capital or capital expenditures. If we borrow funds to finance acquisitions, such debt instruments may contain restrictive covenants that could, among other things, restrict us from distributing dividends. In addition, our acquisition led strategy may adversely impact our return on capital employed in future. We may also not succeed in implementing our strategy of growth through strategic investments and acquisitions in the future as it is subject to many factors which are beyond our control, including our ability to identify, attract and successfully execute suitable acquisition opportunities and partnerships. Any failure to achieve the anticipated benefits of any proposed investments and acquisitions or to consummate new investments and acquisitions in the future could have an adverse effect on our business.

***15. Our success depends substantially on the continuing services of our Promoters, Senior Management and Key Managerial Personnel. If we are unable to attract and retain such personnel, we may not be able to maintain client relationships and grow effectively, which may adversely affect our business, cash flows, results of operations and financial condition.***

Our future success heavily depends upon the continued services of our Promoters, Senior Management and Key Managerial Personnel. If one or more of our Senior Management, Key Managerial Personnel are unable or unwilling to continue in their present positions, it could disrupt our business operations, and we may not be able to replace them easily or at all. In addition, we may be unable to retain our Senior Management and Key



Managerial Personnel in the future, in which case our business may be adversely disrupted, which could adversely affect our business, cash flows, financial condition and results of operations.

If any of our Senior Management and Key Managerial Personnel joins a competitor or forms a competing company, we may lose customers, know-how and key IT professionals and staff members to them which may adversely affect our business, cash flows, financial condition and results of operations. Also, if any of our business development managers, who generally keep a close relationship with our customers, joins a competitor or forms a competing company, we may lose customers, and our revenues may be adversely affected. Additionally, there could be unauthorised disclosure or use of our technical knowledge, practices or procedures by such personnel. If any dispute arises between our Senior Management and Key Managerial Personnel and us, any non-competition, non-solicitation and non-disclosure provisions in our employment agreements we have with our Senior Management and Key Managerial Personnel might not provide effective protection to us.

- 16. *We propose to utilize a portion of the Net Proceeds to undertake inorganic growth through acquisitions for which the target(s) are yet to be identified, and may not be identified, and which acquisitions may not be successfully concluded. If Net Proceeds to be utilised towards funding inorganic growth through acquisitions are insufficient for the cost of our proposed acquisitions and other strategic initiative, we may have to seek alternative forms of funding.***

We propose to utilize ₹ 15,000.00 lakhs from the Net Proceeds towards funding inorganic growth through acquisitions as set forth in “*Use of Proceeds – Details of the Objects – Pursuing inorganic growth initiatives through acquisitions*” on page 82. As on the date of this Preliminary Placement Document, we have not acquired or entered into any definitive agreements towards any future acquisitions or strategic initiatives. Our focus is on augmenting our existing offerings in the areas of lending and transaction banking solutions, transit solutions, and data centres and cloud services and increase our geographic reach in the Middle East and Africa regions and developed markets such as Europe and USA. In particular, we are currently exploring and may consider, inter-alia, acquisition of businesses/entities involved in the AI cloud solutions for banks, insurers and financial services with a view to strengthen our transaction banking solutions and enhance our solutions in the banking and fintech sectors. We may consider a mix of equity and/or cash consideration to fund such proposed acquisitions.

Further, it is also possible that we may not be able to identify suitable targets, or that if we do identify suitable targets, we may not be able to complete those transactions on terms commercially acceptable to us or at all and/or be able to complete all aspects of the acquisition process and/or receive relevant regulatory clearances (as applicable) in a timely manner or at all. The inability to identify suitable targets or investments and the inability to complete such transactions may adversely affect our competitiveness and growth prospects. Further, we will from time to time continue to seek attractive inorganic opportunities that will fit well with our strategic business objectives and growth strategies, and the amount of Net Proceeds to be used for acquisitions will be based on our management’s decision. The amounts deployed towards such initiatives may not be the total value or cost of such acquisitions or investments, resulting in a shortfall in raising requisite capital from the Net Proceeds towards such acquisitions or investments. Consequently, we may be required to explore a range of options to raise requisite capital, including internal accruals or debt financing from third party lenders or institutions.

- 17. *The objects of the Issue include funding working capital requirements of our Company, which are based on certain assumptions and estimates.***

We intend to utilize ₹ 20,000.00 lakhs towards funding the working capital requirements of our Company, which are based on management estimates and certain assumptions in relation to inter alia, the holding periods of inventory days, trade receivables days, other current assets, trade payables days, other current liabilities and raw material days. Our business is working capital intensive and our Company avails working capital facilities in the ordinary course of business from various lenders. Our Company requires additional working capital for executing its outstanding order book and any future orders that may be received, for funding future growth requirements of our Company and for other strategic, business, and corporate purposes. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

**18. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency.***

We propose to utilise the Net Proceeds for the purposes described in “*Use of Proceeds*” on page 81. The funding requirements are based on internal management estimates and current conditions which are subject to changes due to external circumstances, costs, other financial conditions or business strategies. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may place a burden on our finance plans. We may also face delays or incur additional costs due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. We may also use funds for future businesses which may have risks significantly different from what we currently face or may expect. Our proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or any other independent agency and is based on management estimates. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, financial condition, results of operations and cash flows. Further, the application of the Net Proceeds in our business may not lead to an increase in the value of your investment. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

**19. *An inability to effectively manage our growth and expansion may have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our revenue from operations increased from ₹ 37,401.77 lakhs in Fiscal 2021 to ₹ 65,933.16 lakhs in Fiscal 2023 at a CAGR of 32.77%. Further, our revenue from operations increased by 36.68%, from ₹ 46,867.36 lakhs during nine months ended December 31, 2022 to ₹ 64,060.08 lakhs during nine months ended December 31, 2023. However, we cannot assure that our growth strategy will be successful or that we will be able to continue to expand further, or at the same rate. The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategies, include, strengthening our presence in the APAC region while focusing on our core business, expanding our geographic presence, expand our portfolio of solutions and pursue strategic acquisitions and investments. For further information, see “*Our Business –Strategies*” on page 152.

Our ability to achieve our growth strategies will be subject to a range of factors, including our ability to identify trends and demands in the industry, compete with existing companies in our markets, consistently exercise effective quality control, hire and train qualified personnel and undertake complex chemistries. Many of these factors are beyond our control and we cannot assure that we will succeed in implementing our strategy. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to expand, train, motivate and manage our workforce. We cannot assure that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.

**20. *Our customers may terminate contracts before completion, negotiate adverse terms of the contract or choose not to renew contracts, which could adversely affect our business, cash flows, financial condition and results of operations.***

A substantial portion of our revenues is generated from repeat business, which we define as revenues from a customer who also contributed to our revenues during the prior Fiscal. In Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and 2023, revenue from our repeat customers was ₹ 31,232.74 lakhs, ₹ 42,578.31 lakhs, ₹ 56,280.61 lakhs, ₹ 39,775.88 lakhs and ₹ 54,211.39 lakhs, respectively, representing 83.51%, 84.31%, 85.36%, 84.87% and 84.63% of our revenue from operations, respectively. In addition, our customers can terminate many of our master services agreements and work orders with or without cause, and we cannot assure you that we will be able to recover the investments incurred up to the point of termination. In addition, large and complex projects may involve multiple engagements or stages, and a customer may choose not to

retain us for additional stages or may cancel or delay additional planned engagements. We may not be able to renew our contracts on favourable terms, or to replace any customer that elects to terminate or not renew its contract with us, which could adversely affect our revenue and thus our cash flows, financial condition and results of operations.

Further, our failure to perform or observe any contractual obligations could result in cancellation or non-renewal of a contract, which could cause us to experience a higher than expected number of unassigned employees and an increase in our expenses as a percentage of revenues, until we are able to reduce or reallocate our headcount and may adversely affect our business, cash flows, results of operations and financial condition. For example, some of our customer agreements require us to maintain insurances including workers' compensation insurance, professional liability insurance and commercial general liability insurance throughout the term of such agreements. Some of our customer contracts also require us to have non-solicitation and non exclusivity arrangements. In addition, some of our customer agreements specify that if a change of control of our Company occurs during the term of the agreement, the customer has the right to terminate the agreement. If we fail to comply with such contractual obligations in the future, our customers may terminate agreements with us. If any future event triggers any change of control provision in our customer contracts, these agreements may be terminated, which would result in loss of business and revenues.

***21. We incorporate third-party open source software into our customer deliverables and our failure to comply with the terms of the underlying open source software licenses could adversely impact our customers and create potential liability on us.***

Our solutions may contain software licensed by third parties under so-called "open source" licenses. Our customers could be subject to suits by third parties claiming that what we believe to be licensed open source software infringes such third parties' intellectual property rights, and we are generally required to contractually indemnify our customers against such claims.

Use of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. In addition, certain open source licenses require that source code for software programs that are subject to the license be made available to the public and that any modifications or derivative works to such open source software continue to be licensed under the same terms.

Although we monitor our use of open source software in an effort both to comply with the terms of the applicable open source licenses and to avoid subjecting our customer deliverables to conditions we do not intend, the terms of many open source licenses have not been interpreted by courts in relevant jurisdictions, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our customers' ability to use the software that we develop for them and operate their businesses as they intend. The terms of certain open source licenses may require us or our customers to release the source code of the software we develop for our customers and to make such software available under the applicable open source licenses. In the event that portions of customer deliverables are determined to be subject to an open source license, we or our customers could be required to publicly release the affected portions of source code or re-engineer all, or a portion of, the applicable software. Disclosing our proprietary source code could allow our customers' competitors to create similar products with lower development effort and time and ultimately could result in a loss of sales for our customers. Any of these events could create liability for us to our customers and damage our reputation, which could have an adverse effect on our revenue, business, cash flows, results of operations and financial condition and the market price of our Equity Shares.

***22. We may face intellectual property infringement claims that could be time-consuming and costly to defend. If we fail to defend ourselves against such claims, we may lose significant intellectual property rights and may be unable to continue providing our existing services.***

Our success largely depends on our ability to use and develop our technological solutions without infringing the intellectual property rights of third parties, including patents, copyrights, trade secrets and trademarks. We may be subject to litigation involving claims of patent infringement or violation of other intellectual property rights of third parties. We typically indemnify customers who purchase our services and solutions against potential infringement of intellectual property rights, which subjects us to the risk of indemnification claims. These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers, regardless of the merits of these claims and are often not subject to liability limits or exclusion of consequential, indirect or punitive damages. If any of these claims succeed, we may be forced to pay damages on behalf of our

customers, redesign or cease offering our infringing services or solutions, or obtain licenses for the intellectual property such services or solutions infringe. If we cannot obtain all necessary licenses on commercially reasonable terms, our customers may be forced to stop using our services or solutions.

The holders of patents and other intellectual property rights potentially relevant to our service offerings may make it difficult for us to acquire a license on commercially acceptable terms or at all, which could have an adverse impact on our ability to deliver the relevant service offerings and hence on our business. Also, we may be unaware of intellectual property registrations or applications relating to our services that may give rise to potential infringement claims against us. There may also be technologies licensed to and relied on by us that are subject to infringement or other corresponding allegations or claims by third parties which may damage our ability to rely on such technologies.

Further, our current and former employees could challenge our exclusive rights in the software they have developed in the course of their employment. We cannot assure that we would be successful in defending against any claim by our current or former employees challenging our exclusive rights over the use and transfer of works those employees created or requesting additional compensation for such works.

We are subject to additional risks as a result of our recent and possible future acquisitions and the hiring of new employees who may misappropriate intellectual property from their former employers. The developers of the technology that we have acquired or may acquire may not have appropriately created, maintained or enforced intellectual property rights in such technology. Indemnification and other rights under acquisition documents may be limited in term and scope and may therefore provide little or no protection from these risks. Parties making infringement claims may be able to obtain an injunction to prevent us from delivering our services or using technology involving the allegedly infringing intellectual property. Intellectual property litigation is expensive and time-consuming and could divert management's attention from our business. A successful infringement claim against us, whether with or without merit, could, among others things, require us to pay substantial damages, develop non-infringing technology, or rebrand our name or enter into royalty or license agreements that may not be available on acceptable terms, if at all, and would require us to cease making, licensing or using products that have infringed a third party's intellectual property rights. Protracted litigation could also result in existing or potential customers deferring or limiting their purchase or use of our software product development services or solutions until resolution of such litigation, or could require us to indemnify our customers against infringement claims in certain instances. Any intellectual property claim or litigation in this area, whether we ultimately win or lose, could damage our reputation and adversely affect our business, cash flows, financial condition and results of operations.

**23. *We are unable to trace certain of our corporate filings for certain allotments of equity shares of our Company. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to such matters, which may adversely impact our financial condition and reputation.***

We have been unable to trace form filings, board and shareholders resolutions and challans for certain allotments of equity shares of our Company as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("MCA Portal") or in the physical records available at the RoC premises. Despite conducting internal searches and engaging an independent practicing company secretary, i.e., Kavita Raju Joshi, to conduct a physical search of our records at the RoC, we have not been able to trace the following documents:

1. Shareholders resolution for approval of scheme of amalgamation and allotment of 1,04,000 equity shares pursuant to scheme of amalgamation on March 31, 2003;
2. Shareholders resolution for allotment of 30,00,247 equity shares pursuant to initial public offering on October 17, 2005;
3. Form 23 and challan in relation to the allotment of 2,25,000 equity shares on preferential basis pursuant to swap of shares dated February 19, 2008; and
4. Form 23 and challan in relation to the allotment of 10,81,961 equity shares pursuant to scheme of amalgamation dated August 8, 2011

Accordingly, we have relied upon the ROC search certificate dated March 11, 2024 prepared by Kavita Raju Joshi for the disclosures in relation to the abovementioned allotments in this Preliminary Placement Document. While the information in relation to the corporate actions has been disclosed in the "Capital Structure" and "Board of Directors and Senior Management" sections on pages 90 and 157, respectively, based on the

available records including the RoC search certificate, board and shareholders resolutions and minutes of our Board, to the extent available, we may not be able to furnish any further documents evidencing such allotments or transfers. We cannot assure you that the form filings which we have not been able to locate will be available in the future or that the information gathered through other available documents is correct. Further, we cannot assure you that the filing was done, at all or in timely manner, and that we shall not be subject to penalties on this account.

Additionally, while no legal proceedings or regulatory action has been initiated against our Company in relation to the aforementioned matter as of the date of this Preliminary Placement Document, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the aforesaid missing statutory filings.

**24. Our Statutory Auditors have included an emphasis of matter in their audit report on the audited consolidated financial statements as at and for the year ended March 31, 2021. Further, our Statutory Auditors have included certain remarks in their audit reports and certain qualifications in the annexure to their audit reports on the Companies (Auditor's Report) Order, 2016 / Companies (Auditor's Report) Order, 2020, for the years ended March 31, 2021, 2022 and 2023.**

Our Statutory Auditors have included the following emphasis of matter in their audit reports on the audited consolidated financial statements as at and for the year ended March 31, 2021.

*“We draw attention to note 4.02 to the consolidated financial statements, in respect of accelerated depreciation charged by the Group on intangible assets held by certain overseas subsidiaries in accordance with the management estimates. Our opinion is not modified in respect of this matter.”*

*“\*Note 4.02 The Company has built robust IP based products which have now matured and surpassed the phase requiring heavy investments, costs incurred on R&D and product development were expensed out as a part to implement a uniform policy of accounting for the product development costs across all the group companies. Accordingly, intangibles assets have been expensed out and depleted from carrying and accumulated value of Computer Software block.”*

For further information, see, “Financial Information” and “Management's Discussion and Analysis of Financial Conditions and Results of Operations - Reservations, qualifications or adverse remarks by Statutory Auditors” on pages 225 and 122, respectively.

Further, our Statutory Auditors have included the following remarks in their audit reports and qualifications in the annexure to their audit reports on the Companies (Auditors Report) Order, 2016/ Companies (Auditor's Report) Order, 2020 (“CARO”) for Fiscal 2021, 2022 and 2023:

***Fiscal 2023***

***CARO - Standalone financial statements***

*“vii(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees' state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. As regards reporting on balances in arrears as at the last day of the financial year for a period exceeding six months from the date they become due, there was GST input tax credit (ITC) reversal amounting to Rs. 28.99 lakhs. Also, there was interest thereon amounting to Rs.6.28 lakhs, which has been paid after 31st March 2023.”*

***CARO - Consolidated financial statements***

*“In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, and based on the consideration of reports of auditors in respect of subsidiaries, we state that the qualification or adverse remarks by the respective auditors in their reports on Companies (Auditor's Report) Order, 2020 of the companies included in the Consolidated Financial Statements as under*

Sr. No.	Name	CIN	Nature of Relationship	Clause number of the CARO Report
1	Aurionpro Toshi Automatic Systems Private Limited	U31903DL2011PTC218013	Subsidiary	xvii
2	Aurofidel Outsourcing Limited	U72900MH2008PLC179836	Subsidiary	xvii
3.	Aurionpro Payment Solutions Private Limited	U72900MH2021PTC364601	Subsidiary	xvii

#### **Fiscal 2022**

##### CARO – Standalone financial statements

“(vii)(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees’ state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. As regards reporting on balances in arrears as at the last day of the financial year for a period exceeding six months from the date they become due, there was GST input tax credit (ITC) reversal amounting to Rs.38.41 lakhs. Also, there was interest thereon amounting to Rs.8.43 lakhs, which has been paid after 31/03/2022.”

#### **Fiscal 2021**

##### CARO – Standalone financial statements

“(vii)(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees’ state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. The following balances remained in arrears as at the last day of the financial year for a period exceeding six months from the date they become due–

Name of the Statute	Nature of Dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Goods and Service Tax (GST)	GST input credit Reversal and Interest on GST	60,73,612/-	FY 2018-21	Various Due Dates*	Nil	Nil

\*GST due date – 20th of the subsequent months.”

##### Remark in the audit reports on the standalone financial statements

“10(g)(iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company, except for Rs.2,350/- pertaining to financial year 2011-12 is yet to be transferred to IEPF. The Company has initiated necessary procedure in this regard for completion of the same.”

##### Remark in the audit reports on the consolidated financial statements

“11(h)(iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India, except for Rs.2,350/- pertaining to the Holding Company for the financial year 2011-12 is yet to be transferred to IEPF. The Holding Company has initiated necessary procedure in this regard for completion of the same.”

There can be no assurance that any similar emphasis of matters, remarks or other matters prescribed under the Companies (Auditor’s Report) Order, 2020, will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

#### **25. Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which may impact on our financial condition, cash flows and results in operations.**

We maintain standard insurance policies for our assets and our employees. Our insurance policies includes: (i) standard cover policy; (ii) electronic equipment policy; (iii) public liability insurance; (iv) burglary insurance

policy; (v) consequential loss (fire) insurance; (vi) marine cargo open policy; and (vii) mediclaim policy. For further information, see “*Our Business – Insurance*” on page 157. The following tables set forth details of coverage of our insurance policies against the total insurable assets in the years/ periods indicated:

Particulars	As of / For the Year Fiscal 2021		As of / For the Year Fiscal 2022		As of / For the Year Fiscal 2023	
	Amount (₹ lakhs)	Percentage of the Total Insurable Assets*	Amount (₹ lakhs)	Percentage of the Total Insurable Assets*	Amount (₹ lakhs)	Percentage of the Total Insurable Assets*
Coverage of Insurance Policies	38,565.00	100%	33,656.00	100%	36,671.00	100%

\*Insurable Assets include plant and machinery, building, hardware, servers, computers, printers and crockeries.

Particulars	As of / For the nine months ended December 31, 2022		As of / For the nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of the Total Insurable Assets*	Amount (₹ lakhs)	Percentage of the Total Insurable Assets*
Coverage of Insurance Policies	31,995.00	100%	44,859.00	100%

\*Insurable Assets include plant and machinery, building, hardware, servers, computers, printers and crockeries.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. We are also required to maintain certain insurance policies under our customer agreements, such as professional liability insurance and commercial liability insurance under our customer agreements. Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected. In Fiscal 2021, 2022, 2023 and in the nine months ended December 31, 2022 and 2023, we received insurance amount of ₹ 6.92 lakhs, ₹ 13.51 lakhs, ₹ 7.18 lakhs, ₹ 3.66 lakhs and ₹ 1.47 lakhs, respectively.

**26. We have certain contingent liabilities that have been disclosed in our Unaudited Interim Condensed Financial Statements, which if they materialize, may adversely affect our results of operations, cash flows and financial condition.**

As of December 31, 2023, our contingent liabilities that have been disclosed in our Unaudited interim Condensed Financial Statements, were as follows:

Particulars	Amount (₹ lakhs)
Guarantees given by the Company on behalf of its Subsidiaries	4,046.21
Disputed Liabilities not provided for Taxation matters and legal cases	1,157.21

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations. For further information, see “*Management’s Discussion and Analysis of Condition and Results of Operation*” and “*Financial Information*” on page 97 and 225, respectively.

**27. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest.**

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These transactions include, among other things, remuneration to Non-executive Directors, Independent Directors and Key Managerial Personnel and loans to Subsidiaries. While all such transactions have been conducted on an arm’s length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Further, it is likely that we may enter into additional related party transactions in the future.

Such future related party transactions may potentially involve conflicts of interest. The tables below provide details of absolute sum of all related party transactions and the percentage of such related party transactions to our revenue from operations in the years/ periods indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Nine months ended December 31, 2022	Nine months ended December 31, 2023
	<i>(₹ lakhs, except percentages)</i>				
Absolute sum of all Revenue Related Party Transactions	760.69	1011.86	808.78	539.84	1688.31
Revenue from Operations	37401.77	50501.22	65933.16	46867.36	64060.08
Absolute sum of all Revenue Related Party Transactions as a Percentage of Revenue from Operations	2.03%	2.00%	1.23%	1.15%	2.64%

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Nine months ended December 31, 2022	Nine months ended December 31, 2023
	<i>(₹ lakhs, except percentages)</i>				
Absolute sum of all Expenses Related Party Transactions*	1797.8	1878.93	1763.34	1,429.54	1,284.68
Total Expense	44544.11	41566.96	54090.67	38250.76	52435.79
Absolute sum of all Expenses Related Party Transactions as a Percentage of Revenue from Operations	4.04%	4.52%	3.26%	3.74%	2.45%

\*Net of recovery of Expenses. In Fiscal 2021, 2022, 2023 and in the nine months ended December 31, 2022 and 2023, the net of recovery of expenses was ₹ 413.24 lakhs, ₹ 421.50 lakhs, ₹ 566.64 lakhs, ₹ 316.59 lakhs and ₹ nil.

For further information on our related party transactions, see “*Related Party Transactions*” on page 46.

**28. Our Company and Subsidiaries are involved in certain legal and tax proceedings. Any adverse decision in such proceedings or in any future proceedings may have an adverse effect on our business, financial condition, cash flows and results of operations.**

There are outstanding legal and tax proceedings involving our Company and certain Subsidiaries which are pending at different levels of adjudication. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. The summary of such outstanding material legal and regulatory proceedings as on the date of this Preliminary Placement Document is set out below:

Types of Proceedings	Number of Cases	Amount (in ₹ lakhs)*
<b>Litigation against our Company and Subsidiaries</b>		
Material civil litigation against our Company	1	730.21
Direct and indirect tax proceedings against our Company	3	386.77
Direct and indirect tax proceedings against our Subsidiaries	2	40.23
<b>Total</b>	<b>6</b>	<b>1,157.21</b>

\*To the extent ascertainable and quantifiable.

We cannot assure you that any of these matters will be settled in favour of our Company, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings or any future proceedings may have an adverse effect on our business, financial condition, prospects, cash flows, results of operations and our reputation. For further information, see “*Legal Proceedings*” on page 220.

We may also be exposed to disciplinary action taken by SEBI and Stock Exchanges with respect to, among others, our failure to comply with our obligations as a listed company under applicable law. For instance, in November 2022 and subsequently in February 2023, our Company received notices from the BSE and NSE noting ongoing non-compliance with Regulation 17(1) of the SEBI Listing Regulations, as the number of independent directors on the board of directors constituted less than half of the total number of directors of the Company. Pursuant to the notices, our Company paid a total fine of ₹ 4.37 lakhs each, to the BSE and NSE, respectively, including GST. As of date of this Preliminary Placement Agreement, our Company is compliant with Regulation 17(1) of the SEBI Listing Regulations. We cannot assure you that we will not be exposed to any disciplinary action (including penalties imposed) by SEBI or Stock Exchanges in the future, which risk if it materialises, may have an adverse effect on our business, financial condition, prospects, cash flows, results of operations and our reputation.



- 29. *Our Promoters and members of the Promoter Group have encumbered their Equity Shares by way of pledge. Any exercise of such encumbrance could dilute the shareholding of our Promoters and consequently dilute the aggregate shareholding of our Promoters, which may materially and adversely affect our business and financial condition.***

As of the date of this Preliminary Placement Document, our Promoters and members of the Promoter Group hold 7,423,368 Equity Shares constituting 29.91% of our pre-Issue equity share capital of our Company of which 1,576,000 Equity Shares, aggregating to 6.35% of the pre-Issue equity share capital of our Company are pledged in favour of SBICAP Trustee Company Limited for a loan availed by our Company. Any default under the agreements pursuant to which these Equity Shares have been pledged will entitle the pledgee to enforce the pledge over these Equity Shares and may result in invocation of pledge. If this happens, the aggregate shareholding of the Promoters may be diluted. As a result, we may not be able to conduct our business or implement our strategies, and as currently planned, which may materially and adversely affect our business and financial condition.

- 30. *We may be unable to maintain or renew our statutory and regulatory permits, licences, lease deeds and approvals required to operate our business.***

We require certain statutory and regulatory permits and approvals to operate our business. These include export certification from Software Technology Park of India, Ministry of Electronic and Information Technology, Government of India, import export code by Directorate of Foreign Trade, registration with the Employee State Insurance Corporation, Legal Entity Identifier code, registration under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017, and other tax related approvals. For example, the export certification of our Subsidiary, SC Soft Private Limited, has expired and the renewal is under process. We may not, at all points of time, have all approvals required for our business. In addition, the Company has entered into several lease deeds in order to lease the property where their offices are situated. These may expire in the ordinary course. In the event that we are unable to comply with any or all of these terms and conditions or seek waivers or extensions of time for complying with these terms and conditions, it is possible that the license providers may revoke this license or may place stringent restrictions on our operations. This may result in the interruption of all or some of our operations. If we fail to obtain, renew or maintain the required permits, licences, lease deeds or approvals, including those set out above, we could be subjected to penalties by the relevant regulatory authorities, which may result in the interruption of our operations or delay or prevent our expansion plans and may have an adverse effect on our business, financial condition, results of operations and cash flows.

- 31. *Data networks are vulnerable to attacks, unauthorised access and disruptions. Losses or liabilities that are incurred as a result of any of the foregoing could adversely affect our business, cash flows, financial condition and results of operations.***

Our computer networks may be vulnerable to unauthorised access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by third parties or employees. Although we have not experienced such attacks in the past, we cannot assure you that our security systems in place can prevent any such attacks in the future or that we will be able to handle such attacks effectively. A hacker who circumvents security measures could misappropriate proprietary information, including personally identifiable information, or cause interruptions or malfunctions in our operations. Further, computer attacks or disruptions may jeopardise the security of information stored in and transmitted through our computer systems.

The services we provide are often critical to our customers' businesses. Certain of our customer contracts require us to comply with security obligations including maintaining network security and backup data, ensuring our network is virus-free, maintaining business continuity planning procedures, and verifying the integrity of employees that work with our customers by conducting background checks. Any failure in a customer's system or breach of security relating to the services we provide to the customer could damage our reputation or result in a claim for substantial damages against us. Any significant failure of our equipment or systems, or any major disruption to basic infrastructure like power and telecommunications in the locations in which we operate, could impede our ability to provide services to our customers, have a negative impact on our reputation, cause us to lose customers, and adversely affect our business, cash flows, financial condition and results of operations.

Due to security considerations, access to our servers and the services of third parties is typically controlled by multifactor authentication. Failure to access these servers and services including due to loss of any certificate, key and passwords required in this respect, may result in loss of access to our servers or the services of third parties, which may result in a loss of data, which could have an adverse effect on our business, results of operations, cash flows and financial condition.

**32. *Inability to meet our obligations, including financial covenants and restrictive covenants, under our financing agreements may lead to, amongst others, immediate repayment of amounts due, accelerated repayment schedule, enforcement of security and suspension of further drawdowns, which may adversely affect our business, cash flows, results of operations and financial conditions.***

We have entered into agreements with certain banks and financial institutions for short-term and long-term borrowings. In order to secure our financing arrangements, we have, among others, created charges over our entire receivables, stock in process and computers, furniture and fixtures, and plant and machinery. As of February 29, 2024, our secured borrowings (current and non-current) amounted to ₹ 7,089.60 lakhs, and our unsecured borrowings (current and non-current) amounted to ₹ 4,386.89 lakhs. In the event of a default by us under any loan facility, the respective lender may enforce its rights against us, including by way of appropriation and sale of assets provided as security. We cannot assure you that we will not default on any of our repayment obligations or other terms of the borrowing arrangements in the future or that our respective lenders will not enforce their rights upon such default.

Some of the financing arrangements entered into by us include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement.

Some of the corporate actions that require prior consents from certain lenders include, amongst others, altering our capital structure, dilution in shareholding of our Promoter of our Company, investment for acquisition of new businesses or entities, effecting any change in the composition of the board of directors of our Company and its management and control, effecting any change in the constitution of our Company, opening of current accounts with other banks and amending constitutional documents.

While all necessary consents for the Issue have been obtained, a failure to observe the covenants under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities and suspension of further access/ withdrawals, either in whole or in part, for the use of the facility. Pursuant to clauses in certain financing agreements, any defaults under such facilities may also trigger cross default or cross acceleration provisions under our other financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our long term working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing.

**33. *Our Promoters and members of our Promoter Group will continue to hold a significant equity stake in our Company after the Issue and their interests may differ from those of the other shareholders.***

As on the date of this Preliminary Placement Document, our Promoters and members of the Promoter Group collectively held 29.91% of the paid-up equity share capital of our Company on a fully diluted basis. After the completion of the Issue, our Promoters along with the members of Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditure or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

**34. *If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls. Such instances may also adversely affect our reputation, thereby adversely impacting our business, cash flows, results of operations and financial condition.

**35. *Our business depends on a strong brand and corporate reputation and if we are not able to maintain and enhance our brand, our ability to grow our business and our results of operations, cash flows and financial condition may be adversely affected.***

Since many of our specific customer engagements involve tailored solutions, our corporate reputation is a significant factor in our customers' and prospective customers' determination of whether to continue engaging us or hire us for prospective services. Our corporate reputation is susceptible to damage by various factors such as actions or statements made by current or former employees or customers, competitors and adversaries in legal proceedings, as well as members of the investment community and the media. There is a risk that negative information about our Company, even if based on false rumours or misunderstandings, could adversely affect our business. Damage to our reputation could be difficult and time-consuming to repair, especially due to the competitiveness in our industry, which could make potential or existing customers reluctant to select us for new engagements, resulting in a loss of business, and could adversely affect our employee recruitment and retention efforts. Damage to our reputation could also reduce the value and effectiveness of our brand name, could reduce investor confidence in us, affect the price of our Equity Shares and adversely affect our ability to grow our business and our results of operations, cash flows and financial condition.

**36. *Undetected software design defects, errors or failures may result in loss of or delay in market acceptance of our services or in liabilities that could adversely affect our business, cash flows, financial condition and results of operations.***

Our software development solutions involve a high degree of technological complexity and have unique specifications which could contain design defects or software errors such as errors in coding or configuration that are difficult to detect and correct. Errors or defects may result in the loss of current customers and loss of, or delay in, revenues, loss of market share, loss of customer data, a failure to attract new customers or achieve market acceptance, diversion of development resources and increased support or service costs. We cannot assure you that, despite testing by us and our customers, errors will not be found in new software product development solutions, which could result in litigation and other claims for damages against us and thus could adversely affect our business, cash flows, financial condition and results of operations.

**37. *Our business, cash flows, results of operations and financial condition could be negatively affected if we incur legal liability, including with respect to our indemnification obligations, in connection with providing our solutions and services.***

If we fail to meet our contractual obligations or otherwise breach obligations to our customers, we could be subject to legal liability and our contracts might not always protect us adequately through limitations on the scope and/or amount of our potential liability.

In the normal course of business, we have entered into contractual arrangements through which we may be obligated to indemnify customers or other parties with whom we conduct business with respect to certain matters. These arrangements can include provisions whereby we agree to defend and hold the indemnified party and certain of their affiliates harmless with respect to claims related to matters including our breach of certain representations, warranties or covenants made by us, or out of our intellectual property infringement, our negligence or misconduct, and certain other claims. Payments by us under any of these arrangements are generally conditioned on the customer making a claim and providing us with full control over the defence and settlement of such claim. It is not possible to determine the maximum potential amount under these indemnification agreements due to the unique facts and circumstances involved in an agreement, and any claims

under these agreements may not be subject to liability limits or exclusion of consequential, indirect or punitive damages. However, if events arise requiring us to make payment for indemnification claims under our indemnification obligations in contracts we have entered, such payments could have an adverse impact on our business, cash flows, financial condition and results of operations.

**38. *We may be unable to protect our intellectual property adequately, which could harm our business, results of operations, financial condition, and cash flows.***

We rely on trademarks, confidentiality agreements and other methods to protect our technical know-how and intellectual property rights. As of the date of this Preliminary Placement Document, we have 13 trademarks registered in India. For more information, see “*Our Business- Intellectual Property Rights*” on page 157.

To protect our and our customers’ proprietary information and other intellectual property, we require our employees and customers to enter into written agreements with us which include confidentiality obligations. These agreements may not provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorised use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. Policing unauthorised use of proprietary technology is difficult and expensive. The steps we have taken may be inadequate to prevent the misappropriation of our and our customers’ proprietary technology. Reverse engineering, unauthorised copying or other misappropriation of our and our customers’ proprietary technologies, IT assets and applications could enable third parties to benefit from our or our customers’ technologies, IT assets and applications without paying us, and our customers may hold us liable for that act and seek damages and compensation from us, which could harm our business, financial condition and competitive position.

Further, we rely on our trademarks and brand names to distinguish our services and solutions from the services of our competitors. We have made applications to register our trademarks and as of the date of this Preliminary Placement Document, we have 10 trademark applications pending in India, of which one application has been objected. Third parties may have objections to our trademark applications, or otherwise challenge our use of our trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our services and solutions, which could result in loss of brand recognition, and could require us to devote resources to advertising and marketing new brands. Further, we cannot assure you that competitors will not infringe our trademarks, or that we will have adequate resources to enforce our trademarks.

**39. *Our international sales and operations are subject to many uncertainties and we are exposed to foreign currency exchange rate fluctuations.***

We transact business in various currencies other than the Indian rupee and have significant customers abroad, which subject us to currency exchange risks. As of December 31, 2023, the net foreign currency exposure of our Company was USD 2.18 million, AED 0.01 million and Euro 0.01 million. Any fluctuations in foreign currency exchange rates may have an asymmetric impact on our profits, results of operations, financial condition and cash flows and consequently on our business condition and profitability.

As we provide IT services to certain customers outside India, we are subject to numerous, and sometimes conflicting, legal rules on matters as diverse as tariffs, taxation, sanctions, government affairs, internal and disclosure control obligations, data privacy and labour relations, particularly in India where we operate. A significant portion of our systems and operations are located in India and laws and regulations that are applicable to us, but not to our competitors, may impede our ability to develop and offer services that compete effectively with those offered by our non-India based competitors and generally available worldwide. Violations of laws or regulations in the conduct of our business could result in fines, criminal sanctions against us or our officers, prohibitions on doing business, damage to our reputation and other unintended consequences such as liability for monetary damages, fines and/or criminal prosecution, unfavourable publicity, restrictions on our ability to process information and allegations by our customers that we have not performed our contractual obligations. Due to the varying degrees of development of the legal systems of the countries in which we operate, local laws might be insufficient to protect our rights. Our failure to comply with applicable legal and regulatory requirements could adversely affect our business, cash flows, financial condition and results of operations.

Additional risks associated with international operations include difficulties in enforcing intellectual property and/or contractual rights, the burdens of complying with a wide variety of foreign laws, potentially adverse tax consequences, tariffs, quotas and other barriers and potential difficulties in collecting accounts receivable. In

addition, we may face competition in other countries from companies that may have more experience with operations in such countries or with international operations. Additionally, such companies may have long-standing or well-established relationships with customers, which may put us at a competitive disadvantage. We may also face difficulties integrating new facilities in different countries into our existing operations, as well as integrating employees that we hire in different countries into our existing corporate culture. There can be no assurance that these and other factors will not impede the success of our international expansion plans, limit our ability to compete effectively in other countries or otherwise adversely affect our business, cash flows, financial condition and results of operations.

**40. *If we are not successful in managing increasingly large and complex projects, we may not achieve our financial goals and our results of operations, financial condition and cash flows could be adversely affected.***

To successfully market our service offerings and obtain larger and more complex projects, we need to establish close relationships with our customers and develop a thorough understanding of their operations. In addition, we may face a number of challenges managing larger and more complex projects, including maintaining high-quality control and process execution standards; maintaining planned resource utilisation rates on a consistent basis; maintaining productivity levels and implementing necessary process improvements; controlling costs; and maintaining close customer contact and high levels of customer satisfaction.

Our ability to successfully manage large and complex projects depends significantly on the skills of our management personnel and IT professionals, some of whom do not have experience managing large-scale or complex projects. In addition, large and complex projects may involve multiple engagements or stages, and there is a risk that a customer may choose not to retain us for additional stages or may cancel or delay additional planned engagements. Such cancellations or delays may make it difficult to plan our project resource requirements. If we fail to successfully obtain engagements for large and complex projects, we may not achieve our revenue growth and other financial goals. Even if we are successful in obtaining such engagements, a failure by us to effectively manage these large and complex projects could damage our reputation, cause us to lose business, impact our margins and adversely affect our business, cash flows, financial condition and results of operations.

**41. *We may not be able to recognise revenues in the period in which our services are performed until all acceptance criteria specified by the customer is fulfilled with respect to such services and this may cause our margins to fluctuate.***

Revenue is recognised upon transfer of control of products or services to customers to the extent of an amount that reflects the consideration that we expect to receive in exchange for these products or services. In instances where final acceptance of the system or solution is specified by the customer, revenues are deferred until all acceptance criteria have been met. Our failure to meet all the acceptance criteria, or otherwise meet a customer's expectations, may result in our having to record the cost related to the performance of services in the period that services were rendered, but there can be timing difference of revenue recognition to a future period in which all acceptance criteria have been met.

**42. *Certain properties from which we operate are not owned by us and we have only leasehold rights. If we are unable to renew our current leases or if we renew them on terms which are detrimental to us, we may suffer a disruption in our operations or increased relocating costs, or both, which could adversely affect our business, results of operations, cash flows and financial condition.***

A majority of our offices from where we operate are on lease. There is no guarantee that these leases/ licenses will be renewed or extended once their terms are complete. If we are unable to renew or extend our current leases/ licenses, or if we renew or extend them on terms which are detrimental to us, we may suffer a disruption in our operations or increased relocating costs, or both, which could adversely affect our business, results of operations, cash flows and financial condition.

**43. *Certain sections of this Preliminary Placement Document disclose information from the reports titled “Credit Lending Operations, 2022 – Market and Vendor Landscape”, “Cloud Infrastructure Market in India 2023 - 2028”, “Global Transit Ticketing & Fare Collection Report” and “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031” and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

Certain industry and market data used in this Preliminary Placement Document has been derived from the industry reports titled “*Credit Lending Operations, 2022 – Market and Vendor Landscape*” prepared and issued by Chartis Research, report titled “*Cloud Infrastructure Market in India 2023 - 2028*” prepared and issued by Netscribes (India) Private Limited, report titled “*Global Transit Ticketing & Fare Collection Report*” prepared and issued by Global Mass Transit Research, and report titled “*Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031*” prepared and issued by Coherent Market Insights to enable the investors to understand the industry in which we operate in connection with the Issue. The aforesaid reports are subject to various limitations and based upon certain assumptions that are subjective in nature. Prospective investors are advised not to unduly rely on the reports or extracts thereof as included in this Preliminary Placement Document, when making their investment decisions.

**44. Our Promoters, certain of our Directors, Key Managerial Personnel and members of our Senior Management hold Equity Shares in our Company and are therefore interested in our Company’s performance in addition to their remuneration and reimbursement of expenses.**

Our Promoters, certain of our Directors, Key Managerial Personnel and members of our Senior Management are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or the shareholding of their relatives in our Company. The table below sets forth the details of shareholding of our Promoters, Directors, Key Managerial Personnel and members of our Senior Management, as applicable:

Names	Number of Equity Shares	Percentage (%) of total pre-Issued and paid up shareholding
<b>Promoters</b>		
Paresh Chandulal Zaveri	42,71,301	17.21%
Amit Rameshchandra Sheth	16,09,011	6.48%
<b>Directors</b>		
Paresh Chandulal Zaveri	42,71,301	17.21%
Amit Rameshchandra Sheth	16,09,011	6.48%
Ashish Rai	18,31,965	7.38%
Ajay Dilkhush Sarupria	11,68,094	4.71%
Mahendra Singh Mehta	1,06,838	0.43%
Rajeev Uberoi	1,000	Negligible
Sudha Bhushan	3,099	Negligible
<b>Key Managerial Personnel</b>		
Paresh Chandulal Zaveri	42,71,301	17.21%
Ashish Rai	18,31,965	7.38%
Vipul Parmar	12,995	0.05%
Ninad Prabhakar Kelkar	1,000	Negligible
<b>Senior Management Personnel</b>		
Vipul Parmar	12,995	0.05%
Ninad Prabhakar Kelkar	1,000	Negligible
Sanjay Bharat Bali	5,229	0.02%
Shekhar Mullatti	51,945	0.21%
Juveri Mukherjee	20	Negligible

We cannot assure you that our Promoters, Directors, Key Managerial Personnel and members of our Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. For further information, see “*Capital Structure*”, and “*Board of Directors and Senior Management*” on pages 90 and 157, respectively.

**45. Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on Equity and Return on Capital Employed have been included in this Preliminary Placement Document. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.**

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA Margin, PAT Margin, Return on Equity and Return on Capital Employed have been included in this Preliminary Placement Document. We compute and disclose such

non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance.

These Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

## External Risk Factors

### ***46. Changing laws, rules and regulations in India could lead to new compliance requirements that are uncertain.***

Our business, financial performance, cash flow and results of operations could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. Our business, cash flows, financial condition, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The regulatory and policy environment in which we operate are evolving and are subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has recently introduced the Code on Social Security, 2020 (“**Social Security Code**”); the Occupational Safety, Health and Working Conditions Code, 2020; the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations (collectively, the “**Labour Codes**”). The GoI has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees’ provident fund. In another example, the GoI has made it mandatory for business establishments with turnover above a certain size to offer digital modes of payment from November 2019, with no charges being levied on the consumers or the merchants by banks and payment service providers. Such measures could adversely impact our income streams in the future and adversely affect its financial performance.

Further, in India, the Supreme Court, in a judgment delivered on August 24, 2017, has held that the right to privacy is a fundamental right. Following this judgment, the Government of India passed the Digital Personal Data Protection Act, 2023. The Act aims to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. All data fiduciaries, determining the purpose and means of processing personal data, are mandated to provide an itemized notice in plain and clear language containing a description of the personal data sought to be collected along with the purpose of processing such data. This act further provides that where consent is the basis of processing personal data, the data principal providing the consent, may withdraw such consent at any time.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may

impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows, financial condition and prospects. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our financial conditions, cash flows and results of operations.

**47. *Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States of America, Europe and certain emerging economies in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The ongoing Russia-Ukraine conflict and Israeli-Palestinian conflict could result in increased volatility in, or damage to, the worldwide financial markets and economy. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, cash flows and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

**48. *We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was recently notified. The Competition Amendment Act amends the Competition Act and gives the CCI additional powers to prevent



practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

**49. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

**50. *We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Our business, operations, financial performance and the market price of our Equity Shares is affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies; and
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

**51. *If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business,

results of operations, cash flows and financial condition may be adversely affected. There can be no assurance that Indian inflation levels will not worsen in the future.

**52. *A downgrade in ratings of India, may affect the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

**53. *Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.***

Our Company prepares its annual financial statements in accordance with Ind AS, which differs in certain important aspects from U.S. GAAP, IFRS and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, financial condition and cash flows could be substantially different. Accordingly, the degree to which the financial statements prepared in accordance with Ind AS included in this Preliminary Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Prospective investors should review the accounting policies applied in the preparation of the financial statements included in this Preliminary Placement Document and consult their own professional advisers for an understanding of the differences between these accounting policies and those with which they may be more familiar. Any reliance by persons not familiar with Ind AS on the financial information presented in this Preliminary Placement Document should accordingly be limited.

**54. *We are subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advise investors to be extra cautious while dealing in these securities and advise market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

We are subjected to general market conditions which includes significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

Since our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we are subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading and these restrictions may continue post listing of the Equity Shares, pursuant to the Issue. These restrictions may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

***Risks in Relation to the Equity Shares and the Issue***

**55. *We cannot guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Stock Exchanges in a timely manner, or at all.***

In accordance with Indian law and practice, after our Board or a duly constituted committee passes the resolution to allot the Equity Shares but prior to crediting such Equity Shares into the Depository Participant accounts of the QIBs, we are required to apply to the Stock Exchanges for listing and trading approvals. After receiving the listing and trading approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the Depository Participant accounts of the respective QIBs and apply for the final listing and trading approvals from the Stock Exchanges. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted. There could be a failure or delay in obtaining these approvals from the Stock Exchanges, which in turn could delay the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining these approvals would restrict an investor's ability to dispose of their Equity Shares. For instance, in relation to the 9,02,935 Equity Shares allotted on March 28, 2024, by way of a preferential allotment, our Company has filed the applications for obtaining the listing approvals from BSE and NSE on April 2, 2024, and are yet to receive the listing approval. Post receipt of the listing approval, our Company will apply for trading approvals from BSE and NSE, accordingly. For further details, see "*Capital Structure - Equity Share capital history of our Company*" on page 90.

Bidders can start trading the Equity Shares allotted to them in the Issue only after they have been credited to an investor's demat account, are listed and are permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same.

Further, we cannot assure you that the Equity Shares allocated to an investor will be credited to the investor's demat account, that listing and trading approvals will be issued by the Stock Exchanges in a timely manner, or at all, or that trading in the Equity Shares will commence in a timely manner, or at all. In accordance with applicable Indian laws and regulations and the requirements of the Stock Exchanges, in principle and final approvals for the listing and trading of the Equity Shares to be issued pursuant to the Issue will not be applied for by us or granted by the Stock Exchanges until after such Equity Shares have been issued and allotted by us on the Closing Date. If there is a failure or a delay in obtaining such approvals, we may not be able to credit the Equity Shares allotted to you to your Depository Participant account or assure ownership of such Equity Shares by you in any manner promptly after the Closing Date or at all. In any such event, your ownership over the Equity Shares allotted to you and your ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, see "*Issue Procedure*" on page 176.

**56. *Your ability to acquire and sell Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Preliminary Placement Document; you will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on Stock Exchanges for a period of one year from the date of the allotment of the Equity Shares.***

No actions have been taken to permit an offering of the Equity Shares offered in the Issue in any jurisdiction, except for India. As such, your ability to acquire Equity Shares offered in the Issue is restricted by the distribution and solicitation restrictions set forth in "*Selling Restrictions*" on page 193. Further, the Equity Shares offered in the Issue are subject to restrictions on transferability and resale. Pursuant to the SEBI ICDR Regulations, QIBs will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares. For further information, see "*Transfer Restrictions and Purchaser Representations*" on page 201. You are required to inform yourself on, and observe, these restrictions. Our Company and its representatives and agents will not be obligated to recognise any acquisition, transfer or resale of the Equity Shares offered in the Issue made other than in compliance with applicable law.

**57. *Any future issuance of Equity Shares could dilute the holdings of investors and could adversely affect the market price of the Equity Shares.***

Our Company may be required to finance our future growth through additional equity offerings. Any future issuance of Equity Shares by our Company, including pursuant to the proposed Preferential Issue, could dilute investors' holdings and could adversely affect the market price of the Equity Shares. In addition, any future issuances of Equity Shares, sales by any significant shareholder or a perception in the market that such issuance or sale may occur, could adversely affect the trading price of the Equity Shares. Such securities may also be issued at a price below the then current trading price of the Equity Shares. These sales could also impair our Company's ability to raise additional capital from the sale of Equity Shares. Our Company cannot assure you that it will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares.

**58. *We cannot assure payment of dividends on the Equity Shares in the future.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and subsequent approval of Shareholders and will depend on factors that our Board of Directors and Shareholders deem relevant, including among others, our future earnings, financial condition, cash flows, capital requirements, capital expenditures, business prospects and restrictive covenants under our financing arrangements, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Board may also, from time to time, declare interim dividends from the profits of the Financial Year in which such interim dividend is sought to be declared. Additionally, under some of our loan agreements, we are not permitted to declare any dividends without prior consent from the lenders if there is a default under such loan agreements or unless we have paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or the dividend amounts, if any, in the future. There is no guarantee that any dividends will be paid or that the amount thereof will not be decreased in the future. Accordingly, realisation of a gain on investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on the Equity Shares. We cannot assure you that we will be able to pay dividends at any point in the future.

Additionally, under the Finance Act, 2023, dividend distribution tax is not payable in respect of dividends declared, distributed or paid by an Indian company after March 31, 2020, and accordingly, any dividend payments to our resident and non-resident shareholders would not be tax exempt in their hands.

For further information, see "*Dividends*" on page 96.

**59. *After this Issue, the price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in this Issue.***

The Issue Price will be determined by our Company, in consultation with the BRLM, based on Bids received in compliance with Chapter VI of the SEBI ICDR Regulations, and it may not necessarily be indicative of the market price of the Equity Shares after this Issue is completed. The price at which the Equity Shares will trade at after the Issue will be determined by the marketplace and may be influenced by many factors, including:

- our results of operations, financial condition and cash flows;
- the history of and prospects for our business;
- an assessment of our management, our past and present operations and the prospects for, as well as timing of, our future revenues and cost structures;
- the valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial condition, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- changes in interest rates;
- fluctuations in stock market prices and volume; and
- general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in the Equity Shares

may experience a decrease in the value of the Equity Shares regardless of our results of operations, financial condition or cash flows.

**60. *Foreign investors are subject to certain investment restrictions under Indian law in relation to transfer of shareholding that may limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the requirements specified by RBI from time to time. If the transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions, then prior approval of RBI is required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income-tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and is subject to either the security having been sold in compliance with the pricing guidelines or the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. Our Company cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions, or at all.

**61. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a Shareholder's ability to sell, or the price at which a Shareholder can sell, the Equity Shares at a particular point in time.***

The Equity Shares are subject to a daily circuit breaker imposed on listed companies by the Stock Exchanges in India, which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our Company's circuit breaker applicable to the Equity Shares is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges may change the percentage limit of the circuit breaker from time to time without our Company's knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure you regarding the ability of Shareholders to sell the Equity Shares or the price at which Shareholders may be able to sell their Equity Shares which may be adversely affected at a particular point in time. For further details, see "*The Securities Market of India*" on page 204.

**62. *Fluctuations in the exchange rate between the Rupee and other currencies could have an adverse effect on the value of the Equity Shares in those currencies, independent of our operating results.***

The Equity Shares are quoted in Rupees on the Stock Exchanges. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion may reduce the net dividends to investors. Fluctuations in the exchange rate between the foreign currencies with which an investor may have purchased Rupees may affect the value of the investment in the Equity Shares. Specifically, if there is a change in relative value of the Rupee to a foreign currency, each of the following values will also be affected:

- the foreign currency equivalent of the Rupee trading price of the Equity Shares in India;
- the foreign currency equivalent of the proceeds that you would receive upon the sale in India of any of the Equity Shares; and
- the foreign currency equivalent of cash dividends, if any, on the Equity Shares, which will be paid only in Rupees.

In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by investors. The exchange rates between the Rupee and other currencies (including the U.S. dollar, the Euro, the Pound sterling, the Hong Kong

dollar and the Singapore dollar) have changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of the Equity Shares and returns from the Equity Shares in foreign currency terms, independent of our operating results. You may be unable to convert Rupee proceeds into a foreign currency of your choice, or the rate at which any such conversion could occur could fluctuate. In addition, our Company's market valuation could be seriously harmed by a devaluation of the Rupee if investors in jurisdictions outside India analyse its value based on the relevant foreign currency equivalent of our Company's results of operations, financial condition and cash flows.

**63. *Investors may be subject to Indian taxes arising out of capital gains and stamp duty on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("STT") is levied on equity shares sold on an Indian stock exchange. Any capital gain exceeding ₹100,000, realized on the sale of listed equity shares on a recognised stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT on both acquisition and sale of the equity shares. Further any capital gain realised on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

**64. *Bidders are not allowed to withdraw their Bids or revise their Bids downwards after the Issue Closing Date.***

In terms of the SEBI ICDR Regulations, Bidders are not allowed to withdraw their Bids or revise their Bids downwards in terms of quantity of Equity Shares or the Application Amount after the Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to an Allottee's demat account with the depository participant could take approximately seven to ten Working Days from the Issue Closing Date. However, we cannot assure that adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, adverse changes in our business, results of operation, financial condition and cash flows, or other events affecting the Bidder's decision to invest in the Equity Shares would not arise between the Issue Closing Date and the date of the Allotment of Equity Shares in the Issue. The occurrence of any such events after the Issue Closing Date could also adversely impact the market price of the Equity Shares. Bidders shall not have the right to withdraw their Bids or revise their Bids downwards in the event of any such occurrence. Our Company may complete the Allotment of the Equity Shares even if such events may limit the Allottees' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

**65. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new Equity Shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such a resolution. If our Company offers to the Shareholders rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be

followed in making the rights available to our Shareholders or in disposing of the rights for the benefit of our Company's Shareholders and making the net proceeds available to the Shareholders. Our Company may choose not to offer the rights to Shareholders having an address outside India. Consequently, our Company cannot assure Shareholders that they will be able to maintain their proportional interests in the Equity Shares. Shareholders will be unable to exercise their pre-emptive rights if the law of the jurisdiction in which they are located prohibits the sale of the Equity Shares without first filing an offering document or registration statement, unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available to Shareholders by Indian law. To the extent that Shareholders are unable to exercise the pre-emptive rights granted to them in respect to the Equity Shares, they may suffer future dilution of their ownership position and their proportional interests in our Company would be reduced.

**66. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.**

A non-U.S. corporation will be a passive foreign investment company (“**PFIC**”) if either (i) 75.00% or more of its gross income is passive income or (ii) 50.00% or more of the total value of its assets is attributable to assets, including cash that produce or are held for the production of passive income. Our Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25.00% or more (by value) of the stock.

Based on the current and expected composition of our Company's and the Subsidiaries income and assets, our Company believes it was not a PFIC for fiscal year ended March 31, 2024, and does not expect to be a PFIC for the current year or any future years. However, no assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's and the Subsidiaries' income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

## MARKET PRICE INFORMATION

The Equity Shares of our Company have been listed on BSE and NSE since October 25, 2005. As on the date of this Preliminary Placement Document, 2,57,18,100 Equity Shares have been issued, subscribed and paid up.

As of April 2, 2024, the closing price of the Equity Shares on BSE and NSE was ₹ 2,327.90 and ₹ 2,348.70 per Equity Share, respectively. Since the Equity Shares are available for trading on BSE and NSE, the market price and other information for each of BSE and NSE has been given separately.

- (i) The following tables set forth the reported intra-day high, intra-day low, average of the closing prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded for the 12 months period commencing from April 1 and ending on March 31 for the last three Fiscals.

BSE									
Fiscal	High (₹)	Date of high	Number of Equity Shares traded on the date of high	Total volume of Equity Shares traded on date of high (₹ In Lakhs)	Low (₹)	Date of low	Number of Equity Shares traded on the date of low	Total volume of Equity Shares traded on date of low (₹ In Lakhs)	Average price for the year (₹)
2023-2024	2,450.00	January 9, 2024	2,287	55.12	309.00	April 3, 2023	2,712	8.67	1,414.93
2022-2023	468.00	September 30, 2022	75,563	346.52	221.00	January 12, 2023	7,809	17.99	341.33
2021-2022	390.40	June 15, 2021	69,131	268.07	130.00	March 25, 2022	25,635	34.74	226.36

(Source: www.bseindia.com)

**Notes:**

- High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.
- In the case of a year, average represents the average of the closing prices of all trading days of each year.
- In case of two days with the same high or low price, the date with the higher volume has been chosen.

NSE									
Fiscal	High (₹)	Date of high	Number of Equity Shares traded on the date of high	Total volume of Equity Shares traded on date of high (₹ In Lakhs)	Low (₹)	Date of low	Number of Equity Shares traded on the date of low	Total volume of Equity Shares traded on date of low (₹ In Lakhs)	Average price for the year (₹)
2023-2024	2,449.00	January 9, 2024	15,559	374.84	302.50	April 3, 2023	42,298	135.10	1,413.63
2022-2023	477.60	September 30, 2022	3,25,486	1490.84	220.35	January 12, 2023	66,441	155.48	341.31
2021-2022	390.75	June 15, 2021	2,80,34	1085.32	130.00	April 25, 2022	1,18,414	162.41	226.41

(Source: www.nseindia.com)

**Notes:**

- High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.
- In the case of a year, average represents the average of the closing prices of all trading days of each year.
- In case of two days with the same high or low price, the date with the higher volume has been chosen.

- (ii) The following tables set forth the reported high, low and average closing prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded and the total trading turnover for the following periods during each of the last six months, as applicable:



BSE											
Month, year	High (₹)	Date of high	Number of Equity Shares traded on date of high	Total volume of Equity Shares traded on date of high (₹ In Lakhs)	Low (₹)	Date of low	Number of Equity Shares traded on date of low	Total volume of Equity Shares traded on date of low (₹ In Lakhs)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ In Lakhs)
March 2024	2,309.70	March 6, 2024	4,277	93.17	1,795.00	March 19, 2024	2,835	51.35	2,040.43	1,66,156	3,176.19
February 2024	2,449.95	February 7, 2024	722	17.22	1,955.40	February 13, 2024	5,509	111.61	2,180.67	43,028	922.56
January 2024	2,450.00	January 09, 2024	2,287	55.12	2,088	January 30, 2024	750	16.23	2,270.88	153,489	3,328.68
December 2023	2,279.95	December 04, 2023	22,001	478.22	1,753.00	December 29, 2023	3,775	68.58	2,040.24	1,02,345	2,083.34
November 2023	1,860.00	November 13, 2023	1,477	26.91	1,526.00	November 30, 2023	139	2.21	1,758.06	67,614	1,192.85
October 2023	1,640.00	October 04, 2023	2,566	40.43	1,205.250	October 31, 2023	1,486	18.68	1,444.65	62,983	913.45
September 2023	1,295.50	September 22, 2023	17,576	212.20	1,021.35	September 29, 2023	2,967	31.39	1,201.23	1,24,199	1,487.42

(Source: www.bseindia.com)

**Notes:**

1. High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

NSE											
Month, year	High (₹)	Date of high	Number of Equity Shares traded on date of high	Total volume of Equity Shares traded on date of high (₹ In Lakhs)	Low (₹)	Date of low	Number of Equity Shares traded on date of low	Total volume of Equity Shares traded on date of low (₹ In Lakhs)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ In Lakhs)
March 31, 2024	2,270.60	March 5, 2024	16,223	363.93	1,781.00	March 19, 2024	10,766	194.29	2,035.44	2,97,323	5,967.17
February 2024	2,439.00	February 6, 2024	18,544	441.14	1,950.00	February 14, 2024	18,720	379.26	2,182.32	4,72,717	10,197.12
January 2024	2,449.00	January 09, 2024	15,559	374.84	2,101.00	January 24, 2024	12,116	261.35	2,266.37	316,835	6,771.00
December 2023	2,280.00	December 06, 2023	16,043	357.75	1,756.40	December 29, 2023	35,916	656.15	1,843.35	35,916	656.15
November 2023	1,878.00	November 13, 2023	9,791	177.98	1,540.00	November 29, 2023	26,068	422.42	1,563.40	17,841	280.36
October 2023	1,633.00	October 04, 2023	22,989	360.89	1,220.00	October 31, 2023	13,355	167.97	1,437.11	379,486	5,451.09
September 2023	1,296.25	September 22, 2023	110,566	1347.60	1,014.40	September 29, 2023	30,640	324.51	1,200.91	522,798	6,213.83

(Source: www.nseindia.com)

**Notes:**

1. High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

(iii) The following tables set forth the market price on the Stock Exchanges on January 11, 2024, the first working day following the approval of the Board for the Issue:

BSE					
Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Turnover (₹ in Lakhs)
2,398.00	2,444.75	2,320.00	2,360.10	1,126	26.62

(Source: www.bseindia.com)

NSE					
Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Turnover (₹ in Lakhs)
2,429.00	2,440.00	2,320.00	2,360.50	8,752	207.93

(Source: www.nseindia.com)

In the event the high or low or closing price of the Equity shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

## USE OF PROCEEDS

The Gross Proceeds from the Issue aggregate to ₹ [●] lakhs. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions, and the estimated expenses of the Issue of approximately ₹ [●] lakhs, shall be approximately ₹ [●] lakhs (the “Net Proceeds”).

### Objects of the Issue

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to finance the following (“Objects”):

<i>(₹ in lakhs)</i>		
Sr. No.	Particulars	Amount which will be financed from Net Proceeds
1.	Pursuing inorganic growth initiatives through acquisitions	15,000.00
2.	Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by our Company;	7,000.00
3.	Funding working capital requirements of our Company	20,000.00
4.	General corporate purposes*	[●]
5.	Total Net Proceeds	[●]

\* To be determined upon finalisation of the Issue Price and updated in the Placement Document. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The main objects and objects incidental and ancillary to the main objects of the memorandum of association of our Company enable us to undertake (i) existing activities and (ii) the activities proposed to be funded from the Net Proceeds.

### Proposed schedule of implementation and deployment of Net Proceeds

<i>(₹ in lakhs)</i>				
Sr. No.	Particulars	Amount to be funded from Net Proceeds	Proposed schedule for deployment of the Net Proceeds	
			Fiscal 2025	Fiscal 2026
1.	Pursuing inorganic growth initiatives through acquisitions	15,000.00	15,000.00	-
2.	Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by our Company;	7,000.00	7,000.00	-
3.	Funding working capital requirements of our Company	20,000.00	10,000.00	10,000.00
4.	General corporate purposes*	[●]	[●]	[●]
5.	Total Net Proceeds	[●]		

\* To be determined upon finalisation of the Issue Price and updated in the Placement Document. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The funding requirements, deployment of funds and the intended use of Net Proceeds indicated above is based on management estimates, current circumstances of our business, our existing business plans, the prevailing market conditions and other commercial and technical factors. Given the nature of our business, we may have to revise our funding requirements and intended deployment schedule on account of a variety of factors such as our financial condition, business strategy, delay in procuring and operationalizing assets or necessary licenses and approvals, and external factors such as market conditions, competitive environment, price fluctuations and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. Depending upon such factors, we may have to reduce or extend the deployment period for the stated objects. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management. Subject to applicable law, if the actual utilisation towards the objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds. In case of a shortfall in raising requisite capital from the Net Proceeds, business

considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws. For details, see “*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency*” on page 56.

Our Company proposes to deploy the entire Net Proceeds towards the Objects stated above. If the Net Proceeds are not utilized (in full or in part) for the Objects for the period stated above due to any reason, including (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods in such manner as may be determined by our Company, in accordance with applicable laws. Further, our Company may also utilise any portion of or the entire Net Proceeds, towards the aforementioned Objects, ahead of the estimated schedule of deployment specified above.

## Details of the Objects

### 1. Pursuing inorganic growth initiatives through acquisitions

We intend to use ₹ 15,000.00 lakhs of the Net Proceeds to pursue inorganic growth initiatives through acquisitions towards expansion of our operations.

Our Company has in the past undertaken several acquisitions and we shall continue to evaluate acquisition opportunities in the future that we believe supplement our strategic business objectives and growth strategies. One of our core strategies is to pursue inorganic growth through strategic acquisitions of high margin businesses supplemental to our operations. In line with our past practice, we intend to pursue opportunities to undertake acquisitions (i) that allow us to enhance our scale and market position; (ii) that allow us to enhance our product portfolio including product category adjacencies by unlocking potential synergy benefits; (iii) to extend our reach to new geographic markets outside India; and (iv) to capture additional revenue opportunities from our existing customer base to improve our margin profile.

Set forth hereunder are brief details of certain of our material acquisitions that we have undertaken in the last three years:

Name of the target entity/ entity from which the business/asset has been purchased	Financial year of acquisition	Country/ State of incorporation of the target entity	Purchase Consideration paid	Mode of acquisition	Benefit of acquisition	Property, plant and equipment and intangible assets as on December 31, 2023 (in ₹ lakhs)	Shareholding of our Company as on date
Trejhora Solutions Limited	2023	India	14,000.00 (in ₹ lakhs)	Acquisition of Interact DX by way of slump sale	Strengthening the existing offerings of our Company in the banking segment by providing advance customer communication solutions	513.01	-
A S Software Services Private Limited	2023	India	8,187.00 (in ₹ lakhs)	Acquisition of omnifin by way of slump sale	Complement the existing lending products of our Company and offer complete	21.52	-

Name of the target entity/ entity from which the business/asset has been purchased	Financial year of acquisition	Country/ State of incorporation of the target entity	Purchase Consideration paid	Mode of acquisition	Benefit of acquisition	Property, plant and equipment and intangible assets as on December 31, 2023 (in ₹ lakhs)	Shareholding of our Company as on date
					bouquet of lending solutions		
Aurionpro Toshi Automatic Systems Private Limited ("ATASPL")	2022	India	1,399.95 (in ₹ lakhs)	Acquisition of equity shares	Established ATASPL as an integrated player in the mass transit market	278.88	51.00%
Real Patients Solutions Inc	2022	USA	USD 2,68,153.00	Acquisition of equity shares	Acquisition of new clientele and synergy with the existing payment business in USA	Nil	100% (through the wholly owned subsidiaries of our Company)
SC Soft Americas LLC	2023	USA	USD 25,000.00	Acquisition of equity shares	Expansion into newer territories for the transit business	Nil	100% (through the wholly owned subsidiaries of our Company)

### ***Rationale for acquisitions in future***

Our acquisition strategy is primarily driven by our Board and the typical framework and process followed by us for acquisitions involves identifying the strategic acquisitions based on the rationale set out herein, entering into requisite non-disclosure agreements and conducting diligence of the target. Once we have satisfactorily concluded the diligence exercise, we enter into definitive agreements to acquire the target based on the approval of our Board and if required, the shareholders. As on the date of this PPD, we have not entered into any such definitive agreements towards any future acquisitions.

Our inorganic growth strategy and associated investments are and will continue to be subject to multiple internal and external factors, including applicable business requirements, investments in newer technology infrastructure and platforms and towards adapting to changes in customer preferences and technological advancements. Some of the selection criteria that we may consider when evaluating strategic acquisitions include:

- expertise in the products we wish to expand into;
- strategic fit with our existing business such that the businesses are synergistic with some of our existing businesses/customers or where we can look to leverage some of our existing experience, expertise or relationships, amongst other competencies;
- new customers / users that we can serve with our existing capabilities;
- product portfolio or product category adjacencies that can increase our wallet share from existing as well new customers;
- newer product offerings as well as improvement of our product and customer mix such that our overall margin profile improves;
- acquisition price which we evaluate very carefully as we do not believe in overpaying for any acquisition;
- enhance our geographical reach; and
- strengthen market share in existing markets.

These factors will also determine the form of investment for these potential acquisitions, i.e., whether they will be directly done by our Company or through investments in our Subsidiaries in the form of equity, debt or any other

instrument or combination thereof, or whether these will be in the nature of business, asset or technology acquisitions or joint ventures.

The amount of Net Proceeds to be used for acquisitions will be based on our management's decision and may not be the total value or cost of any such acquisitions, but is expected to provide us with sufficient financial leverage to pursue such acquisitions, including payment towards goodwill and net assets and consideration for equity share purchase. For further details, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency*" on page 56.

We intend to utilize the above-stated portion of the Net Proceeds towards our strategic acquisitions which may be undertaken over the course of Fiscal 2025. In case the Net Proceeds towards our strategic acquisitions are not fully utilised in Fiscal 2025, the same will be utilised in Fiscal 2026. See "*Risk Factors – We may not derive the anticipated benefits from strategic investments and acquisitions that we may enter into and we may not be successful in pursuing future investments and acquisitions.*" on page 54.

The proposed inorganic acquisitions shall be undertaken in accordance with the applicable laws, including the Companies Act, FEMA, Competition Act and the regulations notified thereunder, as the case may be. Further, in accordance with the SEBI Listing Regulations, our Company will disclose to the Stock Exchanges, details of the acquisitions such as name of the target entity, cost and nature of such acquisition, as and when acquired, at the relevant stages as prescribed therein. We undertake that the acquisitions proposed to be undertaken from the Net Proceeds shall not be acquired from the Promoter, Promoter Group entities, Group Companies, affiliates or any other related parties.

## **2. Repayment /pre-payment, in full or in part, of certain outstanding borrowings availed by our Company**

We avail fund-based and non-fund-based facilities in the ordinary course of business from various entities, banks and financial institutions. The borrowing arrangements entered into by us include *inter alia* term loans, working capital facilities and commercial papers. As of February 29, 2024, we had total outstanding borrowings of ₹ 11,475.89 lakhs. We propose to utilise a portion of the Net Proceeds aggregating to ₹ 7,000.00 lakhs for repayment or pre-payment, in full or in part, of certain outstanding borrowings availed by our Company.

To the extent required, our Company has obtained necessary consents from the lenders of these borrowings as per the requirements under the borrowing arrangements. Further, pursuant to the terms of the borrowing arrangements, pre-payment of certain indebtedness may attract pre-payment charges as prescribed by the respective lender. Such pre-payment charges, as applicable, will also be funded out of the Net Proceeds and/or internal accruals.

The repayment / pre-payment of certain loans by utilizing the Net Proceeds will help reduce our outstanding indebtedness. Further, it will reduce our debt-servicing costs and improve our debt equity ratio.

### ***Details of utilization***

The details of certain outstanding borrowings availed by our Company, proposed for repayment or pre-payment, in full or in part, from the Net Proceeds are set forth below:

(INR in lakhs)

Sr. No.	Name of the lender, nature and date of the loan agreement and date of the sanction Letter	Purpose of the loan or facility availed as per loan or facility documentation	Amount sanctioned (₹ in lakhs)	Outstanding loan amount as on February 29, 2024 (₹ in lakhs)	Rate of Interest as of February 29, 2024 (% p.a.)	Tenor of loan	Repayment Schedule / scheduled repayment date	Prepayment Penalty	Amount proposed to be repaid out of the Net Proceeds (if the same has been determined)	Whether the loan has been utilized for the purpose for which it has been availed	Security
1	State Bank of India	Term Loan	2,359.00	1,907.13	9.95%	60 Months	Quarterly	2% of Pre -payment Amount	1,907.13	Yes	Refer note 1
2	Hewlett-Packard	Project Finance	5,110.00	1,176.05	11% to 13 %	36 Months	Monthly	2% to 3 %	1,231.00	Yes	Unsecured
3	State Bank of India	Cash Credit	690.00	169.51	10.45%	1 Year	Payable on demand	0%	690.00	Yes	Refer note 1
4	ICICI Bank Limited	Cash Credit	500.00	472.93	10.00%	1 Year	Payable on demand	0%	500.00	Yes	Refer note 2
5	ICICI Bank Limited	WCDL	1,000.00	2,500.00	10.00%	90 Days	Payable on demand	0%	1,000.00	Yes	Refer note 2
6	A Trends.	Vendor Finance	3,900.00	2,884.04	8 % to 10%	90 to 120 Days	90 to 120 Days	0%	3,704.08	Yes	Unsecured
7	M1 Exchange	Vendor Finance	300.00	273.51	8 % to 10%	90 to 120 Days	90 to 120 Days	0%	12.90	Yes	Unsecured

**Notes:**

As certified by M/s. C K S P AND CO LLP, Chartered Accountants, the Statutory Auditors appointed by the Company by way of their certificate dated April 3, 2024.

1. Secured by pari passu charge on entire receivables, stock in process and computers, furniture and fixtures and Plant & Machinery, this loan is also secured by Shares and certain immovable assets owned by the Promoters.
2. Secured by first pari passu charge on Current assets.

### 3. Funding working capital requirements of our Company

We propose to utilize ₹ 20,000.00 lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2025 and 2026. We have significant working capital requirements in the ordinary course of business, which we typically fund through internal accruals and availing financing facilities from various lenders. Our business is working capital intensive and our Company avails working capital facilities in the ordinary course of business from various lenders.

Our Company requires additional working capital for executing its outstanding order book and any future orders that may be received, for funding future growth requirements of our Company and for other strategic, business, and corporate purposes.

#### *Basis for estimation of working capital requirement*

The details of our Company's composition, on a standalone basis, of net current assets or working capital as of, and for the nine month ended December 31, 2023 and the financial year ended March 31, 2023, March 2022, March 2021 and source of funding the same as certified by M/s C K S P AND CO LLP, Chartered Accountants, the Statutory Auditors appointed by the Company by way of their certificate dated April 3, 2024 are as set out in the table below:

(₹ in lakhs)

Particulars	As at December 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>A. Current assets</b>				
Trade receivables	15,650.34	14,882.66	11,401.21	8,654.18
Cash and cash equivalents	2,116.79	518.57	1,925.41	432.45
Current loan/financial assets	14,912.63	9,972.76	6,576.32	7,519.45
Inventories	684.15	1,037.14	1,299.85	1,303.80
Other current assets	7,082.59	4,519.76	3,267.54	3,934.13
<b>Total current assets (A)</b>	<b>40,446.51</b>	<b>30,930.88</b>	<b>24,470.33</b>	<b>21,844.01</b>
<b>B. Current liabilities</b>				
Short term borrowings (Refer note 1)	5,687.22	1,590.17	507.10*	2,477.57
Trade payables (Refer note 2)	9,155.73	12,488.44	6,877.11*	5,220.49
Other Financial Liabilities	6,413.65	2,648.31	2,016.82	1,902.18
Provisions	966.67	687.70	439.83	375.89
Other current liabilities	3,842.37	2,016.56	1,871.13	1,451.75
<b>Total current liabilities (B)</b>	<b>26,065.65</b>	<b>19,431.17</b>	<b>11,711.99</b>	<b>11,427.88</b>
<b>C. Net working capital requirements (A-B)</b>	<b>14,380.86</b>	<b>11,499.71</b>	<b>12,758.34</b>	<b>10,416.13</b>
<b>D. Existing funding pattern</b>				
Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) (Refer Note 3)	5,634.53	1,537.48	454.41*	2,424.88
<b>Internal accruals / equity</b>	<b>8,746.33</b>	<b>9,962.25</b>	<b>12,303.93</b>	<b>7,991.25</b>
<b>Total Means of Finance</b>	<b>14,380.86</b>	<b>11,499.73</b>	<b>12,758.34</b>	<b>10,416.13</b>

\*Reclassified/regrouped figures

#### **Note:**

As certified by M/s. C K S P AND CO LLP, Chartered Accountants, appointed by the Company by way of their certificate dated April 3, 2024.

1. Short Term Borrowing does not include Current Maturity of Long-Term Debt.

2. Trade Payable includes lease liability.

3. Does not include borrowing from related party - director loan.

#### **Assumptions for working capital requirements including holding levels and justifications for holding period levels**

The following table sets forth the details of the holding period for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, which has been computed based on the audited financial statements for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively.



Sr. No.	Particulars	Number of days for the Fiscal/period ended (Calculated on the basis of Revenue from Operation)			
		As of December 31, 2023	As of March 31, 2023	As of March 31, 2022	As of March 31, 2021
1	Trade receivables	104	129	144	165
2	Cash and cash equivalents	14	5	24	8
3	Current loan/financial assets	99	87	83	143
4	Other current assets	47	39	41	75
5	Short term borrowings	38	14	6	47
6	Trade payables	61	109	87	99
7	Other financial liabilities	43	23	25	36
8	Provision	6	6	6	7
9	Other current liabilities	26	18	24	28

Note:

As certified by M/s. C K S P AND CO LLP, Chartered Accountants, the Statutory Auditors appointed by the Company by way of their certificate dated April 3, 2024.

1. Inventory days: Average of inventory for the current and previous period / Total Direct Cost for the current period \* 365
2. Trade receivable days: Average of trade receivables for the current and previous period/ revenue from operations \* 365
3. Other current assets days: Average of other current assets for the current and previous period/ revenue from operations \* 365
4. Trade payable days: Average of trade payables for the current and previous period / Total Direct Cost for the current period \* 365
5. Other current liabilities days: Average of other current liabilities for the current and previous period / Total Operating Cost for the current period \* 365
6. Raw material days: Average of Raw Material for the current and previous period / Total Direct Cost for the current period \* 365
7. Work in progress days: Average of work in progress for the current and previous period / Total Direct Cost for the current period \* 365
8. Finished Goods days: Average of finished goods for the current and previous period / Total Direct Cost for the current period \* 365.

On the basis of existing working capital requirement and holding levels for the nine month ended December 31, 2023 and the financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, the Capital Issue Committee of our Company, pursuant to its resolution dated March 6, 2024 has approved the projected total working capital requirements for Fiscal 2025 and 2026 as ₹ 15,770.47 lakhs and ₹ 20,400.34 lakhs respectively. Accordingly, our Company proposes to utilize ₹ 10,000.00 lakhs and ₹10,000.00 lakhs of the Net Proceeds in Fiscal 2025 and Fiscal 2026 respectively, towards our estimated working capital requirements. The balance portion of our working capital requirement shall be met from internal accruals and existing and additional working capital facilities from lenders.

#### 4. General Corporate Purposes

The Net Proceeds will first be utilized towards the Objects as set out above. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds.

Such general corporate purposes may include, but are not restricted to meeting fund requirements which our Company may face in the ordinary course of business, additional capital expenditure, investment in our Subsidiaries, meeting exigencies and expenses, logistics expenses, installation expenses, accessories, freight, and other expenses in relation to our proposed use of proceeds, and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable law.

#### Monitoring of utilisation of funds

Pursuant to Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CARE Ratings Limited, a credit rating agency registered with the SEBI, as the monitoring agency ("Monitoring Agency") by way of an agreement dated February 24, 2024, as the size of our Issue exceeds ₹ 10,000 lakhs. The Monitoring Agency shall submit its report to our Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% of the proceeds of the Issue have been utilised. The board of directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule

XI. Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website and also submit the same to the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The report of the Monitoring Agency shall be placed before our Audit Committee on a quarterly basis, promptly upon its receipt. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Preliminary Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Issue from the Objects, as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the Objects, as stated above. This information will also be published on our website simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

#### **Other confirmations**

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges. The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised as approved by our Board and/ or a duly authorized committee of our Board, from time to time only for such purposes, as permitted under the Companies Act, prescribed Objects as disclosed above and other applicable laws.

Our Company will have flexibility in deploying the Net Proceeds received by our Company from the Issue in accordance with applicable laws. Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy liquid instruments, including money market mutual funds and deposits with scheduled commercial banks. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

Subject to applicable laws, our Board shall determine the quantum of Net Proceeds to be deployed by our Company from the Issue, depending on business opportunities or requirements of our Company from time to time.

Neither of our Promoters, members of the Promoter Group, our Directors and the group companies are making any contribution either as part of the Issue or separately in furtherance of the Objects. None of our Promoters, members of the Promoter Group, our Directors and the group companies shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or members of Senior Management (including 'key managerial personnel' under the Companies Act) are not eligible to subscribe in the Issue.

## CAPITALISATION STATEMENT

The following table sets forth our capitalization and total borrowings, on a consolidated basis, as at December 31, 2023 which has been derived from our Interim Condensed Consolidated Financial Statements and as adjusted to give effect for the Issue. This table should be read in conjunction with the sections titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Financial Information*” on pages 97 and 225, respectively.

*(in ₹ lakhs)*

Particulars	Pre-Issue (as at December 31, 2023) (Actuals)	Post-Issue as adjusted (*) (#) (**)
<b>Non-current borrowings***</b>		
Secured	1,869.91	*
Unsecured	1,470.06	*
<b>Total non-current borrowings (A)</b>	<b>3,339.97</b>	*
<b>Current borrowings</b>		
Secured	1,696.68	*
Unsecured	5,715.41	*
<b>Total current borrowings (B)</b>	<b>7,412.09</b>	
<b>Total debt (C)</b>	<b>10,752.06</b>	
<b>Shareholders’ funds</b>		
Equity share capital	2,381.52	**
Other equity (excluding securities premium account)	29,574.02	#
Non-Controlling Interest	1,826.08	
Securities premium account	36,757.25	**
<b>Total Equity (D)</b>	<b>70,538.87</b>	
<b>Total capitalization (C+D)</b>	<b>81,290.93</b>	
<b>Non-current borrowings/ Total Equity (A/D)</b>	<b>0.05</b>	
<b>Total debt / Total equity (C/D)</b>	<b>0.15</b>	

*\*The corresponding post-Issue capitalisation data for each of the above amounts given in the table is not determinable at this stage pending the determination of terms of the Issue and hence, the same have not been provided in the above statement.*

*\*\*To be incorporated after determination of Issue Price.*

*#As adjusted for the proposed issue column reflects changes in equity and other equity on account of Proceeds from the Issue amounting to ₹[●] lakhs, out of which, ₹[●] lakhs has been adjusted towards Equity Share capital and ₹ [●] lakhs has been adjusted towards other equity. No change in borrowings has been considered on account of the Issue. The other equity amount has not been adjusted for share issue expenses in relation to the Issue. This has been computed basis the Issue Price, as approved in the Fund Raising Committee meeting dated [●].*

*\*\*\* Includes current maturity of long term borrowings.*

These terms shall carry the meaning as per Schedule III to the Companies Act, 2013 (as amended).

## CAPITAL STRUCTURE

The share capital of our Company as on the date of this Preliminary Placement Document is set forth below:

*(in ₹ lakhs, except share data)*

Particulars		Aggregate nominal value at face value (except for securities premium account)
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>	
	6,61,50,000 Equity Shares of face value of ₹10 each	6,615.00
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE</b>	
	2,57,18,100 Equity Shares of face value of ₹10 each	2,571.81
<b>C</b>	<b>PRESENT ISSUE IN TERMS OF THIS PRELIMINARY PLACEMENT DOCUMENT</b>	
	Up to [●] Equity Shares aggregating to ₹[●] lakhs <sup>(1)(2)</sup>	[●]
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE</b>	
	[●] Equity Shares of face value of ₹10 each <sup>(2)</sup>	[●]
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>	
	Before the Issue (as of the date of this Preliminary Placement Document)	56,666.97
	After the Issue <sup>(2)(3)</sup>	[●]

*Note: In relation to the 9,02,935 Equity Shares allotted on March 28, 2024, by way of a preferential allotment, our Company has filed the applications for obtaining the listing approvals from BSE and NSE on April 2, 2024, and are yet to receive the listing approval. Post receipt of the listing approval, our Company will apply for trading approvals from BSE and NSE, accordingly. For further details, see “- Equity Share capital history of our Company” on page 90.*

<sup>(1)</sup> This Issue has been authorised and approved by our Board of Directors pursuant to its resolution passed on January 10, 2024. The Shareholders of our Company have authorised and approved the Issue by way of a special resolution in their extraordinary general meeting held on February 7, 2024

<sup>(2)</sup> To be determined upon finalisation of the Issue Price

<sup>(3)</sup> The securities premium account after the Issue is calculated on the basis of Gross Proceeds. Adjustments do not include Issue related expenses

### Notes to the Capital Structure

#### *Equity Share capital history of our Company*

The history of the equity share capital of our Company as on the date of this Preliminary Placement Document is provided in the following table:

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
October 31, 1997	20	10	10	Cash	Initial Subscription to the Memorandum of Association	20	200
March 3, 1999	9,000	10	10	Cash	Preferential Allotment	9,020	90,200
December 21, 1999	1,66,980	10	10	Cash	Preferential Allotment	1,76,000	17,60,000
December 29, 1999	12,000	10	250	Cash	Preferential Allotment	1,88,000	18,80,000
January 24, 2000	12,000	10	250	Cash	Preferential Allotment	2,00,000	20,00,000
July 21, 2000	4,000	10	250	Cash	Preferential Allotment	2,04,000	20,40,000

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
November 27, 2000	3,000	10	250	Cash	Preferential Allotment	2,07,000	20,70,000
July 27, 2001	2,100	10	10	Cash	Preferential Allotment	209,100	2,091,000
June 18, 2002	2,100	10	10	Cash	Preferential Allotment	2,11,200	21,12,000
March 31, 2003*	1,04,000	10	10	Cash	Allotment pursuant to scheme of amalgamation	3,15,200	31,52,000
December 17, 2003	15,000	10	222.10	Cash	Preferential Allotment	3,30,200	33,02,000
April 15, 2004	22,000	10	50	Cash	Preferential Allotment	3,52,200	35,22,000
April 16, 2004	55,000	10	222.10	Cash	Preferential Allotment	4,07,200	40,72,000
June 28, 2004	12,21,600	10	N.A.	Bonus Issue	Bonus issue of Equity Shares in the ratio of 1:3	16,28,800	1,62,88,000
June 30, 2004	1,05,237	10	100	Cash	Rights Issue	17,34,037	1,73,40,370
December 17, 2004	2,03,396	10	150	Cash	Preferential Allotment	19,37,433	1,93,74,330
January 31, 2005	6,500	10	150	Cash	Preferential Allotment	19,43,933	1,94,39,330
March 31, 2005	58,31,799	10	N.A.	Bonus Issue	Bonus issue of Equity Shares in the ratio of 1:3	77,75,732	7,77,57,320
May 2, 2005	33,500	10	10	Cash	Preferential Allotment	78,09,232	7,80,92,320
October 17, 2005*	30,00,247	10	90	Cash	Allotment pursuant to initial public offering	1,08,09,479	10,80,94,790
October 26, 2006	3,12,438	10	132	Cash	Preferential Allotment	1,11,21,917	11,12,19,170
March 22, 2007	10,30,000	10	252	Cash	Preferential Allotment	1,21,51,917	12,15,19,170
November 06, 2007	6,29,663	10	252	Cash	Allotment pursuant to conversion of warrants	1,27,81,580	12,78,15,800
January 31, 2008	1,05,337	10	252	Cash	Allotment pursuant to conversion of warrants	1,28,86,917	12,88,69,170
February 19, 2008*	2,25,000	10	370	Other than cash	Preferential Allotment against swap of shares	1,31,11,917	13,11,19,170
June 11, 2008	12,62,500	10	425	Cash	Preferential Allotment	1,43,74,417	14,37,44,170
July 31, 2008	2,75,000	10	425	Other than cash	Allotment pursuant to agreement and plan of merger against swap of shares	1,46,49,417	14,64,94,170

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
September 19, 2008	1,50,000	10	252	Cash	Allotment pursuant to conversion of warrants	147,99,417	14,79,94,170
January 04, 2011	47,200	10	141.75	Cash	Allotment pursuant to ESOS 2008	1,48,46,617	14,84,66,170
June 21, 2011	6,849	10	141.75	Cash	Allotment pursuant to ESOS 2008	1,48,53,466	14,85,34,660
August 08, 2011*	10,81,961	10	N.A.	Other than cash	Allotment pursuant to Scheme of Amalgamation	1,59,35,427	15,93,54,270
March 21, 2013	2,50,000	10	180	Cash	Allotment pursuant to conversion of warrants	1,61,85,427	16,18,54,270
March 22, 2013	40,000	10	180	Cash	Allotment pursuant to conversion of warrants	1,62,25,427	16,22,54,270
March 26, 2013	2,10,000	10	180	Cash	Allotment pursuant to conversion of warrants	1,64,35,427	16,43,54,270
March 30, 2013	3,75,000	10	180	Cash	Allotment pursuant to conversion of warrants	1,68,10,427	16,81,04,270
May 17, 2013	2,57,771	10	180	Cash	Preferential Allotment	1,70,68,198	17,06,81,980
July 18, 2013	4,00,000	10	180	Cash	Allotment pursuant to conversion of warrants	1,74,68,198	17,46,81,980
August 27, 2013	4,00,000	10	N.A.	Other than cash	Allotment pursuant to scheme of amalgamation	1,78,68,198	17,86,81,980
September 23, 2013	1,00,000	10	180	Other than cash	Preferential Allotment	1,79,68,198	17,96,81,980
February 25, 2014	1,30,000	10	180	Cash	Preferential Allotment	1,80,98,198	18,09,81,980
September 09, 2014	1,17,500	10	200	Cash	Allotment pursuant to ESOS 2010	1,82,15,698	18,21,56,980
February 10, 2015	1,32,500	10	200	Cash	Allotment pursuant to ESOS 2010	1,83,48,198	18,34,81,980
March 27, 2015	15,06,120	10	N.A.	Other than cash	Allotment pursuant to scheme of amalgamation	1,98,54,318	19,85,43,180
October 15, 2015	8,00,000	10	220	Cash	Preferential Allotment	2,06,54,318	20,65,43,180
October 27, 2015	12,95,983	10	220	Cash	Preferential Allotment	2,19,50,301	21,95,03,010
April 03, 2017	1,50,000	10	220	Cash	Allotment pursuant to	2,21,00,301	22,10,03,010

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
					conversion of warrants		
April 28, 2017	9,35,000	10	220	Cash	Allotment pursuant to conversion of warrants	2,30,35,301	23,03,53,010
December 28, 2017	1,14,000	10	10	Cash	Allotment pursuant to ESPS 2017	2,31,49,301	23,14,93,010
January 10, 2018	4,65,000	10	10	Cash	Allotment pursuant to ESPS 2017	2,36,14,301	23,61,43,010
June 19, 2018	16,000	10	10	Cash	Allotment pursuant to ESPS 2017	2,36,30,301	23,63,03,010
October 27, 2018	6,000	10	10	Cash	Allotment pursuant to ESPS 2017	2,36,36,301	23,63,63,010
March 25, 2019	(8,36,136)	10	121.41 <sup>#</sup>	Cash	Buyback	2,28,00,165	22,80,01,650
May 15, 2023	10,00,000	10	10	Cash	Allotment pursuant to ASL ESPS 2022	2,38,00,165	23,80,01,650
July 28, 2023	3,00,000	10	880	Cash	Preferential Allotment	2,41,00,165	24,10,01,650
October 25, 2023	5,00,000	10	880	Cash	Allotment pursuant to conversion of warrants	2,46,00,165	24,60,01,650
November 22, 2023	2,15,000	10	1,250	Cash	Preferential Allotment	2,48,15,165	2,481,51,650
March 28, 2024 <sup>^</sup>	9,02,935	10	2,215	Cash	Preferential Allotment	2,57,18,100	25,71,81,000

\* The records for certain allotments made in the equity share capital build up are not traceable. For further details, please see "Risk Factors - We are unable to trace certain of our corporate filings for certain allotments of equity shares of our Company. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to such matters, which may adversely impact our financial condition and reputation" on page 58.

<sup>^</sup> Our Company has filed the applications for obtaining the listing approvals from BSE and NSE on April 2, 2024, and are yet to receive the listing approval. Post receipt of the listing approval, our Company will apply for trading approvals from BSE and NSE, accordingly.

<sup>#</sup> Average buyback price

## Employee Stock Option Plan

### *Aurionpro Solutions Limited – Employee Stock Purchase Scheme 2022 ("ASL ESPS 2022")*

Pursuant to the resolutions of our Board and Shareholders', each dated July 25, 2022 and September 26, 2022, our Company instituted the "Aurionpro Solutions Limited – Employee Stock Purchase Scheme 2022" ("ASL ESPS 2022") to provide for share based benefits in the form of employee stock purchase to employees of our Company who meet the eligibility criteria under the ASL ESPS 2022, on such terms and conditions as determined and implemented by the Nomination & Remuneration Committee or Board of Directors and administered by the Aurionpro Solutions Limited ESPS Trust ("Trust"), in compliance with the SEBI SBEB Regulations and ESPS Trust Deed. The ASL ESPS 2022 envisaged that not more than 10,00,000 fully paid up equity shares bearing face value of ₹ 10 shall be issued and allotted by our Company to the Trust and to be offered to eligible employees under the scheme. Further, the ASL ESPS 2022 also contemplates a statutory minimum vesting period of one year to maximum of seven years from the date of offer of shares. Our Company has allotted 10,00,000 fully paid up equity shares bearing face value of ₹ 10 to the Trust. As on the date of this Preliminary Placement Document, our Company has granted 9,75,000 options to the eligible employees under the ASL ESPS 2022 and neither of the options have been converted into equity shares nor vested or exercised.

The ASL ESPS 2022 is in compliance with the SEBI SBEB Regulations.

### Proposed Allottees in the Issue

In compliance with the requirements prescribed under the SEBI ICDR Regulations, Allotment shall be made at the sole discretion of our Company in consultation with the BRLM to Eligible QIBs. For details of the names of the proposed Allottees and the percentage of the post-Issue Equity Share capital that may be held by them, see “*Details of Proposed Allottees*” on page 228.

### Pre-Issue and post-Issue equity shareholding pattern

The following table provides the pre-Issue shareholding pattern as of March 31, 2024 and the post-Issue shareholding pattern:

S. No.	Category	Pre-Issue <sup>^</sup>		Post-Issue <sup>*</sup>	
		Number of Equity Shares held	% of shareholding	Number of Equity Shares held	% of shareholding
<b>A.</b>	<b>Promoters' holding<sup>**</sup></b>				
1.	Indian				
	Individual	17,00,249	6.85	[●]	[●]
	Bodies corporate	-	-	[●]	[●]
	<b>Sub-total</b>	<b>17,00,249</b>	<b>6.85</b>	[●]	[●]
2.	Foreign promoters	57,23,119	23.06	[●]	[●]
	Any other	-	-	[●]	[●]
	<b>Sub-total (A)</b>	<b>74,23,368</b>	<b>29.91</b>	[●]	[●]
<b>B</b>	<b>Non Promoter holding</b>				
1.	<b>Institutional investors</b>	17,39,452	7.01	[●]	[●]
2.	<b>Non-Institutional investors</b>				
	Private corporate bodies	28,28,061	11.40	[●]	[●]
	Directors and relatives	30,71,471	12.38	[●]	[●]
	Indian public	75,09,945	30.26	[●]	[●]
	Others including Non- resident Indians (NRIs)	22,42,868	9.04	[●]	[●]
	<b>Sub-total (B)</b>	<b>1,73,91,797</b>	<b>70.09</b>	[●]	[●]
	<b>Grand Total (A+B)</b>	<b>2,48,15,165<sup>***</sup></b>	<b>100.00</b>	[●]	[●]

<sup>^</sup>Based on beneficiary position data of our Company as on March 31, 2024.

<sup>\*</sup>The post-Issue shareholding pattern has been intentionally left blank and will be filled in the Placement Document.

<sup>\*\*</sup>Includes shareholding of our Promoter Group as well.

<sup>\*\*\*</sup>Please note that the 9,02,935 Equity Shares allotted on March 28, 2024, by way of a preferential allotment are not factored in above. Our Company has filed the applications for obtaining the listing approvals from BSE and NSE on April 2, 2024, and are yet to receive the listing approval. Post receipt of the listing approval, our Company will apply for trading approvals from BSE and NSE, accordingly. For further details, see “- Equity Share capital history of our Company” on page 90.

### Other confirmations

- (i) Our Promoters, Directors, Key Managerial Personnel and members of the Senior Management of our Company do not intend to participate in the Issue.
- (ii) Except as disclosed under “- Equity Share capital history of our Company”, our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the notice to our Shareholders, i.e., January 10, 2024, for approving the Issue.
- (iii) Except as disclosed under “- Equity Share capital history of our Company”, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Preliminary Placement Document.
- (iv) As on the date of this Preliminary Placement Document, our Company does not have outstanding preference shares.
- (v) There would be no change in control in our Company consequent to the Issue.
- (vi) Except for the preferential allotment of 2,15,000 equity shares on November 22, 2023 and preferential allotment of 9,02,935 equity shares on March 28, 2024, as disclosed under “- Equity Share capital history



*of our Company*”, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Preliminary Placement Document, including for consideration other than cash or pursuant to a preferential issue, private placement or a rights issue.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of the Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.

## DIVIDENDS

The declaration and payment of dividends by our Company is governed by applicable provisions of the Companies Act and our Articles of Association.

The dividend for any Financial Year shall normally be paid out of our Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous Financial Year(s) in accordance with provisions of the Companies Act and the SEBI Listing Regulations, as applicable.

### Dividend on Equity Shares

The following table details the dividend paid by our Company on the Equity Shares:

Particulars	From April 1, 2024 till the date of the PPD	As at / for the year/ period ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Number of Equity Shares	2,57,18,100	2,41,00,165	2,28,00,165	2,28,00,165
Face value per Equity Share (in ₹)	10	10	10	10
Aggregate Dividend (in ₹)	-	6,02,50,413	5,70,00,413	-
Dividend per Equity Share (in ₹)	-	2.50	2.50	-
Rate of dividend (%)	-	25	25	-
Dividend Distribution Tax (%)	-	0	0	-
Dividend Distribution Tax (in ₹)	-	0	0	-
Mode of payment of dividend	Demand Draft/ NACH/ NEFT/RTGS/Dollar Draft/ Wire transfer/DC			

### Future dividends

The Equity Shares to be issued in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared after Allotment.

Please also see the sections titled “*Taxation*” and “*Risk Factors*” on pages 212 and 47, respectively.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023 and should be read in conjunction with "Financial Information" on page 225.*

*This Preliminary Placement Document contains forward-looking statements that involve risks and uncertainties. Our results could differ from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Preliminary Placement Document. For further details, see "Forward-Looking Statements" on page 16. Also see "Risk Factors" and "- Significant Factors Affecting our Results of Operations" on pages 47 and 99, respectively, for a discussion of certain factors that may affect our business, results of operations, financial condition and cash flows.*

*Our fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information included in this section for Fiscal 2021, Fiscal 2022 and Fiscal 2023 has been derived from our respective Audited Consolidated Financial Statements beginning on page F-38. The financial information included in this section for the nine months ended December 31, 2022 and 2023 has been derived from our Interim Condensed Consolidated Financial Statements beginning on page F-1. See, "Financial Information" on page 225. The Interim Condensed Financial Statements of our Company are not indicative of our Company's annual performance and are not comparable with the Audited Consolidated Financial Statements. Unless otherwise stated or the content otherwise requires, references in this section to "our Company", "we", "us", or "our" (including in the context of any financial or operational information) are to us, our Subsidiaries and our joint venture on a consolidated basis.*

*Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Also see "Risk Factors - Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition" on page 72.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Credit Lending Operations, 2022 – Market and Vendor Landscape" prepared and issued by Chartis Research, report titled "Cloud Infrastructure Market in India 2023 - 2028" prepared and issued by Netscribes (India) Private Limited, report titled "Global Transit Ticketing & Fare Collection Report" prepared and issued by Global Mass Transit Research and report titled "Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031" prepared and issued by Coherent Market Insights. The data included herein includes excerpts from the aforesaid reports and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the aforesaid reports and included herein with respect to any particular calendar year or Fiscal refers to such information for the relevant calendar year or Fiscal. For more details, see "Industry Overview" on page 128. For further information, see "Risk Factors - Certain sections of this Preliminary Placement Document disclose information from the reports titled "Credit Lending Operations, 2022 – Market and Vendor Landscape", "Cloud Infrastructure Market in India 2023 - 2028", "Global Transit Ticketing & Fare Collection Report" and "Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031" and any reliance on such information for making an investment decision in the Issue is subject to inherent risks." on page 67. Also see "Industry and Market Data" on page 15.*

### Overview

We are an IT transformation services player in the Asian banking and fintech industry with around 25 years of experience. With a diversified portfolio of solutions, our focus is on improving operational processes and automating manual activities to enable enterprises to build better customer experiences. Our solutions cater to retail and wholesale banking, treasury and capital markets, and payments. In addition, we focus on other areas of technology innovation including smart mobility and data centre solutions, hybrid cloud services and smart city initiatives. In Fiscal 2023, our revenue from operations from banking and fintech accounted for 52.13% of our total revenue from operations, while our revenue from technology innovation accounted for 47.87% of our total revenue from operations.

Our Subsidiary, Integro Technologies Pte Ltd., has been recognized as a category leader in the Chartis's RiskTech Quadrant for loan origination solutions, collateral management solutions, limits management solutions for 2022 in

the report titled “*Credit Lending Operations, 2022 – Market and Vendor Landscape*” prepared and issued by Chartis Research. Further, we have received numerous awards over the years, including “*Best Transaction Banking Implementation*” at the 5<sup>th</sup> IBS Intelligence Global FinTech Innovation Awards in 2023, “*Best Technology Brand*” by Economic Times under the Best Tech Brands category in 2022, and “*Technology Excellence Award*” in the digital technology category at the Asian Technology Excellence Awards 2022 for our automatic fare collection system.

We cater to a diverse customer base, spanning various industries such as banking and financial services, telecommunications, IT, data centers, capital markets, public sector units, government undertakings and transit. As of December 31, 2023, we have served more than 200 customers and have long-standing relationships with our top 10 customers (in terms of revenue from operations in the nine months ended December 31, 2023), averaging over eight years. Further, our revenue base is geographically diversified. As of December 31, 2023, we have served customers in over 30 countries including Singapore, USA, Thailand and UAE. In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively.

Over the years, we have expanded our presence and capabilities through strategic partnerships. For instance, in the banking space, we have formed a partnership to offer our “*SmartLender*” trade limits solution alongside our partner’s trade innovation solution. Similarly in the transit business, we have formed strategic partnerships with technology companies to develop contactless smart transit solution for transit agencies and operators and open-loop ticketing and payments systems for transport operators across India. In addition to the partnerships in the transit space, we have also developed capabilities to cater to customers in the data centre industry.

We prioritise innovation and research and development (“**R&D**”) through multiple initiatives, through a combination of solutions we design as responses to customer requests, as well as proactive efforts to identify marketable solutions. In the past, we launched several solutions as a result of our R&D activities. For instance, we launched EMV Card Type Payment Terminal (ECR-one), which is capable of accepting both RuPay open loop cards and EMV global payment cards. In Fiscal 2021, 2022, and 2023 and the nine months ended December 31, 2022 and 2023, our total expenditure on R&D activities amounted to ₹ 1,904.22 lakhs, ₹ 2,758.17 lakhs, ₹ 4,534.48 lakhs, ₹ 2,944.35 lakhs, and ₹ 4,643.30 lakhs, respectively, representing 5.09%, 5.46%, 6.88%, 6.28% and 7.25% of our revenue from operations, respectively.

We have strong execution capabilities, encompassing our ability to effectively plan, implement, and deliver solutions to our customers. Our execution capabilities are led by team of professionals, comprising 2,295 employees and 57 consultants, as of December 31, 2023, who possess domain expertise, technical skills, and industry knowledge, enabling us to understand customer requirements and execute projects efficiently. We prioritize innovation in our execution processes, constantly adapting to changing customer needs and market dynamics. As of December 31, 2023, we had 2,295 employees, with varied levels of experience. We place a strong emphasis on fostering a positive and inclusive work culture and we have been certified as a Great Place to Work organization.

We are led by our Promoter and Chairman and Managing Director, Paresh Chandulal Zaveri who has several years of experience in general management and strategic planning. Our other Promoter and Co-Chairman and the Non-executive Non Independent Director, Amit Rameshchandra Sheth has experience in the technology industry. We believe that the strength of our Board and management team and their experience has enabled us to take advantage of market opportunities and to better serve our customers.

We believe that we have established operational drivers that have helped deliver us growth in terms of revenue and profitability. Our revenue from operations has increased from ₹ 37,401.77 lakhs in Fiscal 2021 to ₹ 65,933.16 lakhs in Fiscal 2023 at a CAGR of 32.77% whereas our EBITDA has increased from ₹ 8,376.50 lakhs in Fiscal 2021 to ₹ 14,461.07 lakhs in Fiscal 2023 at a CAGR of 31.39%. Further, our diversified offerings and customer base built over the years, have led to our order book growing from ₹ 72,601.00 lakhs as of March 31, 2021 to ₹ 91,122.31 lakhs, as of March 31, 2023. As of December 31, 2022 and 2023, we had an order book of ₹ 87,185.64 lakhs and ₹ 92,604.13 lakhs. This demonstrates our ability to meet customer demands and the scalable nature of our business.

## **Significant Factors Affecting Our Results Of Operations**

### ***Growth in the Asia Pacific region and other regions outside India***

In Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and 2023, our revenue from operations from the customers located in the Asia Pacific region was ₹ 29,797.92 lakhs, ₹ 39,686.32 lakhs, ₹ 57,428.08 lakhs, ₹ 39,962.17 lakhs and ₹ 55,319.41 lakhs, respectively, representing 79.67%, 78.58%, 87.10%, 85.27% and 86.36% of our revenue from operations, respectively. Our continued business growth and financial performance will depend on our ability to continue to grow our customer base in the Asia Pacific region. The concentration of our revenues from operations from the Asia Pacific region heightens our exposure to adverse developments related to competition, as well as economic, political, regulatory and other changes. Any such adverse development affects the overall economy of the countries in the Asia Pacific region may have a material adverse effect on our business, financial condition, results of operations and cash flows.

### ***Our ability to develop new solutions and enhance existing solutions in accordance with evolving customer needs***

The requirements of our customers vary across a range of industries, geographies and service or technical requirements. To service and grow our relationships with our existing customers and to win new customers, we must be able to provide them with solutions that address their requirements, to anticipate and understand trends in their relevant markets and to continually address their requirements as those requirements change and evolve. In this regard, we believe that our strong culture of innovation, our workforce and our research have enabled us to expand the range of our offerings to customers and improve the delivery of our solutions. We focus on conducting dedicated R&D in our existing products and in areas with significant growth potential. To support our R&D efforts, we have skilled professionals dedicated to R&D activities. Their expertise enables us to consistently launch a range of new solutions. In Fiscal 2021, 2022, and 2023 and the nine months ended December 31, 2022 and 2023, our total expenditure on R&D activities amounted to ₹ 1,904.22 lakhs, ₹ 2,758.17 lakhs, ₹ 4,534.48 lakhs, ₹ 2,944.35 lakhs and ₹ 4,643.30 lakhs, respectively, representing 5.09%, 5.46%, 6.88%, 6.28% and 7.25% of our revenue from operations, respectively.

If we are able to anticipate and respond to our customers' requirements on a timely and cost-efficient basis, we would expect to receive repeat business from existing customers. Further, leveraging on our present portfolio of customers and expertise in the verticals of our existing customers we aim to develop new customer relationships by identifying potential customers that operate within the same verticals as our existing customers. In addition, if we are able to generate healthy demand for our solutions and services, we may be able to increase our price, which would consequently lead to an increase in our revenues and profit margins. Conversely, if we are unable to provide innovative solutions and services to our customers, either at all or at an acceptable price, or if our customers are dissatisfied with our work for any other reason, it would have an adverse effect on our revenues and our profits.

### ***Expansion of customer base***

Customer relationships are the core of our business. We believe we have a substantial opportunity to grow our customer base. We have invested, and intend to continue to make investments, to enhance the expertise of our sales and marketing team within our key industry verticals such as banking, mobility, payments and government sectors. We strengthened our sales and marketing headcounts from 17 as of March 31, 2021 to 59 as of December 31, 2023. We intend to continue to increase our investment in sales and marketing, as we further expand our sales teams, increase our marketing activities and grow our international operations.

Further, our ability to grow our customer base and drive market adoption of our solutions is also affected by the pace at which organizations digitally transform. We believe the degree to which prospective customers recognize the need for our digital transformation solutions to maximize their business process would lead to a higher budget allocation for purchasing and engaging our solutions. This will drive our ability to acquire new customers and increase sales to existing customers which, in turn, will drive our revenue growth and will affect our future financial performance.

### ***Recruitment, retention and management of technical workforce***

Our ability to recruit, retain and manage our technical workforce influences our gross profit margin and our results of operations. As of December 31, 2023, we had 2,295 employees. We manage employee headcount and utilization based on ongoing assessments of our project pipeline and requirements for industry-specific capabilities and functional expertise. An unanticipated termination of a significant project could cause us to experience lower

employee utilization resulting from a higher than expected number of idle professionals. Our ability to effectively utilize our employees is typically improved by longer-term customer relationships due to increased predictability of customer needs over the course of the relationships.

Employee benefits is one of the principal components of our total expense. In Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and 2023, our employee benefits expense was ₹ 14,978.15 lakhs, ₹ 17,595.03 lakhs, ₹ 21,953.81 lakhs, ₹ 15,840.37 lakhs and ₹ 23,839.00 lakhs, respectively, representing 33.63%, 42.33%, 40.59%, 41.41% and 45.46% of our total expenses, respectively. Our employee benefits consists of salaries, wages and bonus, stock based compensation cost, contribution to provident and other funds, and staff welfare expenses. Salaries and wages in India, including in the services industry, have historically been lower than those in USA, Europe and other developed economies. However, if these costs in India continue to increase at a rate faster than in USA, Europe and other developed economies due to competitive pressures, we may experience a greater increase in our employee costs, thereby eroding one of our principal cost advantages over competitors in USA, Europe and other developed economies. In addition, as we continue to invest in the recruitment and retention of sales staff in line with our growth strategies, we are likely to incur costs in relation to our market penetration, sales and marketing initiatives, and for the recruitment of sales employees located in India and overseas.

Our ability to develop new products and enhance existing products in accordance with evolving customer needs The requirements of our customers vary across a range of industries, geographies and service or technical requirements. To service and grow our relationships with our existing customers and to win new customers, we must be able to provide them with products that address their requirements, to anticipate and understand trends in their relevant markets and to continually address their requirements as those requirements change and evolve. In this regard, we believe that our strong culture of innovation, our workforce and our research and testing facilities have enabled us to expand the range of our offerings to customers and improve the delivery of our software platform and services. If we are able to anticipate and respond to our customers' requirements on a timely and cost-efficient basis, we would expect to receive repeat business from existing customers. Further, leveraging on our present portfolio of customers and expertise in the verticals of our existing customers we aim to develop new customer relationships by identifying potential customers that operate within the same verticals as our existing customers. In addition, if we are able to generate healthy demand for our products and services, we may be able to increase our price, which would consequently lead to an increase in our revenues and profit margins. Conversely, if we are unable to provide innovative services to our customers, either at all or at an acceptable price, or if our customers are dissatisfied with our work for any other reason, it would have an adverse effect on our revenues and our profits.

### ***Acquisitions***

We have executed a number of acquisitions, and have demonstrated that we can successfully integrate and grow our acquired businesses. In the past, we have completed the following acquisitions:

- In September 2022, we acquired 51% shareholding in Toshi Automatic System Private Limited to strengthen our presence in the mass transit market;
- In August 2022, we, through our Subsidiary, Aurionpro Fintech Inc., acquired 100% shareholding of Real Patient Solutions Inc based in United States, to acquire new customers and strengthen our existing payment business in the United States;
- In 2023, we, through our Subsidiary SC Soft Pte. Ltd. acquired 100% shareholding in SC Soft Americas LLC to strengthen our presence in the automated fare collection and integrated transport management system business in the North American market;
- In September 2023, we acquired the interactive communication business from Trejhara Solutions Limited pursuant to a business transfer agreement to complement our digital banking solutions and extend our reach in newer customer segments and enhance our offerings; and
- In October 2023, we acquired Omnifin business from A S Software Services Private Limited pursuant to a business transfer agreement which we believe will strengthen our Lending Suite solutions and will enable us to cater to the wide range of customers in banking and financial space.

Our focus is on augmenting our existing offerings in the areas of lending and transaction banking solutions, transit solutions, and data centres and cloud services and increase our geographic reach in the Middle East and Africa regions and developed markets such as Europe and USA. In particular, we are currently exploring and may consider,

inter-alia, acquisition of businesses/ entities involved in the AI cloud solutions for banks, insurers and financial services with a view to strengthen our transaction banking solutions and enhance our solutions in the banking and fintech sectors. We may consider a mix of equity and/or cash consideration to fund such proposed acquisitions.

Acquiring new businesses require significant efforts resulting in additional expenses and requiring significant management time. For instance, (i) during the pre-acquisition stage, we typically incur significant costs for identifying suitable opportunities for deal structuring, acquisition and executing an effective due diligence process on the potential targets; and (ii) during the post-acquisition, we incur costs for integrating and operating acquired businesses including coordination of information technologies, sales and marketing, integration of employees; and protecting intellectual property.

### **Competition and Pricing**

Our business is highly competitive, and our success is dependent upon our ability to compete against other IT companies, as well as service providers, including some that may have greater resources than we have. Some of our competitors may have longer operating histories, greater financial, technical, product development and marketing resources and greater name recognition. Such competitors could use these resources to market or develop solutions that are more effective or less costly than our solutions or that could render any or all of our solutions obsolete. Competitive pressures could also affect the pricing of our solutions. Greater competition for particular solutions could have a negative impact on pricing. We will continue to seek to distinguish our offerings by providing quality solutions at competitive prices.

### **NON-GAAP MEASURES**

In evaluating our business, we consider and use certain non-GAAP financial measures that are presented below as supplemental measures to review and assess our operating performance. The presentation of these non-GAAP financial measures are not intended to be considered in isolation or as a substitute for the consolidated financial statements. We present these non-GAAP financial measures because they are used by our management to evaluate our operating performance. These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. The non-GAAP financial measures have limitations as analytical tools. Further, these non-GAAP financial measures may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation.

See, “Risk Factors - Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on Equity and Return on Capital Employed have been included in this Preliminary Placement Document. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.” on page 68.

### **EBITDA and EBITDA Margin**

The following table set forth our EBITDA and EBITDA Margin, which are non-GAAP financial measures, for Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and 2023. We calculate EBITDA as profit/ (loss) for the year/ period plus total tax expense, depreciation and amortisation expense, finance costs and exceptional item less other income. We define our EBITDA margin as EBITDA divided by revenue from operations.

#### Reconciliation of Profit for the year/ period to EBITDA and EBITDA Margin

Particulars	As of/ for Fiscal			As of/ for nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in lakhs, except percentages and ratios)				
Profit/ (loss) for the year/ period	(11,756.55)	7,557.38	10,188.57	7,528.33	10,346.34
Add:					
Total tax expense	293.29	1,908.31	2,043.63	1,180.44	2,042.80
Depreciation and amortisation expense	13,939.06	1,397.91	1,585.00	1,151.31	1,505.75
Finance costs	1,579.78	826.39	1,077.06	693.06	953.80
Exceptional Item	4,618.37	-	-	-	-

Particulars	As of/ for Fiscal			As of/ for nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in lakhs, except percentages and ratios)				
Less:					
Other income	297.45	531.43	433.19	135.65	764.85
<b>EBITDA (A)</b>	<b>8,376.50</b>	<b>11,158.56</b>	<b>14,461.07</b>	<b>10,417.49</b>	<b>14,083.84</b>
<b>Revenue from operations (B)</b>	<b>37,401.77</b>	<b>50,501.22</b>	<b>65,933.16</b>	<b>46,867.36</b>	<b>64,060.08</b>
<b>EBITDA margin (A/B) (%)</b>	<b>22.40%</b>	<b>22.10%</b>	<b>21.93%</b>	<b>22.23%</b>	<b>21.99%</b>

### PAT Margin

The following table sets forth our PAT margin, which is a non-GAAP financial measure, for Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and 2023. We calculate PAT Margin by dividing our profit/ (loss) for the year/ period by our revenue from operations.

#### Reconciliation of Profit for the year/ period to PAT Margin

Particulars	Fiscal			Nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in lakhs, except percentages)				
Profit/ (loss) for the year/ period ("PAT") (A)	(11,756.55)	7,557.38	10,188.57	7,528.33	10,346.34
Revenue from Operations (B)	37,401.77	50,501.22	65,933.16	46,867.36	64,060.08
<b>PAT Margin (A/B) (%)</b>	<b>(31.43)%</b>	<b>14.96%</b>	<b>15.45%</b>	<b>16.06%</b>	<b>16.15%</b>

### Return on Capital Employed

The following table sets forth our ROCE, which is a non-GAAP financial measure, as at and for Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and 2023. We calculate EBIT as profit/ (loss) for the year/ period plus total tax expense, finance costs and exceptional item. We calculate capital employed as a total of networth (excluding non-controlling interest), borrowings for ROCE and deferred tax. Our Return on Capital Employed ("ROCE") is defined as EBIT divided by capital employed.

#### Reconciliation of profit for the year/ period to EBIT and Total Borrowings to Net Debt and Return on Capital Employed

Particulars	As at/ For Fiscal			As at/ For the nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in lakhs, except percentages)				
Profit/ (loss) for the year/ period	(11,756.55)	7,557.38	10,188.57	7,528.33	10,346.34
Add:					
Total tax expense	293.29	1,908.31	2,043.63	1,180.44	2,042.80
Finance costs	1,579.78	826.39	1,077.06	693.06	953.80
Exceptional Item	4,618.37	-	-	-	-
<b>EBIT (A)</b>	<b>(5,265.11)</b>	<b>10,292.08</b>	<b>13,309.26</b>	<b>9,401.83</b>	<b>13,342.94</b>
Net Worth (excluding non controlling interest)	53,145.95	60,160.98	69,512.02	66,908.17	89,612.54
Borrowings for ROCE	7,679.01	4,797.40	4,856.74	4,965.92	3,339.97
Deferred Tax	(817.59)	(696.97)	(853.23)	(804.00)	(639.42)
<b>Capital Employed (B)</b>	<b>60,007.37</b>	<b>64,261.41</b>	<b>73,515.53</b>	<b>71,070.09</b>	<b>92,313.09</b>
<b>ROCE (A/B) (%)</b>	<b>(8.77)%</b>	<b>16.02%</b>	<b>18.10%</b>	<b>13.23%</b>	<b>14.45%</b>

### Return on Equity



The following table sets forth our ROE, which is a non-GAAP financial measure as at and for Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and 2023. We calculate ROE as profit/ (loss) for the year/ period divided by average net worth. Average net worth is calculated as average of net worth as of the first day of the relevant period and as of the last day of the relevant period. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves..

Reconciliation of Profit For the Year/ Period to Return on Equity

Particulars	As at/ For Fiscal			As at/ For the nine months ended December 31	
	2021	2022	2023	2022	2023
	(₹ in lakhs, except percentages)				
Profit/ (loss) for the year/ period (A)	(11,756.55)	7,557.38	10,188.57	7,528.33	10,346.34
Average Networth (B)	63,346.11	56,653.47	64,836.50	63,534.58	79,562.28
<b>Return on Equity (%) (C) = (A/ B)</b>	<b>(18.56)%</b>	<b>13.34%</b>	<b>15.71%</b>	<b>11.85%</b>	<b>13.00%</b>

**SIGNIFICANT ACCOUNTING POLICIES**

Below are the significant accounting policies used for the interim condensed consolidated financial statements for the nine months ended December 31, 2023:

**Revenue recognition**

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material and job contracts is recognized as and when the related services are performed (units delivered, efforts expended, number of transactions processed etc.) and revenue from the end of last invoicing to reporting date is recognized as unbilled revenue. Invoicing in excess of revenues are recognized as unearned revenues. Revenue on fixed price contracts is recognized where performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration on the percentage of completion method. Efforts and costs expended have been used to measure progress towards completion since there is direct relationship between input and productivity. Revenue recognised for any fee or commission to which it expects to be entitled in exchange for arranging for the other party to provide its goods or services.

Revenue from sale of licenses / hardware, where the customer obtains a “right to use” the licenses / hardware is recognized at the point in time when the related license / hardware is made available to the customer. Revenue from licenses / hardware where the customer obtains a “right to access” is recognized over the access period.

Arrangements to deliver software products generally have three elements: license, implementation and annual maintenance. In accordance with the principles of Ind AS 115, when implementation services are provided in conjunction with the licensing arrangement, the license and implementation have been identified as two separate performance obligations. The transaction price for such contracts are allocated to each performance obligations based on their respective selling prices. Maintenance revenue in respect of software products and other products/ equipment is recognised on pro rata basis over the period of the underlying maintenance agreement. Revenue is net of discounts/ price incentives which are estimated and accounted based on the terms of the contracts and excludes applicable indirect taxes.

Revenue from leasing income is recognised on pro-rata basis over the period of the contract.

Unearned and deferred revenue represents contractual billings/money received in excess of revenue recognised as per the terms of the contract.

Dividend income is recognised when the Group’s right to receive payment is established.

Interest income is recognised on a time proportion basis using effective interest rate method.

**Property, Plant and Equipment**

Property plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure directly attributable to the acquisition of the asset and cost incurred for bringing the asset to its present location and condition for its intended use.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital work-in-progress” and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- (i) Computers is depreciated in 6 years and certain assets of Plant and machinery and Computers used for the projects is depreciated over its project useful life.
- (ii) Leasehold improvements are amortized over the period of lease term or useful life, whichever is lower.
- (iii) Assets given on lease are depreciated over the shorter of lease term or their useful lives.
- (iv) Individual assets costing up to Rupees five thousand are depreciated in full in the period of purchase. The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively.

### **Intangible assets**

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straightline basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. The estimated useful lives of the Computer Software in the range between 5 to 10 years.

Expenditure on development cost eligible for capitalisation are carried as intangible assets under development where such assets are not yet ready for their intended use.

Goodwill is initially recognised based on the accounting policy for business combinations. These assets are not amortised but are tested for impairment annually.

### **Leases**

#### **The Group as a lessee**

The Group’s lease asset classes primarily consist of leases for Buildings and Lease hold improvement. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.
- (iv) the Group has the right to operate the asset; or
- (v) the Group designed the assets in a way that predetermined how and for what purpose it will be used

At the date of commencement of the lease, the Group recognises a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### **The Group as a lessor**

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

#### **Business Combinations**

The Group accounts for its business combinations under the acquisition method of accounting using fair valuation of the net asset taken over as per Ind AS 103, Business Combination. Intangible assets acquired in a business combination are recognized and reported separately from goodwill.

Goodwill arising on consolidation of acquisitions represents the excess of (a) consideration paid for acquiring control and (b) acquisition date fair value of previously held ownership interest, if any, in a subsidiary over the Group's share in the fair value of the net assets (including identifiable intangibles) of the subsidiary as on the date of acquisition of control. Where the fair value of the identifiable assets and liabilities exceed the cost of acquisition, the excess is recognised as Capital Reserve.

#### **Inventories**

Inventories include traded goods and are valued at lower of cost or net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on the first-in, first-out (FIFO) basis.

Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value of finished goods is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

#### **Income Taxes**

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign subsidiaries recognize current tax/ deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically

evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax liability/assets is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

The Group uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.

#### **Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

#### **Foreign currency transactions**

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity/foreign operation, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. Functional currency of each entity/foreign operation within the Group has been determined based on the primary economic environment in which that entity/foreign operations operate in, the currency in which funds are generated, spent and retained by that entity.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Nonmonetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Financial statements of foreign operations whose functional currency is other than Indian Rupees are translated into Indian Rupees as follows:

- a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- b) income and expenses for each income statement are translated at average exchange rates; and

c) all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations. The portion of foreign currency translation reserve attributed to non-controlling interest is reflected as part of non-controlling interest.

### **Assets Held for Sale**

Non-current assets or disposal groups comprising of assets and liabilities are classified as ‘‘ when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as ‘held for sale’ are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

### **Discontinued operations**

A discontinued operation is a component of the Company’s business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

### **Employee benefits**

#### **Short-term employee benefits**

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefits includes salaries and wages, bonus and ex- gratia and compensated absences. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

#### **Long term employee benefits**

#### **Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation (‘ESIC’). The Group’s contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

#### **Defined benefit plans**

The Group’s gratuity benefit scheme is a defined benefit plan. The Group’s net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

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

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Group, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

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

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

### **Employee's Stock Options Plan**

In respect of stock options granted pursuant to the Group's Employee Stock Option Scheme, fair value of the options as at grant date is treated as discount and accounted as employee compensation cost over the vesting period. Employee compensation cost recognised earlier on grant of options is reversed in the period when the options are surrendered by any employee or lapsed as per the terms of the scheme.

### **Share based payments**

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### **Earnings per share (EPS)**

In determining Earnings per Share, the Group considers net profit after tax attributable to equity shareholders and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any, except when result will be anti-dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

### **Provisions, contingent liabilities and contingent assets**

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash and deposit with banks and corporations. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### **Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

## **Measurement and Recognition of financial instruments**

The Group's accounting policies and disclosures require measurement of fair values for the financial instruments. The Group has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified. When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different

levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

### **(A) Financial Assets:**

#### **(i) Financial assets at amortised cost**

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

#### **(ii) Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **(iii) Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at FVTPL unless they are measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

#### **(iv) Derecognition**

The Group derecognises a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

### **(B) Financial Liabilities**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost. Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

## **Derecognition**

The Group derecognizes a financial liability (or a part of a financial liability) from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **(C) Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. The Group is recognised equity instrument at the proceeds received net off direct issue cost.

### **(D) Offsetting of financial instruments**

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

## **Impairment of assets**

### **(i) Non-financial assets**

Non-financial assets are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

### **(ii) Financial assets (other than a fair value)**

The Group recognise loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

## **CHANGES TO SIGNIFICANT ACCOUNTING POLICIES**

There have been no changes in our accounting policies during Fiscal 2021, 2022, 2023 and in the nine months ended December 31, 2022 and 2023.

## **COMPONENTS OF INCOME AND EXPENDITURE**

### **Income**

Our total income consists of revenue from operations and other income.

#### ***Revenue from Operations***

Our total revenue from our operations is generated from the (i) sale of software services and (ii) sale of equipment and product license.

#### ***Other Income***

Other income primarily consists of interest income on (i) fixed deposits with banks; (ii) interest income Ind AS 116 deposits; and (iii) others. It also includes foreign exchange fluctuation gain, rent income, sundry balances written back and miscellaneous income.

#### ***Operating Expenses***



Our operating expenses consist of software, hardware and other material cost.

#### ***Changes in Inventories of Raw Material, Finished Goods and Stock-in-Trade***

Changes in inventories refers to raw materials, finished goods (including goods in transit) and stock-in-trade incurred in the ordinary course of our business.

#### ***Employee Benefits***

Our employee benefit expense comprise salaries, wages and bonus, contribution to provident and other funds and staff welfare expenses.

#### ***Finance Costs***

Finance costs include interest expense on borrowings and lease and other borrowing charges.

#### ***Depreciation and Amortisation***

Depreciation and amortisation include depreciation on property, plant and equipment, amortisation on other intangible assets and depreciation on right-of-use assets.

#### ***Other Expenses***

Other expenses primarily consist of travelling and conveyance expenses, legal and professional charges, bad debts of receivables/ advances, short term lease, communication expenses, repairs and maintenance expenses, recruitment expenses and other miscellaneous expenses.

### **RESULTS OF OPERATIONS**

The following table sets forth certain information with respect to our results of operations, on a consolidated basis, for the Fiscals/ periods indicated:

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ in lakhs)	% of Total Income	Amount (₹ in lakhs)	% of Total Income	Amount (₹ in lakhs)	% of Total Income
<b>Income:</b>						
Revenue from operations	37,401.77	99.21%	50,501.22	98.96%	65,933.16	99.35%
Other income	297.45	0.79%	531.43	1.04%	433.19	0.65%
<b>Total income</b>	<b>37,699.22</b>	<b>100.00%</b>	<b>51,032.65</b>	<b>100.00%</b>	<b>66,366.35</b>	<b>100.00%</b>
<b>Expenses:</b>						
Operating Expenses	10,791.45	28.63%	18,260.24	35.78%	25,490.11	38.41%
Change in Inventories of Raw Material, Finished Goods and Stock-in-Trade	63.70	0.17%	227.63	0.45%	(697.06)	(1.05)%
Employee Benefits Expense	14,978.15	39.73%	17,595.03	34.48%	21,953.81	33.08%
Finance Costs	1,579.78	4.19%	826.39	1.62%	1,077.06	1.62%
Depreciation and Amortisation Expense	13,939.06	36.97%	1,397.91	2.74%	1,585.00	2.39%
Other Expenses	3,191.97	8.47%	3,259.76	6.39%	4,681.75	7.05%
<b>Total Expenses</b>	<b>44,544.11</b>	<b>118.16%</b>	<b>41,566.96</b>	<b>81.45%</b>	<b>54,090.67</b>	<b>81.50%</b>
<b>Profit before Share of Profit of Associates, Exceptional Items and Tax</b>	<b>(6,844.89)</b>	<b>(18.16)%</b>	<b>9,465.69</b>	<b>18.55%</b>	<b>12,275.68</b>	<b>18.50%</b>
Share of Profit of Associates	-	-	-	-	(43.48)	(0.07)%

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ in lakhs)	% of Total Income	Amount (₹ in lakhs)	% of Total Income	Amount (₹ in lakhs)	% of Total Income
<b>Profit/ (Loss) before Exceptional Items and Tax</b>	<b>(6,844.89)</b>	<b>(18.16)%</b>	<b>9,465.69</b>	<b>18.55%</b>	<b>12,232.20</b>	<b>18.43%</b>
<b>Exceptional Items</b>	<b>4,618.37</b>	<b>12.25%</b>	-	-	-	-
<b>Profit/ (Loss) before Tax</b>	<b>(11,463.26)</b>	<b>(30.41)%</b>	<b>9,465.69</b>	<b>18.55%</b>	<b>12,232.20</b>	<b>18.43%</b>
<b>Tax expense:</b>						
Current Tax	738.95	1.96%	1,818.56	3.56%	2,269.66	3.42%
Deferred Tax Charge/ (Credit)	(445.66)	(1.18)%	89.75	0.18%	(226.03)	(0.34)%
<b>Total Tax Expense</b>	<b>293.29</b>	<b>0.78%</b>	<b>1,908.31</b>	<b>3.74%</b>	<b>2,043.63</b>	<b>3.08%</b>
<b>Profit/ (Loss) after Tax</b>	<b>(11,756.55)</b>	<b>(31.19)%</b>	<b>7,557.38</b>	<b>14.81%</b>	<b>10,188.57</b>	<b>15.35%</b>

Particulars	Nine months ended December 31,			
	2022		2023	
	Amount (₹ in lakhs)	% of Total Income	Amount (₹ in lakhs)	% of Total Income
<b>Income</b>				
Revenue from Operations	46,867.36	99.71%	64,060.08	98.82%
Other Income	135.65	0.29%	764.85	1.18%
<b>Total Income</b>	<b>47,003.01</b>	<b>100.00%</b>	<b>64,824.93</b>	<b>100.00%</b>
<b>Expense</b>				
Operating Expenses	18,324.26	38.99%	21,348.20	32.93%
Change in Inventories of Raw Materials, Finished Goods and Stock-in-Trade	(970.73)	(2.07)%	566.90	0.87%
Employee Benefits Expense	15,840.37	33.70%	23,839.00	36.77%
Finance Costs	693.06	1.47%	953.80	1.47%
Depreciation and Amortisation Expenses	1,151.31	2.45%	1,505.75	2.32%
Other Expenses	3,212.49	6.83%	4,222.14	6.51%
<b>Total Expenses</b>	<b>38,250.76</b>	<b>81.38%</b>	<b>52,435.79</b>	<b>80.89%</b>
<b>Profit before Share of Profit of Associates, Exceptional Items and Tax</b>	<b>8,752.25</b>	<b>18.62%</b>	<b>12,389.14</b>	<b>19.11%</b>
Share of Profit/ (Loss) of Associates	(43.48)	(0.09)%	-	-
<b>Profit before Exceptional Items and Tax</b>	<b>8,708.77</b>	<b>18.53%</b>	<b>12,389.14</b>	<b>19.11%</b>
Exceptional Items	-	-	-	-
<b>Profit before Tax</b>	<b>8,708.77</b>	<b>18.53%</b>	<b>12,389.14</b>	<b>19.11%</b>
<b>Tax Expense</b>				
Current Tax	1,134.16	2.41%	1,834.87	2.83%
Deferred Tax Charge/ (Credit)	46.28	0.10%	207.93	0.32%
<b>Total Tax Expenses</b>	<b>1,180.44</b>	<b>2.51%</b>	<b>2,042.80</b>	<b>3.15%</b>
<b>Profit after Tax</b>	<b>7,528.33</b>	<b>16.02%</b>	<b>10,346.34</b>	<b>15.96%</b>

#### **NINE MONTHS ENDED DECEMBER 31, 2023 COMPARED TO NINE MONTHS ENDED DECEMBER 31, 2022**

##### **Total Income**

Our total income increased by 37.92% from ₹ 47,003.01 lakhs in the nine months ended December 31, 2022 to ₹ 64,824.93 lakhs for the nine months ended December 31, 2023. This increase was primarily due to an increase in revenue from operations and other income.

### *Revenue from Operations*

Our revenue from operations increased by 36.68% from ₹ 46,867.36 lakhs in the nine months ended December 31, 2022 to ₹ 64,060.08 lakhs in the nine months ended December 31, 2023. This increase was primarily due to an increase in our sale of software services and sale of equipment and product license, which are discussed below.

#### *Sale of Software Services*

Our sale of software services increased by 34.23% from ₹ 32,770.23 lakhs in the nine months ended December 31, 2022 to ₹ 43,987.96 lakhs in the nine months ended December 31, 2023, which was primarily due to revenue generated from the Interact DX business and Omnifin business post their acquisitions and revenue generated from a new license deal in the banking product, software upgrades (change request), Murex Business and other IT services business, and new addition in the annual maintenance of software license contract (“AMC”) along with rate revision of existing AMC contracts.

#### *Sale of Equipment and Product License*

Our sale of equipment and product license increased from ₹ 14,097.13 lakhs in the nine months ended December 31, 2022 to ₹ 20,072.12 lakhs in the nine months ended December 31, 2023. This was primarily due to revenue growth in the data centre and smart mobility and transit business which was partially offset by a decrease in revenue from smart city and governance business.

#### *Other Income*

Our other income increased from ₹ 135.65 lakhs in the nine months ended December 31, 2022 to ₹ 764.85 lakhs in the nine months ended December 31, 2023. This was primarily due to an increase in foreign exchange fluctuation gain from ₹ 1.02 lakhs in the nine months ended December 31, 2022 to ₹ 480.60 lakhs in the nine months ended December 31, 2023 and increase in interest income on fixed deposits with banks from ₹ 60.15 lakhs in the nine months ended December 31, 2022 to ₹ 199.92 lakhs in the nine months ended December 31, 2023.

### ***Expenses***

#### *Operating Expenses*

Our operating expenses consisting of software, hardware and other material cost increased from ₹ 18,324.26 lakhs in the nine months ended December 31, 2022 to ₹ 21,348.20 lakhs in the nine months ended December 31, 2023. This increase was primarily due to growth in revenue compared to the previous Fiscal and a slight inflationary rise due to rate revision in material prices.

#### *Changes in Inventories of Raw Materials, Finished Goods and Stock-in-Trade*

The changes in inventories of raw materials, finished goods and stock-in-trade in the nine months ended December 31, 2022 was ₹ (970.73) lakhs as compared to ₹ (566.90) lakhs in the nine months ended December 31, 2023. This decrease is primarily attributed to the consumption of materials in projects that were installed and went live.

#### *Employee Benefits Expense*

Our employee benefits expense increased by 50.50% from ₹ 15,840.37 lakhs in the nine months ended December 31, 2022 to ₹ 23,839.00 lakhs in the nine months ended December 31, 2023. This was primarily due to increase in salaries wages and bonus from ₹ 14,785.32 lakhs in the nine months ended December 31, 2022 to ₹ 21,418.75 lakhs in the nine months ended December 31, 2023.

#### *Finance Costs*

Our finance costs increased by 37.62% from ₹ 693.06 lakhs in the nine months ended December 31, 2022 to ₹ 953.80 lakhs in the nine months ended December 31, 2023. This increase was primarily due to increase in interest expense on borrowings from ₹ 450.94 lakhs in the nine months ended December 31, 2022 to ₹ 662.29 lakhs in the nine months ended December 31, 2023, an increase in other borrowing charges from ₹ 158.13 lakhs in the nine months ended December 31, 2022 to ₹ 231.98 lakhs in the nine months ended December 31, 2023, which was

marginally offset by decrease in interest expense on lease from ₹ 83.99 lakhs in the nine months ended December 31, 2022 to ₹ 59.53 lakhs in the nine months ended December 31, 2023.

#### *Depreciation and Amortisation*

Our depreciation and amortisation expense increased by 30.79% from ₹ 1,151.31 lakhs in the nine months ended December 31, 2022 to ₹ 1,505.75 lakhs in the nine months ended December 31, 2023 primarily on account of (i) increase in the depreciation on property, plant and equipment from ₹ 621.75 lakhs in the nine months ended December 31, 2022 to ₹ 875.21 lakhs in the nine months ended December 31, 2023; and (ii) increase in amortisation on other intangible assets from ₹ 98.52 lakhs in the nine months ended December 31, 2022 to ₹ 188.04 lakhs in the nine months ended December 31, 2023.

#### *Other Expenses*

Our other expenses increased by 31.43% from ₹ 3,212.49 lakhs in the nine months ended December 31, 2022 to ₹ 4,222.14 lakhs in the nine months ended December 31, 2023, primarily due to:

- an increase in travelling and conveyance expenses from ₹ 925.39 lakhs in the nine months ended December 31, 2022 to ₹ 1,302.54 lakhs in the nine months ended December 31, 2023;
- an increase in rates and taxes from ₹ 134.49 lakhs in the nine months ended December 31, 2022 to ₹ 284.32 lakhs in the nine months ended December 31, 2023;
- an increase in repairs and maintenance expense from ₹ 112.39 lakhs in the nine months ended December 31, 2022 to ₹ 267.83 lakhs in the nine months ended December 31, 2023; and
- an increase in commission and business promotions from ₹ 185.38 lakhs in the nine months ended December 31, 2022 to ₹ 384.78 lakhs in the nine months ended December 31, 2023

#### *Tax expenses*

Our total tax expenses increased from ₹ 1,180.44 lakhs in the nine months ended December 31, 2022 to ₹ 2,042.80 lakhs in the nine months ended December 31, 2023. Our current tax increased by 61.78% from ₹ 1,134.16 lakhs in the nine months ended December 31, 2022 to ₹ 1,834.87 lakhs in the nine months ended December 31, 2023, primarily due to increase in deferred tax charges and profit after tax.

Our deferred tax charge increased from ₹ 46.28 lakhs in the nine months ended December 31, 2022 to ₹ 207.93 lakhs in the nine months ended December 31, 2023.

#### *Profit for the Period*

Primarily for the reasons stated above, our profit after tax increased by 37.43% from ₹ 7,528.33 lakhs in the nine months ended December 31, 2022 to ₹ 10,346.34 lakhs in the nine months ended December 31, 2023.

### **FISCAL 2023 COMPARED TO FISCAL 2022**

#### **Total Income**

Our total income increased by 30.05% from ₹ 51,032.65 lakhs in Fiscal 2022 to ₹ 66,366.35 lakhs in Fiscal 2023. This increase was primarily due to an increase in revenue from operations.

#### *Revenue from Operations*

Our revenue from operations increased by 30.56% from ₹ 50,501.22 lakhs in Fiscal 2022 to ₹ 65,933.16 lakhs in Fiscal 2023. This increase was primarily due to an increase in our sale of software services and sale of equipment and product license, which are discussed below.

### Sale of Software Services

Our sale of software services increased by 29.66% from ₹ 34,055.76 lakhs in Fiscal 2022 to ₹ 44,156.88 lakhs in Fiscal 2023, which was primarily due to the revenue generated post acquisition of Toshi Automatic Systems Private Limited and revenue generated from a new license deal in the banking product, software upgrades (change request), Murex business and other IT services business and new addition in the annual maintenance of software license contract (“AMC”) along with rate revision of existing AMC contracts.

### Sale of Equipment and Product License

Our sale of equipment and product license increased from ₹ 16,445.46 lakhs in Fiscal 2022 to ₹ 21,776.28 lakhs in Fiscal 2023. This was primarily due to the revenue generated post acquisition of Toshi Automatic Systems Private Limited and revenue growth in the data center business and smart mobility and transit business which was partially offset by a decrease in the revenue from the smart city and governance business.

### Other Income

Our other income decreased by 18.49% from ₹ 531.43 lakhs in Fiscal 2022 to ₹ 433.19 lakhs in Fiscal 2023. This was primarily due to a decrease in foreign exchange fluctuation gain from ₹ 215.63 lakhs in Fiscal 2022 to nil in Fiscal 2023 which was partially offset by increase in interest income on fixed deposits with banks from ₹ 113.12 lakhs in Fiscal 2022 to ₹ 240.31 lakhs in Fiscal 2023.

### Operating Expenses

Our operating expenses consisting of software, hardware and other material cost increased by 39.59% from ₹ 18,260.24 lakhs in Fiscal 2022 to ₹ 25,490.11 lakhs in Fiscal 2023. This increase was primarily attributed to the growth in revenue compared to the previous Fiscal and a slight inflationary rise due to rate revision in material prices.

### Changes in Inventories of Raw Materials, Finished Goods and Stock-in-Trade

The changes in inventories of raw materials, finished goods and stock-in-trade in Fiscal 2022 was ₹ 227.63 lakhs in Fiscal 2022 as compared to ₹ (697.06) lakhs in Fiscal 2023. This was primarily due to the increased inventory levels resulting from the purchase of goods and materials for the AFC business and other ongoing projects in the work-in-progress phase.

### Employee Benefits Expense

Our employee benefits expense increased by 24.77% from ₹ 17,595.03 lakhs in Fiscal 2022 to ₹ 21,953.81 lakhs in Fiscal 2023. This was primarily due to an increase in salaries, wages and bonus from ₹ 16,494.01 lakhs in Fiscal 2022 to ₹ 20,304.59 lakhs in Fiscal 2023, as a result of increase in permanent employees from 1,468 as of March 31, 2022 to 1,918 employees as of March 31, 2023 as well as increments provided to employees.

### Finance Costs

Our finance costs increased by 30.33% from ₹ 826.39 lakhs in Fiscal 2022 to ₹ 1,077.06 lakhs in Fiscal 2023. This increase was primarily due (i) an increase in interest expense on borrowings from ₹ 580.04 lakhs in Fiscal 2022 to ₹ 685.20 lakhs in Fiscal 2023; (ii) an increase in interest expense on lease from ₹ 37.69 lakhs in Fiscal 2022 to ₹ 135.38 lakhs in Fiscal 2023; and (iii) an increase in other borrowing charges from ₹ 208.66 lakhs in Fiscal 2022 to ₹ 256.48 lakhs in Fiscal 2023.

### Depreciation and Amortisation

Our depreciation and amortisation expense increased by 13.38% from ₹ 1,397.91 lakhs in Fiscal 2022 to ₹ 1,585.00 lakhs in Fiscal 2023 on account of (i) increase in the depreciation on property, plant and equipment from ₹ 727.63 lakhs in Fiscal 2022 to ₹ 873.32 lakhs in Fiscal 2023; (ii) increase in amortisation on other property, plant and equipment from ₹ 149.37 lakhs in Fiscal 2022 to ₹ 169.29 lakhs in Fiscal 2023; and (iii) increase in depreciation on right-of-use-asset from ₹ 520.91 lakhs in Fiscal 2022 to ₹ 542.39 lakhs in Fiscal 2023.

### Other Expenses

Our other expenses increased by 43.62% from ₹ 3,259.76 lakhs in Fiscal 2022 to ₹ 4,681.75 lakhs in Fiscal 2023, primarily due to:

- an increase in our travelling and conveyance expenses from ₹ 515.50 lakhs in Fiscal 2022 to ₹ 1,120.28 lakhs in Fiscal 2023;
- an increase in our legal and professional charges from ₹ 760.25 lakhs in Fiscal 2022 to ₹ 1,028.00 lakhs in Fiscal 2023;
- an increase in commission and business promotions from ₹ 532.00 lakhs in Fiscal 2022 to ₹ 188.22 lakhs in Fiscal 2023;
- an increase in bad debts of receivables/ advances from ₹ 5.93 lakhs in Fiscal 2022 to ₹ 462.50 lakhs in Fiscal 2023;
- an increase in recruitment expenses from ₹ 82.41 lakhs in Fiscal 2022 to ₹ 248.86 lakhs in Fiscal 2023; and
- an increase in miscellaneous expenses from ₹ 98.07 lakhs in Fiscal 2022 to ₹ 285.44 lakhs in Fiscal 2023.

#### ***Tax expense***

Our tax expenses increased from ₹ 1,908.31 lakhs in Fiscal 2022 to ₹ 2,043.63 lakhs in Fiscal 2023. Our current tax increased by 24.81% from ₹ 1,818.56 lakhs in Fiscal 2022 to ₹ 2,269.66 lakhs in Fiscal 2023, which increase was primarily due to the increase in profit before tax. We had a deferred tax charge of ₹ 89.75 lakhs in Fiscal 2022 compared to a deferred tax credit of ₹ 226.03 lakhs in Fiscal 2023.

#### ***Profit for the Year***

Primarily for the reasons stated above, our profit after tax increased by 34.82% from ₹ 7,557.38 lakhs in Fiscal 2022 to ₹ 10,188.57 lakhs in Fiscal 2023.

### **FISCAL 2022 COMPARED TO FISCAL 2021**

#### **Total Income**

Our total income increased by 35.37% from ₹ 37,699.22 lakhs in Fiscal 2021 to ₹ 51,032.65 lakhs in Fiscal 2022. This increase was primarily due to an increase in revenue from operations.

#### ***Revenue from Operations***

Our revenue from operations increased by 35.02% from ₹ 37,401.77 lakhs in Fiscal 2021 to ₹ 50,501.22 lakhs in Fiscal 2022. This increase was primarily due to an increase in our sale of software services and sale of equipment and product license, which are discussed below.

#### ***Sale of Software Services***

Our sale of software services increased by 24.40% from ₹ 27,376.23 lakhs in Fiscal 2021 to ₹ 34,055.76 lakhs in Fiscal 2022, which was primarily due to the revenue generated from the software upgrades (change request) and IT and software services business.

#### ***Sale of Equipmen and Product License***

Our sale of equipment and product license increased by 64.04% from ₹ 10,025.54 lakhs in Fiscal 2021 to ₹ 16,445.46 lakhs in Fiscal 2022, which was primarily due revenue generated from the data centre business, smart mobility and transit business, and the smart city and governance business.

#### ***Other Income***

Other income increased by 78.66% from ₹ 297.45 lakhs in Fiscal 2021 to ₹ 531.43 lakhs in Fiscal 2022, primarily due to increase in foreign exchange fluctuation again from nil in Fiscal 2021 to ₹ 215.63 lakhs in Fiscal 2022.

### *Operating Expenses*

Our operating expenses consisting of software, hardware and other material cost increased by 69.21% from ₹ 10,791.45 lakhs in Fiscal 2021 to ₹ 18,260.24 lakhs in Fiscal 2022, which was primarily due to increase in revenue compared to the previous Fiscal and a slight inflationary rise due to rate revision in material prices.

### *Changes in Inventories of Raw Materials, Finished Goods and Stock-in-Trade*

The changes in inventories of raw materials, finished goods and stock-in-trade was ₹ 227.63 lakhs in Fiscal 2022 as compared to ₹ 63.70 lakhs in Fiscal 2021. This decrease is primarily attributed to the consumption of materials in projects that were installed and went live.

### *Employee Benefit Expense*

Our employee benefit expense increased by 17.47% from ₹ 14,978.15 lakhs in Fiscal 2021 to ₹ 17,595.03 lakhs in Fiscal 2022. This was primarily due to increase in salaries, wages and bonus from ₹ 13,952.49 lakhs in Fiscal 2021 to ₹ 16,494.01 lakhs in Fiscal 2022, as a result of increase in employees from 1,468 as at March 31, 2021 to 1,240 as of March 31, 2022.

### *Finance Costs*

Our finance costs decreased by 47.69% from ₹ 1,579.78 lakhs in Fiscal 2021 to ₹ 826.39 lakhs in Fiscal 2022. This increase was primarily due to an increase in interest expense on borrowings from ₹ 1,290.89 lakhs in Fiscal 2021 to ₹ 580.04 lakhs in Fiscal 2022.

### *Depreciation and Amortisation*

Our depreciation and amortisation expense decreased by 89.97% from ₹ 13,939.06 lakhs in Fiscal 2021 to ₹ 1,397.91 lakhs in Fiscal 2022, which was primarily on account of a decrease in amortisation on other intangible assets from ₹ 2,043.88 lakhs in Fiscal 2021 to ₹ 149.37 lakhs in Fiscal 2022 and accelerated amortisation on other intangible assets of ₹ 10,505.06 lakhs in Fiscal 2021.

### *Other Expenses*

Our other expenses increased by 2.12% from ₹ 3,191.97 lakhs in Fiscal 2021 to ₹ 3,259.76 lakhs in Fiscal 2022, primarily due to:

- an increase in rates and taxes from ₹ 123.60 lakhs in Fiscal 2021 to ₹ 505.45 lakhs in Fiscal 2022;
- an increase in legal ad professional charges from ₹ 530.88 lakhs in Fiscal 2021 to ₹ 760.25 lakhs in Fiscal 2022;
- an increase in commission and business promotions from ₹ 229.94 lakhs in Fiscal 2021 to ₹ 532.00 lakhs in Fiscal 2022.

These were partially offset by (i) decrease in foreign exchange fluctuation loss from ₹ 215.66 lakhs in Fiscal 2021 to nil in Fiscal 2022; (ii) repairs and maintenance expenses from ₹ 116.70 lakhs in Fiscal 2021 to ₹ 191.01 lakhs in Fiscal 2022; and (iii) decrease in electricity expenses from ₹ 132.71 lakhs in Fiscal 2021 to ₹ 77.37 lakhs in Fiscal 2022.

### *Tax expense*

Our total tax expense increased from ₹ 293.29 lakhs in Fiscal 2021 to ₹ 1,908.31 lakhs in Fiscal 2022. Our current tax increased from ₹ 738.95 lakhs in Fiscal 2021 to ₹ 1,818.56 lakhs in Fiscal 2022, which increase was primarily due to the increase in profit before tax from ₹ (11,463.26) lakhs in Fiscal 2021 to ₹ 9,465.69 lakhs in Fiscal 2022. We had a deferred tax charge of ₹ 89.75 lakhs in Fiscal 2022 compared to a deferred tax credit of ₹ 445.66 lakhs in Fiscal 2021.

### *Profit for the Year*

Primarily for the reasons stated above, our profit/ (loss) after tax increased from ₹ (11,756.55) lakhs in Fiscal 2021 to ₹ 7,557.38 lakhs in Fiscal 2022.

## SEGMENT INFORMATION IN ACCORDANCE WITH IND AS 108 – OPERATING SEGMENTS

We have two operating segments namely “Sale of Software Services” and “Sale of Equipment and Product License” which represents our businesses.

Particulars	As of/ for Fiscal			As of/ for nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in lakhs)				
<b>Segment Revenue</b>					
(a) Sale of Software Services	27,376.23	34,055.76	44,156.89	32,770.23	43,987.96
(b) Sale of Equipment and Product License	10,025.54	16,445.46	21,776.28	14,097.13	20,072.12
<b>Total Income from Operations (a + b)</b>	<b>37,401.77</b>	<b>50,501.22</b>	<b>65,933.17</b>	<b>46,867.36</b>	<b>64,060.08</b>
<b>Segment Results</b>					
(a) Sale of Software Services	22,075.93	26,686.26	34,744.48	25,230.40	<b>36,106.97</b>
(b) Sale of Equipment and Product License	4,470.69	5,389.14	6,395.63	4,283.43	<b>6,038.02</b>
<b>Total (a+b)</b>	<b>26,546.62</b>	<b>32,075.40</b>	<b>41,140.11</b>	<b>29,513.83</b>	<b>42,144.99</b>
<b>Less: Unallocable expenses</b>					
Employee benefits expense	14,978.15	17,595.03	21,953.81	15,840.37	23,839.00
Finance Costs	1,579.78	826.39	1,077.06	693.06	953.80
Depreciation and amortisation expenses	13,939.06	1,397.91	1,585.00	1,151.31	1,505.75
Other expenses	3,191.97	3,321.81	4,681.75	3,212.49	4,222.14
Add: Unallocable income	297.45	531.43	433.19	135.65	764.85
Add: Share of Profit/ (loss) of the associates	-	-	(43.48)	(43.48)	-
<b>Profit/ (loss) before exceptional items and tax</b>	<b>(6,844.89)</b>	<b>9,465.69</b>	<b>12,232.20</b>	<b>8,708.77</b>	<b>12,389.14</b>

## LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity have historically been cash generated from operations and short term borrowings from banks. We expect that cash generated from operations and short term borrowings from banks will continue to be our primary sources of liquidity.

## CASH FLOWS

The following table sets forth cash flow information for Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and 2023:

Particulars	Fiscal			Nine months ended December 31,	
	2021*	2022	2023	2022	2023
	(₹ in lakhs)				
Net cash generated/(used in) from operating activities (A)	4,915.71	6,204.12	4,088.55	(336.35)	5,767.45
Net cash generated/ (used in) from investing activities (B)	(993.93)	3,081.93	(5,569.12)	(4,060.78)	(16,291.74)
Net cash generated/ (used in) financing activities (C)	(3,703.95)	(7,461.23)	(161.43)	2,009.25	11,266.61
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>217.83</b>	<b>1,824.81</b>	<b>(1,642.00)</b>	<b>(2,387.88)</b>	<b>742.32</b>
Opening cash and cash equivalents at beginning of year	2,001.48	2,219.31	4,044.12	4,044.12	2,402.12
<b>Cash and cash equivalents at end of year</b>	<b>2,219.31</b>	<b>4,044.12</b>	<b>2,402.12</b>	<b>1,656.24</b>	<b>3,144.44</b>

\* Regrouped / Reclassified.



## **Operating Activities**

### ***December 31, 2023***

Net cash generated from operating activities was ₹ 5,767.45 lakhs in the nine months ended December 31, 2023. Our net profit before tax was ₹ 12,389.14 lakhs, which was primarily adjusted for depreciation and amortization expense of ₹ 1,505.75 lakhs, interest expenses of ₹ 721.82 lakhs, foreign exchange differences gain (net) of ₹ 480.60 lakhs and stock based compensation cost of ₹ 719.28 lakhs, resulting in an operating profit before working capital changes of ₹ 14,712.77 lakhs. The movements in working capital in the nine months ended December 31, 2023 included a decrease in inventories of ₹ 566.90 lakhs, increase in trade receivables and other assets of ₹ 4,470.47 lakhs and decrease in trade payables, other liabilities of ₹ 2,732.13 lakhs.

### ***December 31, 2022***

Net cash used in operating activities was ₹ 336.35 lakhs in the nine months ended December 31, 2022. Our net profit before tax was ₹ 8,708.77 lakhs, which was primarily adjusted for depreciation and amortization expense of ₹ 1,151.31 lakhs, interest expenses of ₹ 534.93 lakhs and foreign exchange differences loss (net) of ₹ 430.28 lakhs, resulting in an operating profit before working capital changes of ₹ 10,880.89 lakhs. The movements in working capital in the nine months ended December 31, 2022 included an increase in inventories of ₹ 659.56 lakhs, increase in trade receivables and other assets of ₹ 17,795.13 lakhs and increase in trade payables, other liabilities of ₹ 7,663.69 lakhs.

### ***Fiscal 2023***

Net cash generated from operating activities was ₹ 4,088.55 lakhs in Fiscal 2023. Our net profit before tax was ₹ 12,232.20 lakhs, which was primarily adjusted for depreciation and amortization expense of ₹ 1,585.00 lakhs, interest expenses of ₹ 820.58 lakhs, foreign exchange differences loss (net) of ₹ 651.62 lakhs and bad debts of ₹ 462.50 lakhs, resulting in an operating profit before working capital changes of ₹ 15,299.78 lakhs. The movements in working capital in Fiscal 2023 included an increase in inventories of ₹ 697.06 lakhs, increase in trade receivables and other assets of ₹ 15,218.29 lakhs and increase in trade payables, other liabilities of ₹ 6,770.04 lakhs.

### ***Fiscal 2022***

Net cash generated from our operating activities was ₹ 6,204.12 lakhs in Fiscal 2022. Our net profit before tax was ₹ 9,465.69 lakhs, which was primarily adjusted for depreciation and amortization expense of ₹ 1,397.91 lakhs, interest expenses of ₹ 617.72 lakhs and foreign exchange differences gain (net) of ₹ 391.62 lakhs, resulting in an operating profit before working capital changes of ₹ 10,917.45 lakhs. The movements in working capital in Fiscal 2022 included a decrease in inventories of ₹ 227.63 lakhs, increase in trade receivables and other assets of ₹ 6,313.54 lakhs and increase in trade payables, other liabilities of ₹ 3,386.65 lakhs.

### ***Fiscal 2021***

Net cash generated from our operating activities was ₹ 4,915.71 lakhs in Fiscal 2021. Our net loss before tax (including discontinued operations) was ₹ 18,907.08 lakhs, which was adjusted for non-cash and other items such as depreciation and amortization expenses of ₹ 13,939.06 lakhs, interest expenses of ₹ 1,395.45 lakhs, other non cash exceptional items of ₹ 4,618.37 lakhs and bad debts of ₹ 632.36 lakhs, resulting in an operating profit before working capital changes of ₹ 2,718.20 lakhs. The movements in working capital in Fiscal 2021 included a increase in inventories of ₹ 8.56 lakhs, decrease in trade receivables and other assets of ₹ 5,074.92 lakhs and decrease in trade payables, other liabilities of ₹ 2,160.56 lakhs.

## **Investing Activities**

### ***December 31, 2023***

Net cash used in investing activities was ₹ 16,291.74 lakhs in the nine months ended December 31, 2023, which was primarily due to purchase of business of ₹ 17,468.59 lakhs and purchase of PPE and othe intangible assets of ₹ 2,378.85 lakhs. This was partially offset by sale of investment (net) of ₹ 3,582.15 lakhs.

### ***December 31, 2022***

Net cash used in investing activities was ₹ 4,060.78 lakhs in the nine months ended December 31, 2022, which was primarily due to purchase of PPE and othe intangible assets of ₹ 2,542.81 lakhs and purchase of investment (net) of ₹ 1,505.20 lakhs.

#### ***Fiscal 2023***

Net cash used in investing activities was ₹ 5,569.12 lakhs in Fiscal 2023, which was primarily due to purchase of PPE and othe tangible assets of ₹ 4,593.32 lakhs, purchase of investment (net) ₹ 1,166.57 lakhs and proceeds used in fixed deposits with banks of ₹ 91.11 lakhs. This was partially offset by interest received of ₹ 281.88 lakhs.

#### ***Fiscal 2022***

Net cash generated from investing activites was ₹ 3,081.93 lakhs during Fiscal 2022, which was primarily due to sale of investment (net) of ₹ 3,951.47 lakhs, interest received of ₹ 146.04 lakhs and proceeds from fixed deposits with banks of ₹ 285.97 lakhs. This was partially offset by purchase of PPE and other intangible assets of ₹ 1,301.54 lakhs.

#### ***Fiscal 2021***

Net cash used in investing activities was ₹ 993.93 lakhs during Fiscal 2021, which was primarily due to purchase of PPE and other intangible assets of ₹ 966.66 lakhs and investment in bank fixed deposits of ₹ 301.13 lakhs. This was partially offset by sale of investment (net) of ₹ 130.03 lakhs and interest received of ₹ 143.83 lakhs.

### **Financing Activities**

#### ***December 31, 2023***

Net cash generated from financing activities was ₹ 11,266.61 lakhs in the nine months ended December 31, 2023, primarily due to proceeds from issue of Equity Shares of ₹ 9,727.51 lakhs and proceeds from short-term borrowings (net) of ₹ 4,805.11 lakhs. This was partially and primarily offset by repayment of long-term borrowings (net) of ₹ 1,516.78 lakhs, repayment of lease liabilities of ₹ 502.33 lakhs and interest paid of ₹ 644.40 lakhs.

#### ***December 31, 2022***

Net cash generated from financing activities was ₹ 2,009.25 lakhs in the nine months ended December 31, 2022, primarily due to proceeds from short-term borrowings (net) of ₹ 3,486.76 lakhs. This was partially and primarily offset by dividend paid of ₹ 570.00 lakhs, repayment of lease liabilities of ₹ 448.62 lakhs and interest paid of ₹ 564.45 lakhs.

#### ***Fiscal 2023***

Net cash used in financing activities was ₹ 161.43 lakhs during Fiscal 2023, primarily dividend paid of ₹ 570.00 lakhs, repayment of lease liabilities of ₹ 608.71 lakhs and interest paid of ₹ 716.79 lakhs. This was partially offset by proceeds from short term borrowings (net) of ₹ 1,674.73 lakhs and proceeds from long term borrowings (net) of ₹ 59.34 lakhs.

#### ***Fiscal 2022***

Net cash used in financing activities was ₹ 7,461.23 lakhs during Fiscal 2022, primarily repayment of long-term borrowings (net) of ₹ 2,881.60 lakhs, repayment of short term borrowings (net) of ₹ 3,218.24 lakhs, repayment of lease liabilities of ₹ 558.48 lakhs and interest paid of ₹ 802.91 lakhs.

#### ***Fiscal 2021***

Net cash used in financing activities was ₹ 3,703.95 lakhs during Fiscal 2021, primarily repayment of long-term borrowings (net) of ₹ 1,240.91 lakhs, repayment of short-term borrowings (net) of ₹ 343.10 lakhs, repayment of lease liabilities of ₹ 863.33 lakhs and interest paid of ₹ 1,256.61 lakhs.

### **BORROWINGS**

Our borrowings as at December 31, 2023 are set out below:

Particulars	As at December 31, 2023 (₹ in lakhs)
Secured long-term borrowings	1,869.91
Unsecured long-term borrowings	1,470.06
Secured short-term borrowings	1,696.68
Unsecured short-term borrowings	5,715.41
<b>Total borrowings</b>	<b>10,752.06</b>

## CONTRACTUAL MATURITIES OF FINANCIAL LIABILITIES

The following table sets forth contractual maturities of financial liabilities as at December 31, 2023:

Particulars	Total	Up to one year	One year to three years	Three years to five years	More than five years
Borrowings	10,752.06	9,129.43	1,622.63	-	-
Lease Liability	1,286.67	618.21	668.46	-	-
Trade Payables	10,346.94	10,346.94	-	-	-
Other Financial Liabilities	9,597.51	7,597.51	2,000.00	-	-

## Capital Expenditure

The following table sets forth additions to property, plant and equipment by category of expenditure, for the Fiscals/ periods indicated below:

Particulars	Fiscal			Nine Months Ended December 31,	
	2021*	2022	2023*	2022	2023*
	(₹ in lakhs)				
Computers	51.19	318.92	418.50	267.09	249.17
Furniture and Fixtures	0.02	2.98	7.46	3.04	170.82
Office Equipment	52.98	8.63	105.06	85.54	79.26
Plant and machinery	36.42	674.96	2,805.56	2,320.47	45.38
Leasehold improvements	(0.00)	-	15.99	3.07	39.08
Motor Car	8.71	-	-	-	-
Vehicles	-	-	-	-	-
Office premises	(0.00)	-	-	-	-
Factory Premises	(0.00)	-	-	-	-
<b>Total</b>	<b>149.31</b>	<b>1,005.49</b>	<b>3,352.57</b>	<b>2,679.21</b>	<b>583.70</b>

\*Excluding addition on account of acquisition.

## CONTINGENT LIABILITIES AND COMMITMENTS

The following table sets forth certain information relating to our contingent liabilities and commitment as at December 31, 2023:

Particulars	As at December 31, 2023 (₹ in lakhs)
Guarantees given by the Company on behalf of its Subsidiaries	4,046.21
Disputed liabilities not provided for taxation matters and legal cases	1,157.21
Commitments (estimated amount of contract remaining to be executed on capital account (net of advances) and not provided for)	1,349.23

## OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency rate risk, interest rate risk and other price risks such as equity price risk and commodity risk.

### Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Our carrying amounts of the net foreign currency exposure denominated monetary assets and monetary liabilities as at March 31, 2023, are as follows:

Particulars	USD	Other Currency
Trade Receivables	876.40	93.93
Loans Receivables	2,293.77	-
Advance to Vendors	11.74	5.93
Trade Payables	(227.16)	-
Advance Received from Customers	(506.06)	-
Borrowings	-	-
<b>Total</b>	<b>2,448.69</b>	<b>99.86</b>

### Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Interest rate risk of the Company arises from borrowings. We endeavour to adopt a policy of ensuring that maximum of out interest risk exposure is at fixed rate.

### Credit Risk

Credit arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, we periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

### Liquidity Risk

Liquidity risk refers to risk of financial distress or extra ordinary high financing cost arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. Our objective is to maintain at all times optimum levels of liquidity to meet our cash and collateral requirements. Processes and policies related to such risk are overseen by senior management and management monitors our net liquidity position through rolling forecast on the basis of expected cash flows.

### RESERVATIONS, QUALIFICATIONS, OR ADVERSE REMARKS OF OUR AUDITORS IN THE LAST FIVE FISCALS IMMEDIATELY PRECEDING THE YEAR OF THIS PRELIMINARY PLACEMENT DOCUMENT

Except as set out below, there are no reservations, qualifications or adverse remarks of our Statutory Auditors in their respective reports on our audited financial statements for the last five Fiscals preceding the date of this Preliminary Placement Document:

Fiscal/ Period	Emphasis of Matter	Impact on the financial statements and financial position of the Company	Corrective steps taken and/or proposed to be taken by the Company
Fiscal 2021	<b>Emphasis of matter Paragraph included in the consolidated audited financial Statements</b>  <i>"We draw attention to note 4.02* to the consolidated financial statements, in</i>	Decrease in profit due to accelerated depreciation amounting to ₹ 10,505.56 lakhs charged to profit and loss statement.	Costs incurred on R&D and product development were expensed out as a part to implement a uniform policy of accounting.

Fiscal/ Period	Emphasis of Matter	Impact on the financial statements and financial position of the Company	Corrective steps taken and/or proposed to be taken by the Company
	<p>respect of accelerated depreciation charged by the Group on intangible assets held by certain overseas subsidiaries in accordance with the management estimates. Our opinion is not modified in respect of this matter”</p> <p>“*Note 4.02 The Company has built robust IP based products which have now matured and surpassed the phase requiring heavy investments, costs incurred on R&amp;D and product development were expensed out as a part to implement a uniform policy of accounting for the product development costs across all the group companies. Accordingly, intangibles assets have been expensed out and depleted from carrying and accumulated value of Computer Software block”</p>		

Fiscal/ Period	Details of reservation, qualification or adverse remarks	Impact on the financial statements and financial position of the Company	Corrective steps taken and/or proposed to be taken by the Company										
Fiscal 2023	<p><b>CARO – Standalone financial statements</b></p> <p>“vii(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees’ state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. As regards reporting on balances in arrears as at the last day of the financial year for a period exceeding six months from the date they become due, there was GST input tax credit (ITC) reversal amounting to Rs. 28.99 lakhs. Also, there was interest thereon amounting to Rs.6.28 lakhs, which has been paid after 31st March 2023.”</p>	Nil	Subsequently paid by the Company										
Fiscal 2023	<p><b>CARO – Consolidated financial statements</b></p> <p>“In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, and based on the consideration of reports of auditors in respect of subsidiaries, we state that the qualification or adverse remarks by the respective auditors in their reports on Companies (Auditor’s Report) Order, 2020 of the companies included in the Consolidated Financial Statements as under</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>CIN</th> <th>Nature of Relationship</th> <th>Clause number of the CARO Report</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Aurionpro Toshi Automatic</td> <td>U31903DL2011PT C218013</td> <td>Subsidiary</td> <td>xvii</td> </tr> </tbody> </table>	Sr. No.	Name	CIN	Nature of Relationship	Clause number of the CARO Report	1	Aurionpro Toshi Automatic	U31903DL2011PT C218013	Subsidiary	xvii	Nil	Nil
Sr. No.	Name	CIN	Nature of Relationship	Clause number of the CARO Report									
1	Aurionpro Toshi Automatic	U31903DL2011PT C218013	Subsidiary	xvii									

Fiscal/ Period	Details of reservation, qualification or adverse remarks					Impact on the financial statements and financial position of the Company	Corrective steps taken and/or proposed to be taken by the Company														
		Systems Private Limited																			
	2	Aurofidel Outsourcing Limited	U72900MH2008PL C179836	Subsidiary	xvii																
	3.	Aurionpro Payment Solutions Private Limited	U72900MH2021PT C364601	Subsidiary	xvii																
Fiscal 2022	<p><b>CARO - Standalone financial statements</b></p> <p>“vii(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees’ state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. As regards reporting on balances in arrears as at the last day of the financial year for a period exceeding six months from the date they become due, there was GST input tax credit (ITC) reversal amounting to Rs.38.41 lakhs. Also, there was interest thereon amounting to Rs.8.43 lakhs, which has been paid after 31/03/2022.”</p>					Nil	Subsequently paid by the Company														
Fiscal 2021	<p><b>CARO – Standalone financial statements</b></p> <p>“vii(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees’ state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. The following balances remained in arrears as at the last day of the financial year for a period exceeding six months from the date they become due –</p> <table border="1" data-bbox="304 1406 959 1798"> <thead> <tr> <th data-bbox="304 1406 384 1603">Name of the Statute</th> <th data-bbox="384 1406 475 1603">Nature of Dues</th> <th data-bbox="475 1406 587 1603">Amount (₹)</th> <th data-bbox="587 1406 671 1603">Period to which the amount relates</th> <th data-bbox="671 1406 751 1603">Due Date</th> <th data-bbox="751 1406 847 1603">Date of Payment</th> <th data-bbox="847 1406 959 1603">Remarks, if any</th> </tr> </thead> <tbody> <tr> <td data-bbox="304 1603 384 1798">Goods and Service Tax (GST)</td> <td data-bbox="384 1603 475 1798">GST input credit Reversal and Interest on GST</td> <td data-bbox="475 1603 587 1798">60,73,612/-</td> <td data-bbox="587 1603 671 1798">FY 2018-21</td> <td data-bbox="671 1603 751 1798">Various Due Dates*</td> <td data-bbox="751 1603 847 1798">Nil</td> <td data-bbox="847 1603 959 1798">Nil</td> </tr> </tbody> </table> <p>*GST due date – 20th of the subsequent months.”</p>					Name of the Statute	Nature of Dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any	Goods and Service Tax (GST)	GST input credit Reversal and Interest on GST	60,73,612/-	FY 2018-21	Various Due Dates*	Nil	Nil	Nil	Subsequently paid by the Company
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Goods and Service Tax (GST)	GST input credit Reversal and Interest on GST	60,73,612/-	FY 2018-21	Various Due Dates*	Nil	Nil															

<b>Fiscal/Period</b>	<b>Details of reservation, qualification or adverse remarks</b>	<b>Impact on the financial statements and financial position of the Company</b>	<b>Corrective steps taken and/or proposed to be taken by the Company</b>														
<b>Fiscal 2021</b>	<p><b>Audit Report on the Standalone Financial Statements</b></p> <p>“10(g)(iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company, except for Rs.2,350/- pertaining to financial year 2011-12 is yet to be transferred to IEPF. The Company has initiated necessary procedure in this regard for completion of the same.”</p>	Nil	Subsequently transferred to IEPF														
<b>Fiscal 2021</b>	<p><b>Report on the Audit of the Consolidated Financial Statements</b></p> <p>“11(h)(iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company, except for Rs.2,350/- pertaining to financial year 2011-12 is yet to be transferred to IEPF. The Company has initiated necessary procedure in this regard for completion of the same.”</p>	Nil	Subsequently transferred to the IEPF														
<b>Fiscal 2020</b>	<p><b>CARO – Standalone</b></p> <p>“vii(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees’ state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year, except that in certain instances there have been delays. The following balances remained in arrears as at the last day of the financial year for a period exceeding six months from the date they become due -</p> <table border="1" data-bbox="304 1153 962 1624"> <thead> <tr> <th><b>Name of the Statute</b></th> <th><b>Nature of Dues</b></th> <th><b>Amount (₹)</b></th> <th><b>Period to which the amount relates</b></th> <th><b>Due Date</b></th> <th><b>Date of Payment</b></th> <th><b>Remarks, if any</b></th> </tr> </thead> <tbody> <tr> <td>Goods and Service Tax (GST)</td> <td>GST input credit Reversal and Interest on GST</td> <td>35,10,986/-</td> <td>2018-2020</td> <td>Various Due Dates*</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table> <p>*GST due date – 20th of the subsequent months.”</p>	<b>Name of the Statute</b>	<b>Nature of Dues</b>	<b>Amount (₹)</b>	<b>Period to which the amount relates</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>Remarks, if any</b>	Goods and Service Tax (GST)	GST input credit Reversal and Interest on GST	35,10,986/-	2018-2020	Various Due Dates*	Nil	Nil	Nil	Subsequently paid by the Company
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Goods and Service Tax (GST)	GST input credit Reversal and Interest on GST	35,10,986/-	2018-2020	Various Due Dates*	Nil	Nil											
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<b>Fiscal/ Period</b>	<b>Details of reservation, qualification or adverse remarks</b>	<b>Impact on the financial statements and financial position of the Company</b>	<b>Corrective steps taken and/or proposed to be taken by the Company</b>
	<i>2011-12 is yet to be transferred to IEPF. The Company has initiated necessary procedure in this regard for completion of the same.”</i>		
<b>Fiscal 2019</b>	<p><b>CARO - Standalone Financial Statements</b></p> <p><i>“vii(a): In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees’ state insurance, income tax, sales tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year, except that in certain instances there have been delays.”</i></p>	Nil	Nil

### **UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS**

Except as described in this Preliminary Placement Document, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

### **KNOWN TRENDS OR UNCERTAINTIES**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “—*Significant Factors Affecting Our Results of Operations*” and the uncertainties described in “*Risk Factors*” on pages 99 and 47, respectively. Except as discussed in this Preliminary Placement Document, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income.

### **SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATION**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in “—*Significant Factors Affecting Our Results of Operations*” and the uncertainties described in “*Risk Factors*” on pages 99 and 47, respectively.

### **NEW PRODUCTS OR BUSINESS SEGMENTS**

Except as described in this Preliminary Placement Document, we have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and the introduction of new products.

### **FUTURE RELATIONSHIP BETWEEN COST AND INCOME**

Other than as described elsewhere in the sections “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 47, 145 and 97, respectively, there are no known factors that will have a material adverse impact on our operations and financial condition.

### **SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS**

We are dependent on a few customers. See, “*Risk Factors – We generate a significant portion of our revenues from our top 10 customers, and any loss or reduction of business from these customers could reduce our revenues and adversely affect our business, cash flows, financial condition and results of operations.*” on page 48.

### **SEASONALITY/ CYCLICALITY OF BUSINESS**

Our business is not seasonable or cyclical in nature.

### **SIGNIFICANT DEVELOPMENTS AFTER DECEMBER 31, 2023**



The Board of Directors of the Company has, pursuant to its resolution dated February 12, 2024, and approval of shareholders of the Company *vide* extraordinary general resolution dated March 7, 2024, approved the preferential allotment and allotted 9,02,935 fully paid-up Equity Shares at a price of ₹ 2,215 per Equity Share, aggregating to ₹ 20,000.01 lakhs on March 28, 2024, to certain identified investors. Our Company has filed the applications for obtaining the listing approvals from BSE and NSE on April 2, 2024, and are yet to receive the listing approval. Post receipt of the listing approval, our Company will apply for trading approvals from BSE and NSE, accordingly. For further details, see “*Capital Structure - Equity Share capital history of our Company*” on page 90.

Except as disclosed above and elsewhere in this Preliminary Placement Document, our Company is not aware of any circumstances that have arisen since December 31, 2023 that have a material adverse effect on, or are likely to affect, our operations or profitability, the value of our assets or our ability to pay our material liabilities within the next 12 months.

## INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from derived from the report titled “Credit Lending Operations, 2022 – Market and Vendor Landscape” prepared and issued by Chartis Research, report titled “Cloud Infrastructure Market in India 2023 - 2028” prepared and issued by Netscribes (India) Private Limited, report titled “Global Transit Ticketing & Fare Collection Report” prepared and issued by Global Mass Transit Research and report titled “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031” prepared and issued by Coherent Market Insights. Unless otherwise indicated, financial, operational, industry and other related information derived from the aforesaid industry reports and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal.*

*Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the aforesaid reports as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

*For more information, see “Risk Factors - Certain sections of this Preliminary Placement Document disclose information from the reports titled ““Credit Lending Operations, 2022 – Market and Vendor Landscape”, “Cloud Infrastructure Market in India 2023 - 2028”, “Global Transit Ticketing & Fare Collection Report” and “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031” and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.” on page 67. Also see, “Presentation of Financial and Other Financial Information” on page 12.*

### 1. CREDIT LENDING OPERATIONS

*The below information has been derived from the “Credit Lending Operations, 2022 – Market and Vendor Landscape” prepared and issued by Chartis Research,*

*Market landscape - The credit lending market: an overview*

Commercial and corporate banking is a complex (and sizable) area of business for financial institutions, and covers four main categories of product offering: credit lending, cash management, trade finance and supply chain management. (Equally, significant elements of these activities are now conducted by non-banks.) Each product category contains multiple sub-products to satisfy the needs of corporate clients, based on their requirements and business models. This report covers the **credit lending** area within the commercial and corporate banking landscape, with a focus on the areas of loan origination, collateral management and limits management. In due course we will consider other aspects of credit intermediation by other types of firms, such as credit funds, insurance companies, private equity houses and corporates (with credit exposures as part of their trading business or across their supply chain activities).

The commercial and corporate lending market has expanded over the years with the inclusion of different types of products, simple and complex, with different terms and conditions, regulatory guidelines and target markets. Increasingly, process optimization and cost control are becoming central elements.

#### **Key market dynamics**

Requirements around credit operations have been evolving rapidly, driven by growing product differentiation, the broader availability of data, structural changes in the finance and control units of banks, new accounting standards (International Financial Reporting Standard (“**IFRS**”) 9 and Current Expected Credit Losses (“**CECL**”)), regulatory shifts (greater requirements for monitoring, for example) and demand for new and more innovative products. Aspects of the broader competitive landscape (including the large number of new players and new sources of capital) have also played a role in the structural changes.

Overall, the key drivers of change are:

- The increasing availability of varied data, including a wide range of alternative data types.

- The growing use of new mathematical models, including novel statistical methods such as machine learning (“ML”). These methods have proved very successful, particularly in retail credit, and are now finding wider applications in wholesale credit. Generally, their impact has been most dramatic in the areas of data management and data consolidation.
- Credit portfolio management is taking center stage.
- Collateral management is becoming an increasingly critical function.
- The credit cycle is coming to an end, impacted by the COVID-19 pandemic and geopolitical shifts.
- Overall, ‘shadow’ and non-banks are becoming more central to the overall credit cycle.
- The interaction between traded and banking book credit is growing.
- The impact of accounting standards for credit risk goes beyond mere reporting – they have triggered a fundamental restructuring of credit modeling.

**Assessment criteria for vendors of credit lending operations, 2022**

Completeness of offering	Market potential
• Platform capabilities	• Customer satisfaction
• Product capabilities	• Market presence
• LOS/CMS/LMS processing	• Growth strategy
• Workflow management	• Business model
• Adoption of emerging technologies	• Financials
• Coverage for credit risk processing, analytics and portfolio management	

**RiskTech Quadrant® for loan origination solutions, 2022**



Source: Chartis Research

**RiskTech Quadrant® for collateral management solutions, 2022**



Source: Chartis Research

**RiskTech Quadrant® for limits management solutions, 2022**



Source: Chartis Research

### Vendor capabilities for loan origination solutions, 2022

Vendor	Platform capabilities	Product capabilities	LOS processing	Workflow management and integration	Adoption of emerging technologies	Coverage
Abrigo	***	***	***	***	***	***
Broadridge/Rockall	****	****	****	****	****	****
CubeLogic	***	***	***	****	***	****
FIS	****	****	****	****	****	****
five°degrees	****	**	***	***	***	**
Integro Technologies	****	****	****	****	****	***
Intellect Design	***	****	****	***	***	***
Kuliza	***	***	***	***	****	***
Loxon	****	****	****	****	****	***
Moody's Analytics	****	****	****	****	****	****
nCino	****	****	****	****	****	***
Oracle	****	****	****	****	****	****
Prometeia	****	****	****	****	****	***
TurnKey Lender	****	****	****	****	****	***

Key: \*\*\*\* = Best-in-class capabilities, \*\*\* = Advanced capabilities, \*\* = Meets industry requirements, \* = Partial coverage/component capability  
Source: Chartis Research

### Vendor capabilities for collateral management solutions, 2022

Vendor	Platform capabilities	Product capabilities	CMS processing	Workflow management and integration	Adoption of emerging technologies	Coverage
Broadridge/Rockall	****	****	****	****	****	****
CubeLogic	***	***	***	****	***	****
FIS	****	****	****	***	****	****
five°degrees	****	**	***	**	***	**
Integro Technologies	****	***	****	****	****	***
Intellect Design	***	****	***	**	***	***
Kuliza	***	***	***	***	****	***
Loxon	****	****	****	****	****	***
Moody's Analytics	****	****	****	***	****	****
nCino	****	****	****	***	***	***
Oracle	****	****	****	**	****	****
Prometeia	****	****	****	***	****	***
TurnKey Lender	****	****	****	***	****	***

Key: \*\*\*\* = Best-in-class capabilities, \*\*\* = Advanced capabilities, \*\* = Meets industry requirements, \* = Partial coverage/component capability  
Source: Chartis Research

## Vendor capabilities for limits management solutions, 2022

Vendor	Platform capabilities	Product capabilities	LMS processing	Workflow management and integration	Adoption of emerging technologies	Coverage
Broadridge/Rockall	****	****	****	****	****	****
CubeLogic	***	****	****	****	***	****
FIS	****	****	****	***	****	****
five°degrees	****	**	***	**	***	**
Integro Technologies	****	****	****	****	****	***
Intellect Design	***	****	***	**	***	***
Kuliza	***	***	***	***	****	***
Loxon	****	****	****	***	****	***
Moody's Analytics	****	****	****	***	***	****
nCino	****	****	****	***	****	***
Oracle	****	****	****	**	****	****
Prometeia	****	****	****	***	****	***
TurnKey Lender	****	****	****	***	****	***

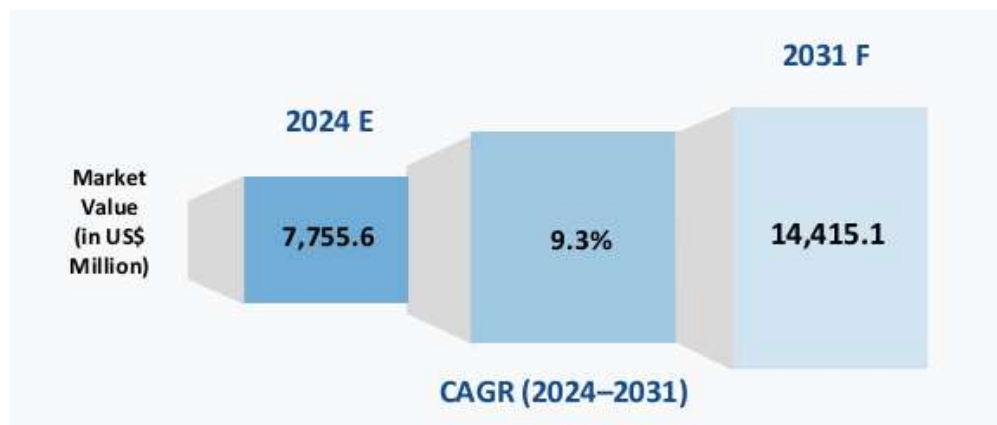
Key: \*\*\*\* = Best-in-class capabilities, \*\*\* = Advanced capabilities, \*\* = Meets industry requirements, \* = Partial coverage/component capability  
Source: Chartis Research

## 2. GLOBAL CREDIT RISK ASSESSMENT MARKET

The below information has been derived from the report titled “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031” prepared and issued by Coherent Market Insights

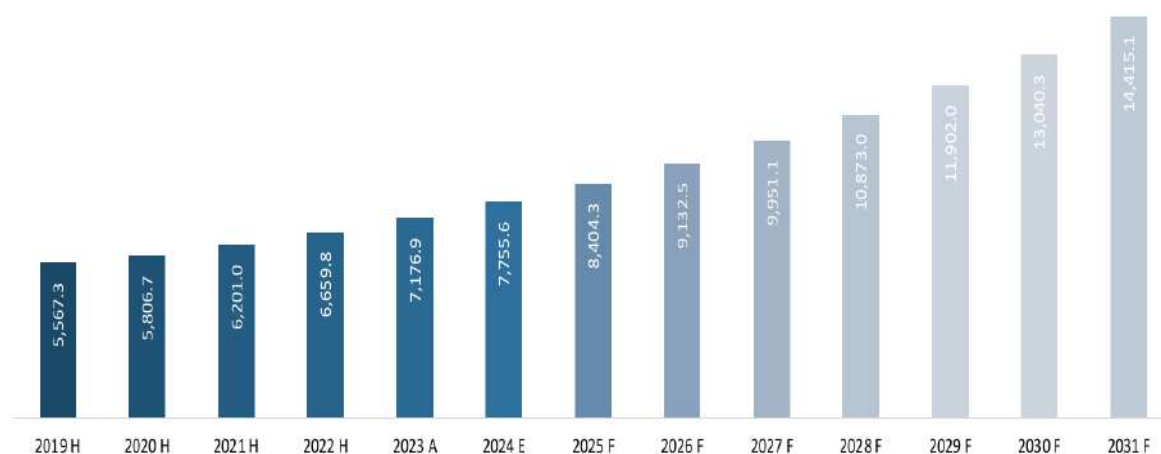
Global credit risk assessment market was valued at USD 7,176.9 million in 2023 and is expected to exhibit a CAGR of 9.3% over the forecast period to reach USD 14,415.1 million in 2031. The following are the drivers:

- Rising adoption of technologies like AI and big data analytics
- Rising volumes of banking transactions globally



## Global Credit Risk Assessment Market Value (USD Million) Analysis, 2019-2031

9.3% - CAGR (2024-2031)



Global Credit Risk Assessment Market is expected to witness significant growth during the forecast period (2024-2031).

### Drivers - Rising adoption of technologies like AI and big data analytics

- The rising usage of artificial intelligence and big data analytics across industries has opened new opportunities for assessing credit risk in a more effective and efficient manner. These technologies allow analyzing massive amounts of data from multiple internal and external sources to identify hidden patterns and make predictions about customers' creditworthiness. This data-driven approach to credit risk assessment provides meaningful insights into customers' financial behavior and likelihood of default over time. Many banks and financial institutions have started implementing AI and big data-powered solutions to automate decision making around lending, detect fraud, monitor accounts for malpractices, and optimize portfolio management.
- As technology progresses, enhancing the infrastructure for credit reporting as well as the predictive and monitoring capacities of institutions, it is anticipated that there will be a growing reliance on advanced digital solutions. This will drive higher spending on advanced risk management systems, thereby accelerating the growth path of the global credit risk assessment market over the coming years. For instance, in May 2023, Fitch Solutions, a prominent provider of insights, data, and analytics, introduced Fitch XGS Credit Ratings Data. This data offering presents Fitch Ratings bank ratings that do not include government support, specifically tailored for adherence to Basel III final reforms.

### Drivers - Rising volumes of banking transactions globally

- The ever-increasing numbers of banking transactions taking place globally each year has significantly contributed to the ongoing expansion of the global credit risk assessment market. As digital technologies have revolutionized the financial industry and new pathways for digital transactions have made money transfer more convenient and accessible than ever before, the total volume of banking activity occurring across international borders and between institutions has skyrocketed dramatically in recent times.
- The growing volumes of cross-border banking transactions in recent years as highlighted by Bank for International Settlements ("BIS") and World Bank data underscores how elevated levels of international financial activity necessitate more rigorous credit risk screening for banks and other organizations. This driving



factor has been a major contributor to the ongoing expansion of the global credit risk assessment market. Developments like greater digitization and technological innovation in risk analysis are also poised to further strengthen the market growth patterns.

- In December 2023, according to the World Bank’s latest Migration and Development Brief released, there was a reported growth of approximately 3.8% in remittances to low- and middle-income countries (“**LMICs**”) for the year 2023.

#### **Market Opportunities – Growth in digital lending practices**

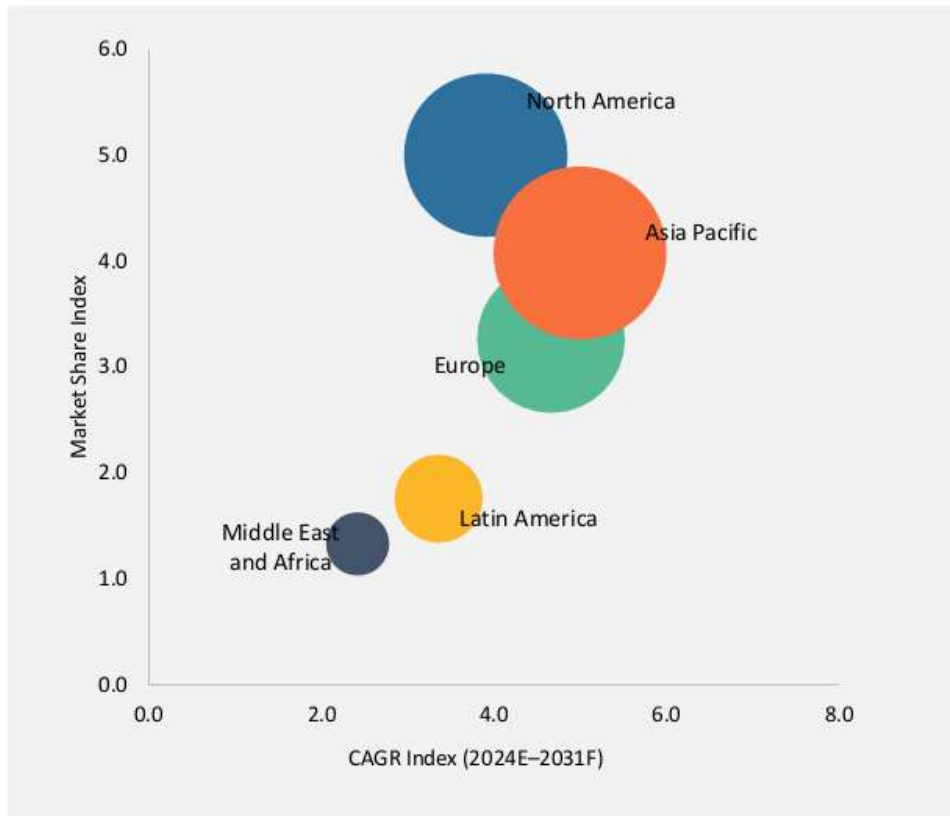
- The increasing adoption of digital lending practices through advanced technologies presents a huge opportunity for growth in the global credit risk assessment market. As more financial transactions move online and digital adoption accelerates worldwide, especially after the pandemic, the need for robust digital lending platforms with embedded credit risk analytics has risen exponentially.
- This transition towards digital lending is forecast to continue and even accelerate in the coming years. The International Monetary Fund (“**IMF**”) estimates global digital payments increased by over 25% during the COVID-19 pandemic.
- Furthermore, in conclusion, the growth of digital lending and rising adoption of advanced technology in underwriting processes presents immense opportunities for the global credit risk assessment market to scale up in the coming years and boost financial inclusion on a global scale. Governments and international organizations are also increasingly supporting these efforts.

#### **Market Opportunities – Partnerships with fintech companies to gain access to new customer segments**

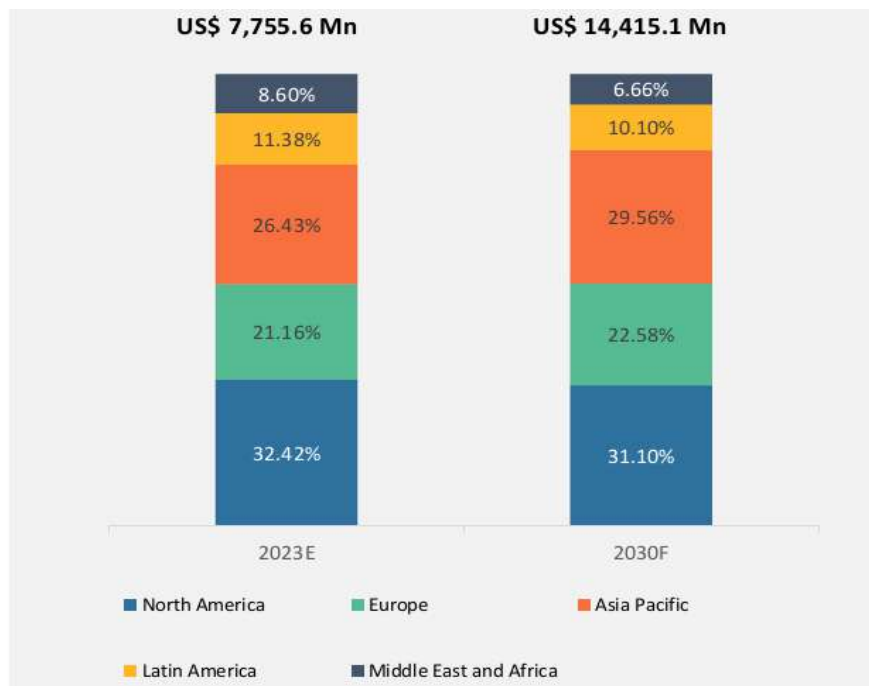
- Partnerships with Fintech companies can provide great opportunities for players in the global credit risk assessment market to access new customer segments. With the rise of digital lending platforms and online credit solutions, many Fintech players have amassed large datasets on various customer segments that traditional banks lack visibility into. By collaborating with Fintechs, credit risk assessment firms can tap into these alternative data sources to analyze new types of borrowers and small businesses. This will help expand the overall addressable market for credit risk solutions.
- For instance, in October 2022, the IMF published the findings of the 13<sup>th</sup> Annual Financial Access Survey (“**FAS**”) [1], unveiling data for the year 2021. The report emphasized a significant increase in the adoption of digital financial services, surpassing levels seen before the pandemic. Additionally, the survey indicates a reduction in outstanding loan balances for small and medium-sized enterprises (“**SMEs**”) and persistent gender disparities in financial access across various economies. Notably, microfinance institutions played a crucial role in certain economies by fostering inclusion among unserved and underserved populations, particularly through the distribution of pandemic-related support.

#### ***Market Attractiveness Analysis***

##### **Market Attractiveness, by region, (2024-2031)**



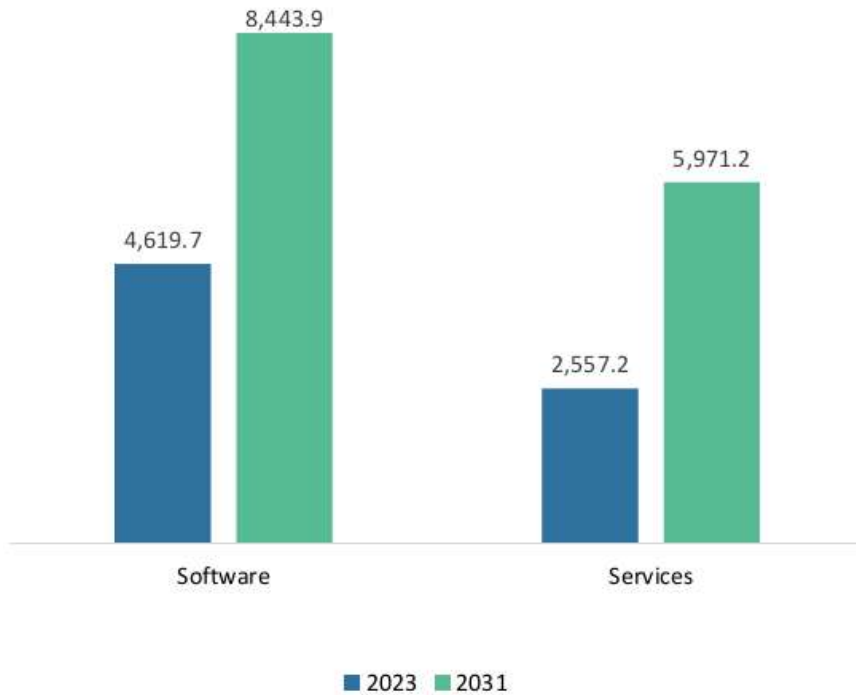
**Market share and BPS analysis, by region, 2024 & 2031**



**Segment Overview**

Services segment is expected to exhibit high growth over the forecast period.

### Global Credit Risk Assessment Market Value (USD Million), by Component, 2023 & 2031



On the basis of component, the global credit risk assessment market is segmented into software and services. Software segment accounted for the largest share in 2023. The segment was valued at USD4,619.7 million in 2023 and is expected to generate a revenue of USD8,443.9 million by 2031. This segment is expected to exhibit a CAGR of 8.0% over the forecast period (2024 to 2031). Services segment is expected to exhibit a CAGR of 11.3% over the forecast period. This segment was valued at USD2,557.2 million in 2023 and is expected to generate a revenue of USD5,971.2 million by 2031.

#### Segment Overview

Services segment is expected to witness the highest growth over the forecast period

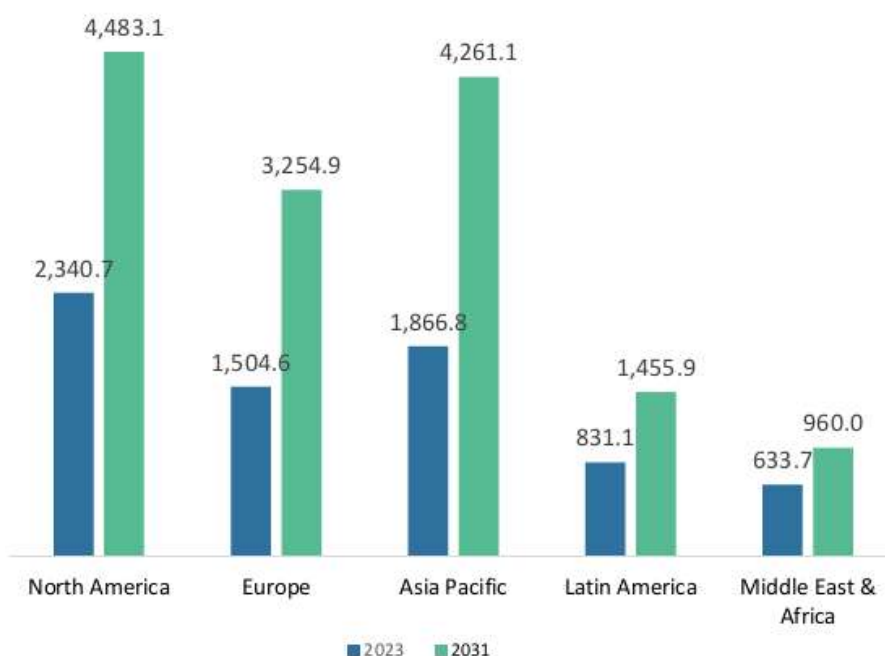
### Global Credit Risk Assessment Market Value (USD Million) Analysis and Forecast, by Component, 2019-2031

Component	2019 H	2020 H	2021 H	2022 H	2023 A	2024 E	2025 F	2026 F	2027 F	2028 F	2029 F	2030 F	2031 F	CAGR (2024-2031)
Software	3,723.6	3,848.4	4,071.2	4,330.1	4,619.7	4,940.6	5,296.7	5,692.0	6,131.2	6,619.7	7,157.0	7,741.3	8,443.9	8.0%
Services	1,843.7	1,958.3	2,129.8	2,329.7	2,557.2	2,815.0	3,107.6	3,440.5	3,819.9	4,253.3	4,745.0	5,299.0	5,971.2	11.3%
<b>Total</b>	<b>5,567.3</b>	<b>5,806.7</b>	<b>6,201.0</b>	<b>6,659.8</b>	<b>7,176.9</b>	<b>7,755.6</b>	<b>8,404.3</b>	<b>9,132.5</b>	<b>9,951.1</b>	<b>10,873.0</b>	<b>11,902.0</b>	<b>13,040.3</b>	<b>14,415.1</b>	<b>9.3%</b>

#### Regional Overview

North America is expected to exhibit the highest growth over the forecast period.

### Global Credit Risk Assessment Market Value (USD Million), by Region, 2023 & 2031



On the basis of region, the global credit risk assessment market is segmented into North America, Europe, Asia Pacific, Latin America, and Middle East & Africa. North America accounted for the largest share in the global credit risk s assessment market and was valued at USD2,340.7 million in 2023, and it is expected to generate USD4,483.1 Million by 2031. Moreover, Asia Pacific is expected to exhibit a CAGR of 11.0% over the forecast period.

### Regional Overview

Asia Pacific is expected to witness the highest growth over the forecast period.

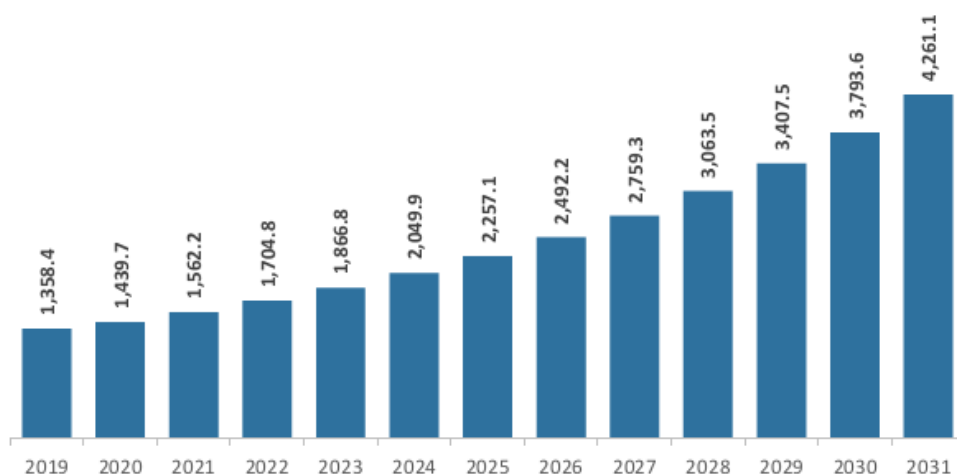
### Global Credit Risk Assessment Market Value (USD Million) Analysis and Forecast, by Region, 2019-2031

Region	2019 H	2020 H	2021 H	2022 H	2023 A	2024 E	2025 E	2026 F	2027 F	2028 F	2029 F	2030 F	2031 F	CAGR (2024-2031)
North America	1,859.5	1,927.9	2,046.6	2,185.1	2,340.7	2,514.5	2,708.7	2,925.9	3,169.3	3,442.4	3,745.8	4,079.7	4,483.1	8.6%
Europe	1,124.6	1,183.9	1,276.1	1,383.3	1,504.6	1,641.1	1,794.9	1,968.6	2,165.1	2,387.7	2,638.0	2,917.3	3,254.9	10.3%
Asia Pacific	1,358.4	1,439.7	1,562.2	1,704.8	1,866.8	2,049.9	2,257.1	2,492.2	2,759.3	3,063.5	3,407.5	3,799.6	4,261.1	11.0%
Latin America	690.3	707.8	743.1	784.5	831.1	882.9	940.5	1,004.7	1,076.2	1,156.0	1,243.9	1,339.8	1,455.9	7.4%
Middle East & Africa	534.5	547.4	573.0	602.1	633.7	667.3	703.1	741.1	781.2	823.4	866.7	909.9	960.0	5.3%
Total	5,567.3	5,806.7	6,201.0	6,659.8	7,176.9	7,755.6	8,404.3	9,132.5	9,951.1	10,873.0	11,902.0	13,040.3	14,415.1	9.3%

### Asia Pacific Credit Risk Assessment Market Forecast

The Asia Pacific credit risk assessment market generated a revenue of USD 1,866.8 million in 2023.

### Asia Pacific Credit Risk Assessment Market Value (USD Million) Analysis and Forecast



The Asia Pacific credit risk assessment market is projected growth at a rate of 11.0% between 2024 and 2031. Asia Pacific credit risk assessment market is expected to be valued at USD4,261.1 Million by 2031, from USD1,866.8 Million in 2023, exhibiting a CAGR of 11.0% over the forecast period. The Asia Pacific region is diverse, encompassing both developed and emerging markets. Credit risk assessors need to understand the unique challenges and opportunities presented by the different economic landscapes in countries across the region.

The economic conditions in the Asia Pacific region, including factors like GDP growth, interest rates, and employment rates, play a crucial role in credit risk assessment. Rapidly growing economies may present both opportunities and challenges for assessing credit risk. Various countries in the Asia Pacific region have diverse regulatory environments. Changes in regulations related to data protection, financial services, and credit reporting can impact the credit risk assessment industry. The incorporation of technologies like artificial intelligence, machine learning, and digital platforms is expected to play a pivotal role in shaping the industry, particularly in nations recognized for their technological innovation, impacting the credit risk assessment market.

### 3. CLOUD INFRASTRUCTURE MARKET IN INDIA

*The below information has been derived from the report titled “Cloud Infrastructure Market in India 2023 - 2028” prepared and issued by Netscribes (India) Private Limited*

The cloud infrastructure market in India was valued at ₹ 356.19 billion in 2022 and is expected to reach ₹1,621.10 billion by 2028, expanding at a CAGR of 27.49%, during the 2023 to 2028.

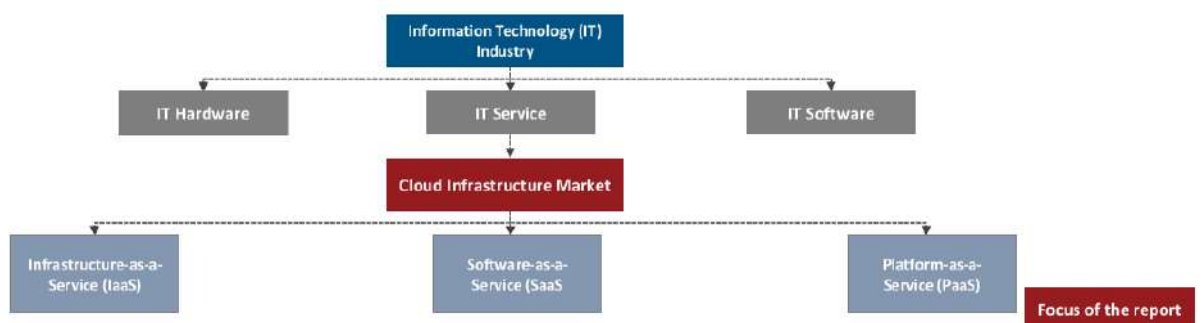
Improved operational efficiency among small and medium-sized businesses (including educational technology companies, financial technology companies, cooperative banks, as well as the public sector) and the government sector's adoption of cloud infrastructure solutions have both contributed to the market's recent growth in an upward direction. The following are the drivers:

- Digital transformation
- Data localization
- Startup ecosystem
- E-commerce and retail

#### Market Definition and Structure

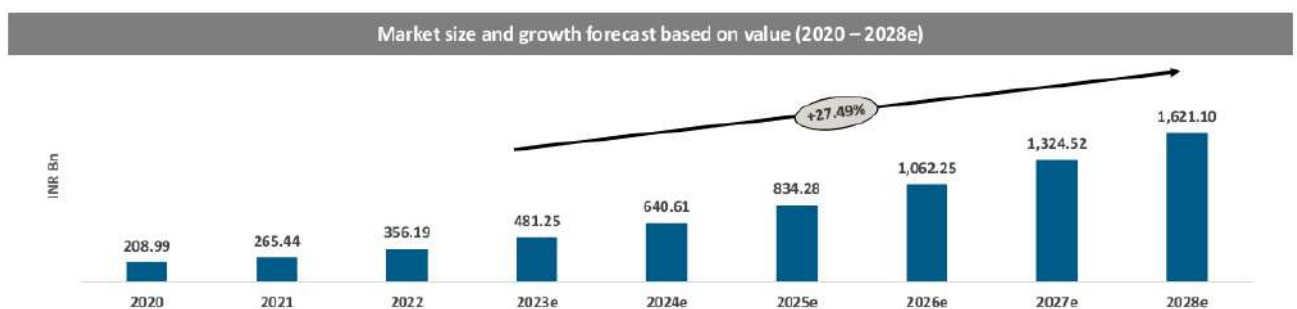
- Cloud computing involves the delivery of computing services such as servers, storage, software, databases, networking, and analytics to the customer over the internet (generally referred as “the Cloud”).
- In a Cloud computing model, Cloud infrastructure refers to the software and hardware components including servers, software, network devices, ethernet switches, storage, among other resources that support the entire computing requirement.

- Cloud infrastructure is present in all Cloud computing deployment models namely: private Cloud, public Cloud, and hybrid Cloud.
  - In a private Cloud, a company typically owns the components of Cloud infrastructure and operates them within its own data center.
  - Similarly, in a public Cloud model, the entire Cloud infrastructure is owned and managed by a third-party Cloud provider.
  - A hybrid Cloud model includes a combination of private and public Cloud offerings.
- The Cloud infrastructure market can be segmented based on their type, end-user vertical, and deployment type.
  - On basis of type, the market has been categorized as Infrastructure-as-a-Service (“IaaS”), Software-as-a-Service (“SaaS”), and Platform-as-a Service (“PaaS”).
  - By end-user vertical, the market has been divided as IT/ITES, E-commerce, communication and media, telecom, manufacturing, government, transport and logistics, retail (excluding e-commerce), BFSI, and others.



### Cloud Infrastructure Market in India – An Overview

In 2022, the cloud infrastructure market in India was valued at ₹356.19 billion. It is expected to reach ₹1,621.10 billion by 2028, expanding at a CAGR of 27.49%, during the 2023 to 2028.



Cloud infrastructure in India is adopted mainly by sectors such as IT, e-commerce, communication and media, telecom, manufacturing, government, transport and logistics, and retail (excluding e-commerce). The adoption of cloud infrastructure solutions by the government sector, as well as improved operational efficiency among small and medium-sized businesses (including ed techs, fintech, cooperative banks, as well as the public sector), have contributed to the market’s recent expansion in an upward direction. End-user companies are opting for multi-cloud deployment from more than one service provider to ensure flexibility, and data sovereignty in the increased work-from-home scenarios post-Covid-19 pandemic. The trend has expanded the potential customer base for the cloud infrastructure providers.

The expected infrastructural saturation of Tier 1 cities such as Delhi, Bangalore, Mumbai, Chennai, and Hyderabad, has also led to cloud infrastructure providers investing in IT/ITeS infrastructure in Tier 2 and Tier 3 cities. Because of the expected volatility in the economies, the market may be influenced as businesses consider spending on new cloud services.

## **Market Drivers**

### **Digital transformation**

- Indian businesses across various sectors recognized that adopting digital technologies was essential to remain competitive in the global market. Cloud infrastructure provides the foundation for digital transformation by offering scalable and flexible computing resources, data storage, and services.
- Many organizations in India were burdened with legacy IT systems and processes that hindered agility and innovation. Cloud platforms allowed them to modernize their IT environments rapidly, enabling the adoption of new technologies such as artificial intelligence (“AI”), machine learning (“ML”), and IoT.
- Cloud-based solutions enabled businesses to improve customer experiences through digital channels. E-commerce platforms, mobile apps, and online customer support systems became more accessible and efficient, driving customer satisfaction and loyalty.
- Cloud infrastructure reduced capital expenses associated with maintaining and upgrading on-premises data centers. Organizations could shift from a CapEx to an OpEx model, paying only for the resources they used, leading to cost savings.

### **Data localization**

- Data localization refers to regulations that require certain types of data to be stored and processed within the borders of a specific country. In India, data localization regulations were a significant driver for local cloud infrastructure services.
- To comply with data localization regulations, businesses needed cloud providers with data centers and infrastructure within India's borders. This created demand for local cloud services and data center facilities.
- Data localization addressed concerns about data sovereignty and control. Indian businesses and government entities felt more secure knowing that their data was stored and processed within the country, reducing the risk of data breaches or unauthorized access by foreign entities.
- Global cloud providers such as AWS, Microsoft Azure, and Google Cloud expanded their presence in India by opening data centers in various regions. This expansion aimed to meet the demand for localized cloud services and support compliance requirements.

### **Startup ecosystem**

- India's thriving startup ecosystem contributed significantly to the cloud infrastructure market.
- Startups often have limited capital and require cost-effective solutions for scaling their operations. Cloud infrastructure allowed startups to access resources as needed without substantial upfront costs.
- Cloud services enabled startups to iterate quickly and experiment with new products and services. This agility was crucial for innovation and growth.
- Startups leveraged cloud-based AI, machine learning, and big data tools to develop innovative solutions in various domains, including e-commerce, fintech, health tech, etc.
- Many startups in India adopted digital business models that relied on cloud services for hosting applications, websites, and databases.

### **E-commerce and retail**

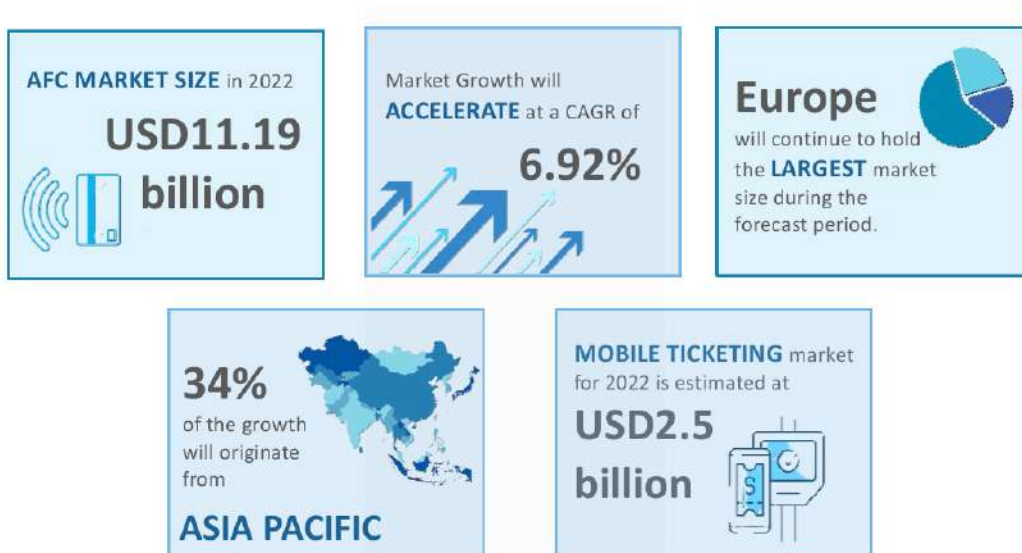
- The growth of e-commerce and the retail sector in India had a significant impact on the cloud infrastructure market.
- E-commerce businesses require scalable infrastructure to handle fluctuations in traffic, especially during peak seasons. Cloud infrastructure provided the necessary scalability without the need for heavy capital investments.
- Cloud-based supply chain management solutions allowed retailers to streamline their operations, track inventory in real-time, and enhance logistics and order fulfillment.
- The growth of digital payments and mobile wallets in India relied on cloud infrastructure for secure and efficient transaction processing.
- E-commerce companies used cloud-based data analytics tools to gain insights into customer behavior, enabling personalized marketing and product recommendations.

#### 4. AUTOMATED FARE COLLECTION (“AFC”)

The below information has been derived from the report titled “Global Transit Ticketing & Fare Collection Report” prepared and issued by Global Mass Transit Research.

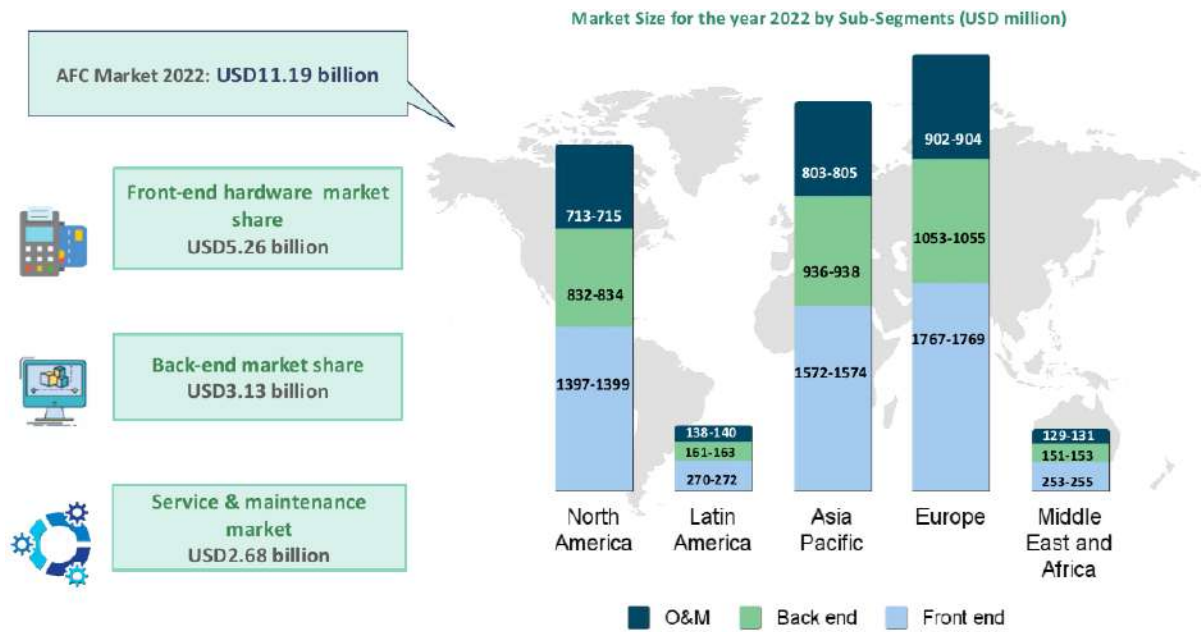
It is estimated that the AFC market size will increase from USD 11.19 billion in 2022 to nearly USD 17.87 billion in 2029.

#### Market Size of AFC Segment



#### Market Size by Sub-segments





### AFC Market Size by Region



### Key Growth Drivers

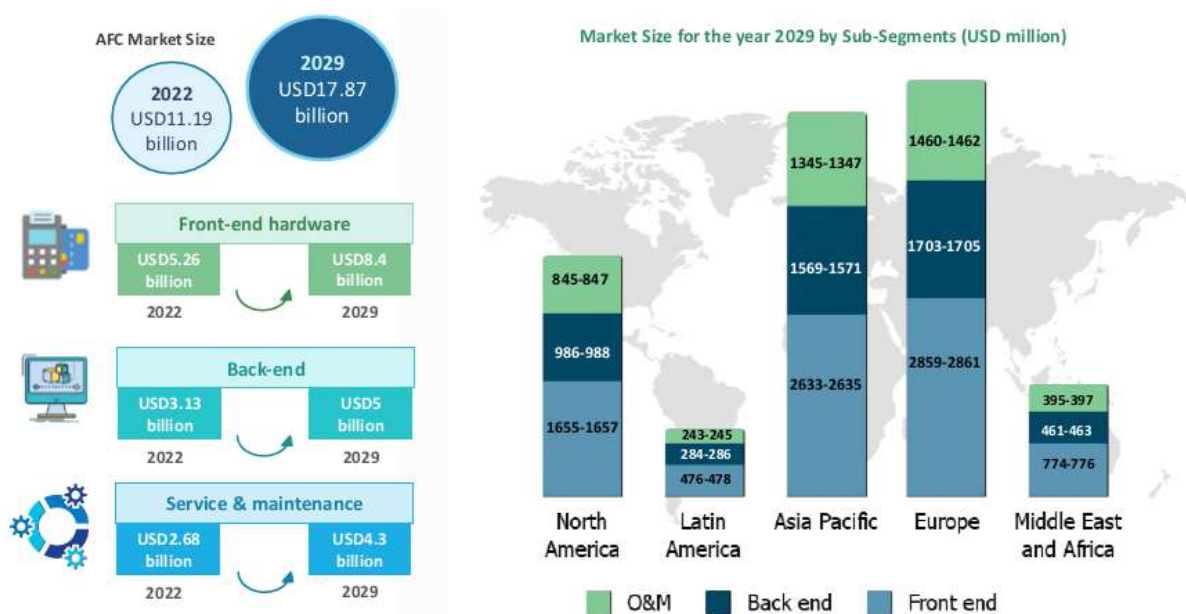
- **Simplified fare systems:** Simplifying and unifying the fare structure is a key prerequisite for implementing AFC. Complex fare structure such as network wise, zone wise, or area wise lead to complexity in revenue sharing.
- **Political will:** Political will is necessary to implement enabling policy environment. Integration and interoperability are essential in implementing a seamless ticketing system.
- **Availability of support technology:** Automated fare system need high speed internet to ensure minimum friction and fast transaction. Without the support infrastructure, the system cannot provide seamless service to the customers.
- **Institutional integration:** Existence of a city-wide or national transit authority aids in ease of implementation as fare structure, contracting model, risk sharing can be unified across all operators.

- Potential for national interoperability:** The case of London and Korea highlight that a national policy and agency responsible for interoperability and nation-wide implementation of AFC system is critical in fast and wide-spread adoption of the technology. There needs to be a central body willing to own and drive the specification and oversee the implementation of the ticketing solution including leveraging economies of scale, for example in back office.

### Case Studies

Korea’s first smartcard ticketing system was introduced in Seoul in 1996. However, the system had several problems such as increasing costs due to technology monopoly by operators, lack of interoperability with other systems, and operators’ refusal to disclose relevant technological information. Due to these problems, the city government faced difficulties in operating and maintaining the system as well as utilizing smartcard transaction data needed for developing transport policies. In 2004, a new smartcard, named T-money, was introduced. T-money is managed by Korea Smart Card Co., Ltd, a joint venture between Seoul Metropolitan Government and LG Group. To make T-money work, the Korean government has put a significant effort to develop a national standard for automatic fare collection. This approach is based on existing international standards, while adapting them for the Korean national market and creating a national capability in AFC to develop an international market. It took them 1 year to develop technical specifications and 1 year to develop solution including smartcard, terminal, center systems and etc., and 6 months to build and operate the testing model. By 2009, smartcard usage has reached 96% in Seoul, while average usage in other cities of about 80%.

### Growth in AFC Market by 2029



## OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 16 for a discussion of the risks and uncertainties related to those statements and “Risk Factors”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 47, 225 and 97, respectively, for a discussion of certain factors that may affect our business, results of operations, financial condition or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our fiscal year ends on March 31 of each year. Accordingly, references to a “Fiscal” year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information included in this section for Fiscal 2021, Fiscal 2022 and Fiscal 2023 has been derived from the respective Audited Consolidated Financial Statements beginning on page F-38. The financial information included in this section for the nine months ended December 31, 2022 and 2023 has been derived from our Interim Condensed Consolidated Financial Statements beginning on page F-1. See, “Financial Information” on page 225. The Interim Condensed Consolidated Financial Statements of our Company are not indicative of our Company’s annual performance and are not comparable with the Audited Consolidated Financial Statements. Unless otherwise stated or the content otherwise requires, references in this section to “our Company”, “we”, “us”, or “our” (including in the context of any financial or operational information) are to us, our Subsidiaries and our Joint Venture on a consolidated basis. Also, see “Definitions and Abbreviations” on page 21 for certain terms used in this section.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the (1) report titled “Credit Lending Operations, 2022 – Market and Vendor Landscape” prepared and issued by Chartis Research, (2) report titled “Cloud Infrastructure Market in India 2023 - 2028” prepared and issued by Netscribes (India) Private Limited, (3) report titled “Global Transit Ticketing & Fare Collection Report” prepared and issued by Global Mass Transit Research and (4) report titled “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031” prepared and issued by Coherent Market Insights. The data included herein includes excerpts from the aforesaid reports and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the aforesaid reports and included herein with respect to any particular calendar year or Fiscal refers to such information for the relevant calendar year or Fiscal. For more details, see “Industry Overview” on page 128. For further information, see “Risk Factors - Certain sections of this Preliminary Placement Document disclose information from the reports titled “Credit Lending Operations, 2022 – Market and Vendor Landscape”, “Cloud Infrastructure Market in India 2023 - 2028”, “Global Transit Ticketing & Fare Collection Report” and “Global Credit Risk Management Market – Market Analysis, Insights, Trends and Opportunity Analysis 2024- 2031” and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.” on page 67. Also see “Industry and Market Data” on page 15.*

### **Overview**

We are an IT transformation services player in the Asian banking and fintech industry with around 25 years of experience. With a diversified portfolio of solutions, our focus is on improving operational processes and automating manual activities to enable enterprises to build better customer experiences. Our solutions cater to retail and wholesale banking, treasury and capital markets, and payments. In addition, we focus on other areas of technology innovation including smart mobility and data centre solutions, hybrid cloud services and smart city initiatives. In Fiscal 2023, our revenue from operations from banking and fintech accounted for 52.13% of our total revenue from operations, while our revenue from technology innovation accounted for 47.87% of our total revenue from operations.

Our Subsidiary, Integro Technologies Pte Ltd., has been recognized as a category leader in the Chartis’s RiskTech Quadrant for loan origination solutions, collateral management solutions, limits management solutions for 2022 in the report titled “Credit Lending Operations, 2022 – Market and Vendor Landscape” prepared and issued by Chartis Research. Further, we have received numerous awards over the years, including “Best Transaction Banking Implementation” at the 5<sup>th</sup> IBS Intelligence Global FinTech Innovation Awards in 2023, “Best Technology Brand” by Economic Times under the Best Tech Brands category in 2022, and “Technology Excellence Award” in the digital technology category at the Asian Technology Excellence Awards 2022 for our automatic fare collection system.

We cater to a diverse customer base, spanning various industries such as banking and financial services, telecommunications, IT, data centers, capital markets, public sector units, government undertakings and transit. As of December 31, 2023, we have served more than 200 customers and have long-standing relationships with our top 10 customers (in terms of revenue from operations in the nine months ended December 31, 2023), averaging over eight years. Further, our revenue base is geographically diversified. As of December 31, 2023, we have served customers in over 30 countries including Singapore, USA, Thailand and UAE. In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively.

Over the years, we have expanded our presence and capabilities through strategic partnerships. For instance, in the banking space, we have formed a partnership to offer our “*SmartLender*” trade limits solution alongside our partner’s trade innovation solution. Similarly in the transit business, we have formed strategic partnerships with technology companies to develop contactless smart transit solution for transit agencies and operators and open-loop ticketing and payments systems for transport operators across India. In addition to the partnerships in the transit space, we have also developed capabilities to cater to customers in the data centre industry.

We prioritise innovation and research and development (“**R&D**”) through multiple initiatives, through a combination of solutions we design as responses to customer requests, as well as proactive efforts to identify marketable solutions. In the past, we launched several solutions as a result of our R&D activities. For instance, we launched EMV Card Type Payment Terminal (ECR-one), which is capable of accepting both RuPay open loop cards and EMV global payment cards. In Fiscal 2021, 2022, and 2023 and the nine months ended December 31, 2022 and 2023, our total expenditure on R&D activities amounted to ₹ 1,904.22 lakhs, ₹ 2,758.17 lakhs, ₹ 4,534.48 lakhs, ₹ 2,944.35 lakhs, and ₹ 4,643.30 lakhs, respectively, representing 5.09%, 5.46%, 6.88%, 6.28% and 7.25% of our revenue from operations, respectively.

We have strong execution capabilities, encompassing our ability to effectively plan, implement, and deliver solutions to our customers. Our execution capabilities are led by team of professionals, comprising 2,295 employees and 57 consultants, as of December 31, 2023, who possess domain expertise, technical skills, and industry knowledge, enabling us to understand customer requirements and execute projects efficiently. We prioritize innovation in our execution processes, constantly adapting to changing customer needs and market dynamics. As of December 31, 2023, we had 2,295 employees, with varied levels of experience. We place a strong emphasis on fostering a positive and inclusive work culture and we have been certified as a Great Place to Work organization.

We are led by our Promoter and Chairman and Managing Director, Paresh Chandulal Zaveri who has several years of experience in general management and strategic planning. Our other Promoter and Co-Chairman and the Non-executive Non Independent Director, Amit Rameshchandra Sheth has experience in the technology industry. We believe that the strength of our Board and management team and their experience has enabled us to take advantage of market opportunities and to better serve our customers.

We believe that we have established operational drivers that have helped deliver us growth in terms of revenue and profitability. Our revenue from operations has increased from ₹ 37,401.77 lakhs in Fiscal 2021 to ₹ 65,933.16 lakhs in Fiscal 2023 at a CAGR of 32.77% whereas our EBITDA has increased from ₹ 8,376.50 lakhs in Fiscal 2021 to ₹ 14,461.07 lakhs in Fiscal 2023 at a CAGR of 31.39%. Further, our diversified offerings and customer base built over the years, have led to our order book growing from ₹ 72,601.00 lakhs as of March 31, 2021 to ₹ 91,122.31 lakhs, as of March 31, 2023. As of December 31, 2022 and 2023, we had an order book of ₹ 87,185.64 lakhs and ₹ 92,604.13 lakhs. This demonstrates our ability to meet customer demands and the scalable nature of our business.

### **Strengths**

#### ***IT transformation services player in the Asian banking and fintech industry with a diversified portfolio of solutions***

We offer advanced technology solutions that enable enterprises to drive digital innovation securely and efficiently. Our solutions are designed to improve operational processes and automate manual activities, helping enterprises build better experiences for their customers. Our solutions cater to retail and wholesale banking, treasury and capital markets, and payments. Our Subsidiary, Integro Technologies Pte Ltd., has been recognized as a category leader in the Chartis’s RiskTech Quadrant for loan origination solutions, collateral management solutions, limits management solutions for 2022 in the report titled “*Credit Lending Operations, 2022 – Market and Vendor Landscape*” prepared

and issued by Chartis Research. In addition to our offerings for the banking and fintech sectors, we focus on other areas of technology innovation including smart mobility and data centre solutions, hybrid cloud services and smart city initiatives.

The following tables set forth our revenue from operations from our solutions for the banking and fintech sector and technology innovation group for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
Banking and Fintech	27,121.25	72.51%	30,156.15	59.71%	34,372.76	52.13%
Technology Innovation Group	10,280.52	27.49%	20,345.07	40.29%	31,560.40	47.87%

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
Banking and Fintech	26,736.72	57.05%	33,665.00	52.55%
Technology Innovation Group	20,131.41	42.95%	30,395.07	47.45%

***Well diversified, longstanding and marquee customers across key target industries***

We have leveraged our diverse portfolio of offerings to develop longstanding relationships with a marquee customer base. As of December 31, 2023, we served more than 200 customers across industries including such as banking and financial services, telecommunications, IT, data centers, capital markets, public sector units, government undertakings and transit.

We have long-standing relationships of more than eight years on average with our top 10 customers (in terms of revenue from operations in the nine months ended December 31, 2023). The table below sets forth the details of our top 10 customers (in terms of revenue from operations in the nine months ended December 31, 2023) of as December 31, 2023:

S. No.	Customer	Commencement of Relationship	Number of Years of Customer Relationship
1.	Singaporean regional bank	Fiscal Year 2008	16 years
2.	Singaporean multinational banking and financial services corporation	Fiscal Year 2008	16 years
3.	Indian multinational banking and financial services company	Fiscal Year 2008	16 years
4.	United Arab Emirates based bank	Fiscal Year 2012	12 years
5.	Indian government IT solutions provider	Fiscal Year 2015	9 years
6.	Metro Rail Operator	Fiscal Year 2017	7 years
7.	Data center services provider	Fiscal Year 2021	3 years

8.	Payment solutions provider.	Fiscal Year 2021	3 years
9.	Data center services provider	Fiscal Year 2021	3 years
10.	National bank of Philippine	Fiscal Year 2024	1 year

We believe that sustaining long-term relationships and building on our existing relationships has contributed significantly to the growth of our revenues. Our ability to provide quality products and solutions that meet our customers' requirement has enabled us to maintain long-term relationships with our customers. The tables below set forth certain details of revenues generated from our customers based on the length of our relationships with such customers for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
More than 5 years	20,181.67	53.96%	27,282.49	54.02%	26,714.33	40.52%
Less than 5 years	17,220.10	46.04%	23,218.73	45.98%	39,218.83	59.48%

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
More than 5 years	20,251.93	43.21%	22,757.90	35.53%
Less than 5 years	26,615.43	56.79%	41,302.18	64.47%

#### *Ability to service a large addressable market across geographies*

We have a geographically diversified revenue base. As of December 31, 2023, we served customers in over 30 countries including Singapore, USA, Thailand and UAE. In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively. The following tables set forth our revenues from customers based on the location of our customers for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
India	15,948.70	42.64%	25,246.03	49.99%	37,386.49	56.70%
Asia Pacific Region (other than India)	13,849.22	37.03%	14,440.29	28.59%	20,041.59	30.40%
USA	2,812.03	7.52%	4,190.71	8.30%	3,428.52	5.20%
Middle East & Africa Region	4,791.82	12.81%	6,624.19	13.12%	5,076.56	7.70%
<b>Total</b>	<b>37,401.77</b>	<b>100.00%</b>	<b>50,501.22</b>	<b>100.00%</b>	<b>65,933.16</b>	<b>100.00%</b>

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
India	24,872.01	53.07%	36,282.49	56.64%

Asia Pacific Region (other than India)	15,090.16	32.20%	19,036.92	29.72%
USA	3,148.26	6.72%	4,881.36	7.62%
Middle East & Africa Region	3,756.94	8.02%	3,859.31	6.02%
<b>Total</b>	<b>46,867.36</b>	<b>100.00%</b>	<b>64,060.08</b>	<b>100.00%</b>

As evidenced by industry reports, the sectors we operate in have a long demand runway and significant growth potential. For example, as per the report issued on “Global Credit Risk Management Market” by Coherent Market Insights, the global credit risk management market was valued at USD 7,176.9 million in 2023 and is expected to grow at a CAGR of 9.3% during 2024 and 2031 to reach USD 14,415.1 million in 2031. Further, as per the “Global Transit Ticketing & Fare Collection Report” issued by Global Mass Transit Research, the automated fare collection market is projected to increase from USD 11.19 billion in 2022 to nearly USD 17.87 billion in 2029. Further, as per the “Cloud Infrastructure Market in India 2023 - 2028” issued by Netscribes (India) Private Limited, the cloud infrastructure in India was valued at ₹ 356.19 billion in 2022 and is expected to reach ₹ 1,621.10 billion by 2028, expanding at a CAGR of 27.49% during the 2023-2028 period.

We have strategically expanded our reach and capabilities to effectively serve this large addressable market. We have sales channel partners which enable us expand our reach in Europe and Middle-East and as of December 31, 2023, we have 21 employees primarily located in India, Thailand, Singapore and Malaysia who are responsible for spearheading our sales efforts. We currently operate in 11 countries including India, Singapore, Malaysia, Thailand, USA and UAE through our offices and primarily in geographies where our key customers are located to ensure efficient execution, timely delivery and faster resolution of service issues. In addition, we focus on increasing our capabilities through strategic partnerships. For instance, in the banking space, we have formed a partnership to offer our “SmartLender” trade limits solution alongside our partner’s trade innovation solution. Similarly in the transit business, we have formed strategic partnerships with technology companies to develop contactless smart transit solution for transit agencies and operators and open-loop ticketing and payments systems for transport operators across India. In addition to the partnerships in the transit space, we have also developed capabilities to cater to customers in the data centre industry.

With our combination of a strong sales team, on-ground presence and strategic partnerships, we believe we are well-positioned to cater to the large addressable market in different geographies.

### ***Strong execution capabilities***

We have strong execution capabilities, encompassing our ability to effectively plan, implement, and deliver solutions to our customers. Our execution capabilities are led by team of professionals, comprising 2,295 employees and 57 consultants, as of December 31, 2023, who possess domain expertise, technical skills, and industry knowledge, enabling us to understand customer requirements and execute projects efficiently. We follow a systematic and well-structured project management approach to ensure the successful implementation of our offerings. We emphasize on innovation in our execution processes where we seek to adapt to changing customer needs and market dynamics, ensuring that our solutions align with the latest industry trends and technologies. The following are some notable projects undertake in the past which demonstrate our execution capabilities:

- supply, license, and implementation of automated fare collection system for one of the state metro rail corporations in India;
- supply, implementation, and maintenance of an open loop automated ticketing system for transport buses for one of the state road transport corporations in India; and
- supply, implementation, and maintenance of transaction banking solutions for one of the Indian public sector banks.

We have received numerous awards over the years, including “Best Transaction Banking Implementation” at the 5<sup>th</sup> IBS Intelligence Global FinTech Innovation Awards in 2023, “Best Technology Brand” by Economic Times under the Best Tech Brands category in 2022, “Technology Excellence Award” in the digital technology category at the Asian Technology Excellence Awards 2022 for our automatic fare collection system, “Best Enterprise of the Year” award in the IT sector for Aurobees, a platform focussed on SMEs by SME Chamber of India and “iCashpro+”, and our transaction banking solution received “Technoviti Award” for “Most Innovative Banking Technology Platform” for three consecutive years in 2020, 2021 and 2022.

We believe that our strong execution capabilities, talented team, and industry recognition position us as a trusted partner for our customers.

### ***Consistent focus on research and development***

We prioritise innovation and research and development (“R&D”) through multiple initiatives, through a combination of solutions we design as responses to customer requests, as well as proactive efforts to identify marketable solutions. Our emphasis on R&D has been critical to our success and we believe, sets us apart from our competitors. We focus on conducting dedicated R&D in our existing products and in areas with significant growth potential. To support our R&D efforts, we have skilled professionals dedicated to R&D activities. Their expertise enables us to consistently launch a range of new solutions. In the past, we launched certain solutions as a result of our R&D activities. For instance, we launched AuroDigi and Aurobees in Fiscal 2023 and EMV Card Type Payment Terminal (ECR-one) in Fiscal 2024, which is capable of accepting both RuPay open loop cards and EMV global payment cards.

In Fiscal 2021, 2022, and 2023 and the nine months ended December 31, 2022 and 2023, our total expenditure on R&D activities amounted to ₹ 1,904.22 lakhs, ₹ 2,758.17 lakhs, ₹ 4,534.48 lakhs, ₹ 2,944.35 lakhs and ₹ 4,643.30 lakhs, respectively, representing 5.09%, 5.46%, 6.88%, 6.28% and 7.25% of our revenue from operations, respectively.

We are committed to allocating our capital towards the enhancement of our R&D efforts which we believe will enable us to continuously launch new solutions, drive technical innovation, and stay up-to-date with the latest industry trends. Our continued investment in R&D will help us to further improve our intellectual capital and solidify our competitive position.

### ***Experienced Promoters and management team***

We have a professional and experienced management team with experience in the IT services industry. We are led by our Promoter and Chairman and Managing Director, Paresh Chandulal Zaveri who has several years of experience in general management and strategic planning. Our other Promoter and Co-Chairman and the Non-executive Non Independent Director, Amit Rameshchandra Sheth has experience in the technology industry.

In addition, we have an experienced Board of Directors, that includes our Non Executive Director and Chief Executive Officer, Ashish Rai and Non Executive Non Independent Director Ajay Dilkhush Sarupria and Independent Directors which include Mahendra Singh Mehta, Frank Paul Osusky III, Rajeev Uberoi and Sudha Bhushan. Further, our Senior Management include our President – Banking and Fintech, Shekhar Mullati, our President – Tech Innovation Group, Sanjay Bharat Bali and our Global Head – Human Resource, Juveri Mukherjee and our Key Management Personnel include our Chief Financial Officer, Vipul Parmar, our Company Secretary & Compliance Officer, Ninad Prabhakar Kelkar.

We believe that the strength of our Board and management team and their experience has enabled us to take advantage of market opportunities and to better serve our customers. In addition, as of December 31, 2023, we had 2,295 employees, with varied levels of experience. We place a strong emphasis on fostering a positive and inclusive work culture and we have been certified as a Great Place to Work organization.

### ***Scalable and attractive financial profile***

We believe that we have established operational drivers that have helped deliver us growth in terms of revenue and profitability. Our revenue from operations has increased from Fiscal 2021 to Fiscal 2023 at a CAGR of 32.77% whereas our EBITDA has increased from Fiscal 2021 to Fiscal 2023 at a CAGR of 31.39%. The following table sets forth certain financial information for the years/ periods indicated:

Particulars	For the year ended March 31,			For the nine months ended December 31,	
	2021	2022	2023	2022	2023
Revenue from Operations (₹ lakhs)	37,401.77	50,501.22	65,933.16	46,867.36	64,060.08
EBITDA (₹ lakhs) <sup>(1)</sup>	8,376.50	11,158.56	14,461.07	10,417.49	14,083.84



EBITDA Margin (%) <sup>(2)</sup>	22.40%	22.10%	21.93%	22.23%	21.99%
Profit / (loss) for the period/ year (₹ lakhs)	(11,756.55)	7,557.38	10,188.57	7,528.33	10,346.34
PAT Margin (%) <sup>(3)</sup>	(31.43)%	14.96%	15.45%	16.06%	16.15%
Return on Equity (%) <sup>(4)</sup>	(18.56)%	13.34%	15.71%	11.85%	13.00%
Return on Capital Employed (%) <sup>(5)</sup>	(8.77)%	16.02%	18.10%	13.23%	14.45%
Net Worth (₹ lakhs) <sup>(6)</sup>	53,145.95	60,160.98	69,512.02	66,908.17	89,612.54
Current Ratio (in times) <sup>(7)</sup>	1.89	2.18	1.95	1.95	1.87
Debt to Equity Ratio (in times) <sup>(8)</sup>	0.21	0.10	0.11	0.14	0.12
Debt Service Coverage Ratio (in times) <sup>(9)</sup>	2.41	2.38	3.59	3.92	4.69
Interest Coverage Ratio (in times) <sup>(10)</sup>	(3.91)	16.32	15.91	17.28	18.16

<sup>(1)</sup> EBITDA is calculated as EBITDA is calculated as profit / (loss) for the year/ period plus total tax expense, depreciation and amortization expense plus finance cost plus exceptional items less other income.

<sup>(2)</sup> EBITDA Margin is calculated as EBITDA margin is calculated as EBITDA divided by revenue from operations.

<sup>(3)</sup> PAT Margin is calculated as profit/ (loss) for the year/ period divided by revenue from operations.

<sup>(4)</sup> Return on Equity is calculated is calculated as profit/ (loss) for the year/ period divided by average net worth. Average net worth is calculated as average of net worth as of the first day of the relevant period and as of the last day of the relevant period. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(5)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit/ (loss) for the year/ period plus total tax expense, finance costs and exceptional item. Total capital employed is calculated as a total of net worth (excluding non-controlling interest), borrowings for ROCE and deferred tax. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(6)</sup> Net worth is calculated as equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(7)</sup> Current ratio is calculated as current assets divided by current liabilities.

<sup>(8)</sup> Debt to Equity Ratio is calculated as total debt divided by net worth. Total debt is calculated as non-current borrowings plus current borrowing. Net worth is calculated as total equity attributable to equity shareholders less capital reserves, FCTR and restructuring reserves.

<sup>(9)</sup> Debt service coverage ratio is calculated as net profit after tax plus non-cash operating expenses (depreciation & amortization), finance cost and exceptional loss divided by total of interest and principal payments (including lease).

<sup>(10)</sup> Interest coverage ratio is calculated as EBIT divided by interest cost.

Further, our diversified offerings and customer base built over the years, have led to our order book growing from ₹ 72,601.00 lakhs as of March 31, 2021 to ₹ 91,122.31 lakhs, as of March 31, 2023. This demonstrates our ability to meet customer demands and the scalable nature of our business. As of December 31, 2023, we had an order book of ₹ 92,604.13 lakhs, with orders from several customers and includes the following key projects:

- received an order in the Philippines market for license, implementation and maintenance of a smart lender commercial loan originating system from one of the largest banks in the Philippines;
- received orders for the upgrade and enhancement of iCashpro+ from existing customers;
- engaged with a non-bank financial company in Philippines to provide our SmartLender solution;
- received an order from a bank in the Middle-East for the enhancement of the existing transaction banking solution;
- received an order for the rapid transit bus project in Merida, Mexico;
- received new orders in data centre segment from a telecom company in Bhutan, a premier public research university and technical institute in India and expansion of an existing data center in Odisha
- implementation of phase 2 of building data centres in Bangalore and Hyderabad; and

- multiple projects to enable various digital and automation initiatives of the Central and State governments in India

Further, recently, we have received an order from the Government of Haryana for the issuance of open loop National Common Mobility Cards. Similarly, we have received an order from an Indian public sector bank for the license, implementation and support of our transaction banking platform, iCashpro+. The license and implementation will be delivered in phases over 12 months, followed by maintenance and support for six years.

## ***Strategies***

### ***Expand our portfolio of solutions***

We recognise the significance of customizing our offerings to cater to the unique needs and preferences of different markets. To gain a competitive edge, we intend to launch region-specific customized solutions. By tailoring our products and services to specific market requirements, we aim to better serve our customers and establish a strong market presence.

Further, we intend to continue to establish selective strategic partnerships to further enhance our offerings and their reach. We believe such strategic partnerships will enable us to leverage our partners' expertise, market knowledge, and technology to enrich our solutions. In markets where we currently do not have a presence, we intend to seek partnerships as they can be instrumental in driving our expansion and establishing a strong foothold in new markets.

### ***Strengthen our presence in the APAC region while focusing on our core business***

We intend to strengthen our footprint in the APAC region while maintaining focus on our core business areas which include lending and transaction banking solutions, transit solutions, and data centers and cloud services. As of December 31, 2023, we have served over 200 customers in nine countries within the APAC region, including countries such as Singapore, Thailand and Vietnam. In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from the APAC region (excluding India) was ₹ 13,849.22 lakhs, ₹ 14,440.29 lakhs, ₹ 20,041.59 lakhs, ₹ 15,090.16 lakhs and ₹ 19,036.92 lakhs, respectively, representing 37.03%, 28.59%, 30.40%, 32.20% and 29.72% of our revenue from operations, respectively. Further, in Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, we acquired one, two, four, four and ten new customers in the APAC region (excluding India), respectively.

With a focus on our core business areas which include lending and transaction banking solutions, transit solutions, and data centers and cloud services, we plan to increase our customer base and solidify our position in the APAC region. Furthermore, we will focus on cross-selling our offerings to existing customers in the APAC region.

### ***Expand our geographic presence***

Over the years, we have increased our geographic presence and as of December 31, 2023, we were present in over 14 countries and served customers in over 30 countries including Singapore, USA, UAE, Philippines and Malaysia. In Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively.

We intend to grow our customer base in the Middle-east and Africa regions and developed markets such as Europe and USA. We intend to leverage our existing capabilities to offer customized solutions that meet the unique requirements of customers in these markets. Further, to penetrate these markets, we intend to establish strategic partnerships with local technology players to access a wider customer base, and opportunities for joint innovation, which we believe will enable us to establish a strong presence in the targeted markets. In addition, we intend to build a systematic sales channel to solidify our foothold in these targeted markets. Further, as part of the expansion strategy, we intend to invest in talent acquisition, ensuring the availability of skilled professionals with expertise in the target regions.

### ***Pursue strategic acquisitions and investments***

We will evaluate inorganic growth opportunities, in keeping with our strategy to grow and develop our market share or to add new product and service offerings. We may consider opportunities for inorganic growth, such as through mergers and acquisitions or business transfer, to acquire new customers, enter new markets, strengthen our position in the existing offerings and current markets, diversify our offerings, improve operational efficiency, and enhance our expertise and knowledge. We intend to maintain a disciplined approach to acquisitions and consider various selection criteria such as skills of the management team, operation scale, technological capability, product portfolio, customer base and end market exposures. In line with this strategy, in the past, we have completed the following acquisitions:

- In September 2022, we acquired 51% shareholding in Toshi Automatic System Private Limited to strengthen our presence in the mass transit market;
- In August 2022, we, through our Subsidiary, Aurionpro Fintech Inc., acquired 100% shareholding of Real Patient Solutions Inc based in United States, to acquire new customers and strengthen our existing payment business in the United States;
- In 2023, we, through our Subsidiary SC Soft Pte. Ltd. acquired 100% shareholding in SC Soft Americas LLC to strengthen our presence in the automated fare collection and integrated transport management system business in the North American market;
- In September 2023, we acquired the interactive communication business from Trejhara Solutions Limited pursuant to a business transfer agreement to complement our digital banking solutions and extend our reach in newer customer segments and enhance our offerings; and
- In October 2023, we acquired Omnifin business from A S Software Services Private Limited pursuant to a business transfer agreement which we believe will strengthen our Lending Suite solutions and will enable us to cater to the wide range of customers in banking and financial space.

Our focus is on augmenting our existing offerings in the areas of lending and transaction banking solutions, transit solutions, and data centres and cloud services and increase our geographic reach in the Middle East and Africa regions and developed markets such as Europe and USA. In particular, we are currently exploring and may consider, inter-alia, acquisition of businesses/ entities involved in the AI cloud solutions for banks, insurers and financial services with a view to strengthen our transaction banking solutions and enhance our solutions in the banking and fintech sectors. We may consider a mix of equity and/or cash consideration to fund such proposed acquisitions. To pursue our strategy towards acquisitions and investments, we intend to utilise a portion from the Net Proceeds. For more information, see “*Use of Proceeds – Pursuing inorganic growth initiatives through acquisitions*” on page 82.

### ***Our Journey***

<b>Year</b>	<b>Description</b>
1997	Incorporated as a private limited company
2005	Listed on NSE and BSE Limited
2005-2010	Undertaken strategic acquisitions such as Integro Technologies Pte Ltd. and expanded our offerings to include Lending Suite
2010-2018	Strengthened our product offerings and expanded into IT services
2018-2020	Undertaken strategic divestments such as demerger of certain businesses, including interactive customer communication and supply chain solutions Limited and sold identity access management business and cyber security business
2020-2024	Undertaken strategic partnerships and acquisitions to enhance service offering

### ***Our Solutions and Product Offerings***

Our solutions cater to retail and wholesale banking, treasury and capital markets, and payments.

- *Retail Banking.* We offer branch transformation solutions such as queue management systems, self-service terminals, customer feedback systems, and digital signage solutions.
- *Wholesale Banking.* We offer solutions which help optimize processes in transaction banking, credit risk management, and corporate internet banking. We provide a range of features and functionalities including core

banking, electronic payments, lending management, multi-branch management and document management. Below are some of our offerings:

- *SmartLender*. It is a platform that provides an end-to-end credit risk management solution and aims to improve productivity, credit quality and lower operational risks. It covers various aspects of lending and collateral management. It enables management of limits, facilitates retail loan origination, streamlines commercial approval processes, assists in commercial loan origination, and provides pre-qualification services for commercial borrowers. Further, it supports commercial acceptance processes and aids in debt recovery. It also includes features for commercial post-approval activities, ensuring effective management of commercial lending operations.
- *iCashpro+*. It is a comprehensive solution designed specifically to help banks streamline their corporate banking operations. It offers a wide range of features and functionalities, including corporate internet banking, liquidity management, payments, supply chain finance, collections management, trade finance, receivables management and forex services. It has achieved several milestones space of wholesale banking transformation. It has been benchmarked to handle 5 million transactions per hour, offers 24x7 availability, and supports a concurrency level of up to 6,000 users.
- *Treasury and Capital Markets*. Through our Murex services, we cater to the requirements of financial institutions in the areas of capital markets, treasury, risk management, and regulatory compliance. Further, we also provide a real-time foreign exchange platform that enables banks and their customers to view and negotiate real-time foreign exchange rates across all products.
- *Payments*. Through our offerings AuroPay and AuroPaybiz, we provide a payment management system to help enterprises securely accept and manage payments.

In addition to our offerings in the banking and fintech sector, we focus on various other areas of technology innovation. These areas include smart mobility, data centers, hybrid cloud services and smart city initiatives.

- *Smart Mobility*. As an integrated player in the transit business, we provide mobility solutions for transit systems, including streamlining ticketing and payments for transit agencies. Our smart mobility offerings include automated fare collection solutions and automatic gates and hardware components for automated fare collection validators and ticket readers to validate and process fare payments from passengers.
- *Data Centres*. We offer consultancy services for the physical environment of data centers. This includes consulting and planning services such as site selection due diligence, permitting, and environmental studies. Further, we provide comprehensive design and engineering services for data centers. This includes architectural, mechanical, and electrical engineering, as well as civil and structural engineering.
- *Hybrid Cloud Services*. We offer a comprehensive suite of hybrid cloud services aimed at enabling organizations to harness the advantages of cloud environments. We offer the below services:
  - Consulting services encompass a thorough assessment of cloud requirements, architecting services, cloud budgeting and estimation, cloud optimization, proof of concept and roadmap planning for effective cloud deployment.
  - Deployment services ensure seamless cloud infrastructure deployment, implement necessary security measures, monitor performance and resources, optimize resource allocation, and configure billing tools.
  - Migration services include also include workload and data migration capabilities. Our workload migration services encompass both Infrastructure as a Service (IaaS) and Platform as a Service (PaaS) environments, facilitating the seamless transition of workloads to the cloud.
  - *SOAR (Level 1) services* encompass policy design, audit, monitoring, event response, and continuous improvement.
  - Cloud managed services ensure continuous resource optimization, offer database management services, and provide reliability and resilience through disaster recovery and business continuity planning.

- High-end services focus on application modernization, data warehousing, security policy and posturing, and security audits.
- *Smart City Initiatives.* We integrate technology into urban environments. Our solutions include smart traffic management systems.

The following tables set forth our revenue from operations from our solutions for the banking and fintech sector and technology innovation group for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
Banking and Fintech	27,121.25	72.51%	30,156.15	59.71%	34,372.76	52.13%
Technology Innovation Group	10,280.52	27.49%	20,345.07	40.29%	31,560.40	47.87%

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
Banking and Fintech	26,736.72	57.05%	33,665.00	52.55%
Technology Innovation Group	20,131.41	42.95%	30,395.07	47.45%

#### *Our Customers and International Operations*

As of December 31, 2023, we served customers more than 200 customers across industries such as banking and financial services, telecommunications, IT, data centers, capital markets, public sector units, government undertakings and transit in over 30 countries including Singapore, USA, Thailand, UAE. We have long-standing relationships of more than 8 years on average with our top 10 customers (in terms of revenue from operations in Fiscal 2023).

In Fiscal 2021, 2022 and 2023 and the nine months ended December 31, 2022 and 2023, our revenue from operations from customers located outside India was ₹ 21,453.06 lakhs, ₹ 25,255.19 lakhs, ₹ 28,546.67 lakhs, ₹ 21,995.36 lakhs and ₹ 27,777.59 lakhs, respectively, representing 57.36%, 50.01%, 43.30%, 46.93% and 43.36% of our revenue from operations during such years/ periods, respectively. Our revenues are primarily generated from three main geographic markets i.e., Asia Pacific Region, USA and Middle East & Africa Region. The following tables set forth our revenues from customers based on the location of our customers for the years/ periods indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
India	15,948.70	42.64%	25,246.03	49.99%	37,386.49	56.70%
Asia Pacific Region (other than India)	13,849.22	37.03%	14,440.29	28.59%	20,041.59	30.40%
USA	2,812.03	7.52%	4,190.71	8.30%	3,428.52	5.20%

Middle East & Africa Region	4,791.82	12.81%	6,624.19	13.12%	5,076.56	7.70%
<b>Total</b>	<b>37,401.77</b>	<b>100.00%</b>	<b>50,501.22</b>	<b>100.00%</b>	<b>65,933.16</b>	<b>100.00%</b>

Particulars	Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ lakhs)	Percentage of Revenue from Operations	Amount (₹ lakhs)	Percentage of Revenue from Operations
India	24,872.01	53.07%	36,282.49	56.64%
Asia Pacific Region (other than India)	15,090.16	32.20%	19,036.92	29.72%
USA	3,148.26	6.72%	4,881.36	7.62%
Middle East & Africa Region	3,756.94	8.02%	3,859.31	6.02%
<b>Total</b>	<b>46,867.36</b>	<b>100.00%</b>	<b>64,060.08</b>	<b>100.00%</b>

### Competition

We compete with a variety of software product development and IT companies, as well as service providers. We believe that the key competitive factors in our industry include changing technologies, customer preferences and needs and the ability to rapidly deliver solutions supporting such evolving needs. Other competitive factors include breadth and depth of service offerings, domain expertise, reputation and track record and the ability to tailor our service offerings to specific customer needs.

Also, see “Risk Factors – We face strong competition from onshore and offshore IT services companies. Increased competition, our inability to compete successfully against competitors, pricing pressures or loss of market share could adversely affect our business, cash flows, financial condition and results of operations.” on page 53.

### Human Resources

As of December 31, 2023, we had 2,295 full-time employees and 57 consultants. The following tables set out the distribution of our full-time employees:

Business-Unit Wise	Number of Personnel (As of December 31, 2023)
Technology Innovation Group	703
Digital Innovation	459
Banking	439
Consulting Services	219
Omnifin	157
Corporate	85
Aurionpro Toshi Automatic Systems	59
Aurionpro Payments	54
Aurotransit	39
SC Soft Technology	34
Captive Services	23
Fintech	13
Lending	8
Management	3
<b>Total</b>	<b>2,295</b>

Our employees are not unionised into any labour or workers’ unions and have not experienced any major work stoppages due to labour disputes or cessation of work in the Fiscals 2021, 2022, 2023 and in the nine months ended December 31, 2023.

### ***Intellectual Property Rights***

As of the date of this Preliminary Placement Document, we had 13 registered trademarks in India. In addition, as of the date of this Preliminary Placement Document, we have made applications for 10 trademarks in India, which are pending at various stages before relevant authorities, of which, one application has been objected.

Also, see “*Risk Factors - We may be unable to protect our intellectual property adequately, which could harm our business, results of operations, financial condition, and cash flows.*” on page 66.

### ***Insurance***

We maintain standard insurance policies for our assets and our employees. Our insurance policies includes: (i) standard cover policy; (ii) electronic equipment policy; (iii) public liability insurance; (iv) burglary insurance policy; (v) consequential loss (fire) insurance; (vi) marine cargo open policy; and (vii) mediclaim policy. However, notwithstanding our insurance coverage, disruptions to our operations could nevertheless have an adverse effect on our business, results of operations and financial condition to the extent our insurance policies do not cover our economic loss resulting from such damage.

Also, see “*Risk Factors – Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which may impact on our financial condition, cash flows and results in operations.*” on page 60.

### ***Awards and Recognition***

We have been recognised with several awards for the quality of our offerings and solutions.

<b>S. No.</b>	<b>Awards and Recognition</b>
1.	“ <i>Technology Excellence Award</i> ” in the digital technology category at the Asian Technology Excellence Awards 2022 for our automatic fare collection system
2.	“ <i>Best Technology Brand</i> ” by Economic Times under the Best Tech Brands category in 2022
3.	“ <i>Best Transaction Banking Implementation</i> ” at the 5 <sup>th</sup> IBS Intelligence Global FinTech Innovation Awards in 2023, , and
4.	“Best Enterprise of the Year” award in the IT sector for Aurobees, a platform focussed on SMEs by SME Chamber of India
5.	“iCashpro+”, and our transaction banking solution received “ <i>Technoviti Award</i> ” for “Most Innovative Banking Technology Platform” for three consecutive years in 2020, 2021 and 2022.

### ***Corporate Social Responsibility (“CSR”)***

We have constituted a Corporate and Social Responsibility Committee of our Board and have adopted and implemented a CSR policy, pursuant to which we carry out various CSR activities. As per our CSR policy, we strive for contribution towards sustainable economic development that positively impacts the society at large through strategic CSR application to build a sustainable and profitable future for all. In Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and 2023, our corporate social responsibility expenditure was ₹ 55.00 lakhs, ₹ 55.00 lakhs and ₹ 56.38 lakhs, ₹ nil and ₹ 23.25 lakhs, respectively.

Further, in order to undertake, promote and fund various initiatives in an organised manner, we have formed Aurionpro Foundation, a section 8 company under the Companies Act, 2013. Aurionpro Foundation selects projects under “Aurocares” forum which are funded by it and executed directly or through NGOs. Some of the projects which are being supported through “Aurocares” and undertaken through NGOs include projects for the construction of toilets for school children; funding the stationery and books for the school children and supplying computers and other stationery to the government school.

### ***Properties***

Our Registered Office is situated at Synergia IT Park, Plot no-R-270, T.T.C., Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai – 400701 which has been leased by us. Further, our foreign subsidiaries have offices in various countries such as USA, Indonesia, UAE, Hong Kong, Thailand, Malaysia, Vietnam, and Singapore, which are also leased properties.

Also, see “*Risk Factors – Certain properties from which we operate are not owned by us and we have only leasehold rights. If we are unable to renew our current leases or if we renew them on terms which are detrimental to us, we may suffer a disruption in our operations or increased relocating costs, or both, which could adversely affect our business, results of operations, cash flows and financial condition.*” on page 67.



## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### Board of Directors

The composition of our Board is governed by the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles. In accordance with the Articles, our Company shall not have less than three Directors and more than fifteen Directors, provided that our Company may appoint a director in excess of the limit provided by passing a special resolution in a general meeting of our Shareholders. As of the date of this Preliminary Placement Document, our Board has eight Directors, of which one is an Executive Director, three are Non-Executive Directors and four are Independent Directors (which includes one woman Independent Director).

Pursuant to the provisions of the Companies Act, 2013, at least two-thirds of the total number of Directors, excluding Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each annual general meeting. A retiring Director is eligible for re-appointment. Further, pursuant to the Companies Act, 2013, the Independent Directors may be appointed for a maximum of two consecutive terms of up to five consecutive years each and thereafter have a cooling off period of three years prior to being eligible for re-appointment. Any re-appointment of Independent Directors shall be on the basis of, *inter alia*, the performance evaluation report and approval by the shareholders of our Company, by way of a special resolution.

The following table sets forth details regarding our Board as of the date of this Preliminary Placement Document:

Name, date of birth, address, occupation, nationality term and DIN	Age	Designation
<p><b>Paresh Chandulal Zaveri</b></p> <p><i>Date of Birth:</i> December 22, 1967</p> <p><i>Address:</i> House No 3 Siglap Road, #06 – 23, Mandarin Gardens, Singapore, Singapore – 448 907</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Singaporean</p> <p><i>Term:</i> Re-appointed for a period of five years with effect from September 1, 2023 till August 31, 2028</p> <p><i>DIN:</i> 01240552</p>	56 years	Chairman and Managing Director
<p><b>Ashish Rai</b></p> <p><i>Date of Birth:</i> January 17, 1977</p> <p><i>Address:</i> F – 35, Bhagat Singh Market, New Delhi – 110 001, Connaught Place, New Delhi, Central Delhi, Delhi, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation with effect from September 26, 2022</p> <p><i>DIN:</i> 09683487</p>	47 years	Non-Executive Director, designated as Vice Chairman & President; and Chief Executive Officer
<p><b>Amit Rameshchandra Sheth</b></p> <p><i>Date of Birth:</i> November 15, 1967</p> <p><i>Address:</i> Flat No B/1204, Eternia CHS Ltd, Hiranandani Gardens, Powai, Mumbai – 400 076, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation with effect from January 3, 2017</p>	56 years	Non-Executive Director, designated as Co-Chairman

Name, date of birth, address, occupation, nationality term and DIN	Age	Designation
<p><i>DIN:</i> 00122623</p> <p><b>Ajay Dilkhush Sarupria</b></p> <p><i>Date of Birth:</i> August 15, 1967</p> <p><i>Address:</i> 901/B, Quantum Park, Union Park Deccane Lane, Building, Khar West, Mumbai – 400 052, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation with effect from September 20, 2019</p> <p><i>DIN:</i> 00233245</p>	56 years	Non-Executive Director
<p><b>Mahendra Singh Mehta</b></p> <p><i>Date of Birth:</i> May 18, 1949</p> <p><i>Address:</i> C-3401, Oberoi Woods, Mohan Gokhale Road, Behind Oberoi Mall, Goregaon East, Mumbai – 400 063, Maharashtra, India</p> <p><i>Occupation:</i> Self employed</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Re-appointed for a period of five years with effect from September 30, 2019 till September 29, 2024</p> <p><i>DIN:</i> 00376396</p>	74 years	Independent Director
<p><b>Rajeev Uberoi</b></p> <p><i>Date of Birth:</i> January 30, 1957</p> <p><i>Address:</i> Flat No. 06, Wing-B, Belvedre Court Condominium, Sane Guruji Marg, Mahalaxmi, Mumbai – 400 011, Maharashtra, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Appointed for a period of five years with effect from December 14, 2022 till December 13, 2027</p> <p><i>DIN:</i> 01731829</p>	67 years	Independent Director
<p><b>Frank Paul Osusky III</b></p> <p><i>Date of Birth:</i> January 10, 1952</p> <p><i>Address:</i> 4041 Gift Blvd., Johns Island SC – 294557740, South Carolina, United States of America</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> United States of America</p> <p><i>Term:</i> Re-appointed for a period of five years with effect from September 18, 2020 till September 17, 2025</p> <p><i>DIN:</i> 06986838</p>	72 years	Independent Director
<p><b>Sudha Bhushan</b></p> <p><i>Date of Birth:</i> January 12, 1979</p>	45 years	Independent Director

Name, date of birth, address, occupation, nationality term and DIN	Age	Designation
<p><b>Address:</b> Bldg No. 15, Flat 701, B Wing Julian Building, Bhakti Park, Near IMAX Theatre, Wadala East, Mumbai – 400 037, Maharashtra, India</p> <p><b>Occupation:</b> Chartered Accountant</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed for a period of five years with effect from September 20, 2019 till September 19, 2024</p> <p><b>DIN:</b> 01749008</p>		

### Brief Profiles of our Directors

**Paresh Chandulal Zaveri**, aged 56 years, is the Chairman and Managing Director of our Company.

**Ashish Rai**, aged 47 years, is the Non-Executive Director, designated as Vice Chairman & President; and Chief Executive Officer of our Company.

**Amit Rameshchandra Sheth**, aged, 56 years, is the Non-Executive Director, designated as Co-Chairman of our Company.

**Ajay Dilkhush Sarupria**, aged 56 years, is a Non-Executive Director of our Company.

**Mahendra Singh Mehta**, aged 74 years, is an Independent Director of our Company.

**Rajeev Uberoi**, aged 67 years, is an Independent Director of our Company.

**Frank Paul Osusky III**, aged 72 years, is an Independent Director of our Company.

**Sudha Bhushan**, aged 45 years, is an Independent Director of our Company.

### Relationship with other Directors

None of our Directors are related to each other.

### Borrowing powers of our Board

In accordance with the Articles of Association, our Board of Directors has been empowered to borrow funds in accordance with applicable law. Pursuant to the resolution dated April 30, 2014, passed by our Shareholders, our Board is authorized to borrow, whether by way of term loan/ equipment finance/ cash credit facilities or like, from time to time, any sum or sums of money at its discretion from national/ international financial institutions/ banks or from public/ bodies corporate or from government body/ corporation or Government of India or by way of issue of bonds from domestic/ international sources, on such terms and conditions and with or without security as the Board may think fit, which together with moneys already borrowed by our Company (apart from the temporary loans obtained from the bankers of our Company in the ordinary course of business) shall not exceed ₹50,000 lakhs, at any time. Our borrowing limits may be changed from time to time, subject to approval of the Board and our Shareholders.

### Interest of our Directors

Our Directors may be deemed to be interested to the extent of their shareholding, remuneration and fees payable to them for attending meetings of our Board or committees thereof, as well as to the extent of reimbursement of expenses payable to them and benefits or stock options to which they are entitled to as per their terms of appointment, and the Managing Director of our Company may be deemed to be interested to the extent of allowances, reimbursements and such other benefits, as determined by the Board, payable to him for services rendered.

Except for Paresh Chandulal Zaveri and Amit Rameshchandra Sheth, who are Promoters of our Company, none of our Directors have any interest in the promotion of our Company.

Our Directors may also be regarded as interested in any Equity Shares held by them and to the extent of any dividend payable to them and other distributions or benefits in respect of the Equity Shares held by them. Our Directors may also be regarded as interested in the Equity Shares held by the companies, firms, HUFs, and trusts in which they are interested as directors, members, partners, karta, trustees, etc.

Except as provided in “*Related Party Transactions*” on page 46, there have been no related party transactions between the Company and any of the Directors during the three Fiscals immediately preceding the date of this Preliminary Placement Document. Further, in the current Fiscal, none of the Directors have entered into any additional type of related party transactions, other than disclosed in the related party transactions of the Company for the periods mentioned above. For further details on the related party transactions mentioned above, see “*Related Party Transactions*” on page 46. Further, except as provided in “*Related Party Transactions*” on page 46, our Company has neither availed of any loans from, nor extended any loans to the Directors which are currently outstanding and we have not entered into any contract, agreement or arrangement in the last three fiscal years immediately preceding the date of this Preliminary Placement Document in which any of our Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them.

### Shareholding of Directors

Our Directors are not required to hold any qualification shares.

Except as disclosed below, none of our Directors hold Equity Shares in our Company as of the date of this Preliminary Placement Document:

Name of the Director	Designation	Number of Equity Shares	Percentage (%) of the pre-Issue issued and paid-up shareholding
Paresh Chandulal Zaveri	Chairman and Managing Director	42,71,301	17.21
Ashish Rai	Non-Executive Director, designated as Vice Chairman & President; and Chief Executive Officer	18,31,965	7.38
Amit Rameshchandra Sheth	Non-Executive Director, designated as Co-Chairman	16,09,011	6.48
Ajay Dilkhush Sarupria	Non-Executive Director	11,68,094	4.71
Mahendra Singh Mehta	Independent Director	1,06,838	0.43
Sudha Bhushan	Independent Director	3,099	0.01
Rajeev Uberoi	Independent Director	1,000	0.01

### Terms of Appointment of Executive Director

#### *Paresh Chandulal Zaveri*

Paresh Chandulal Zaveri is the Chairman and Managing Director of our Company. The following is a description of the current terms of appointment of Paresh Chandulal Zaveri pursuant to the Board resolution dated May 16, 2023 and Shareholders’ resolution dated September 29, 2023:

Paresh Chandulal Zaveri will not draw any remuneration from the Company, however, he may be entitled for the perquisites, allowances, re-imbursements and such other benefits as determined by the Board, within the limits and parameters prescribed under Schedule V of the Companies Act, 2013.

### Remuneration paid to Executive Director

The following table sets forth the details of remuneration paid by our Company to the Executive Director of our Company for Fiscal 2021, Fiscal 2022, Fiscal 2023, for the nine months period ended December 31, 2023, for the three months period ended March 31, 2024 and from April 1, 2024 till April 2, 2024:

(in ₹)

Sr. No.	Name of the Director	Remuneration for Fiscal 2021	Remuneration for Fiscal 2022	Remuneration for Fiscal 2023	Remuneration for the nine months period ended December 31, 2023	Remuneration for the three months period ended March 31, 2024	From April 1, 2024 till April 2, 2024
1.	Paresh Chandulal Zaveri	Nil	Nil	Nil	Nil	Nil	Nil

Further, Paresh Chandulal Zaveri is paid the following remuneration by our Subsidiary namely, Aurionpro Solutions Pte Limited, Singapore as a full time consultant designated as ‘Chairman’, for Fiscal 2021, Fiscal 2022, Fiscal 2023 for the nine months period ended December 31, 2023, for the three months period ended March 31, 2024 and from April 1, 2024 till April 2, 2024:

Sr. No.	Name of the Director	Remuneration for Fiscal 2021	Remuneration for Fiscal 2022	Remuneration for Fiscal 2023	Remuneration for the nine months period ended December 31, 2023	Remuneration for the three months period ended March 31, 2024	From April 1, 2024 till April 2, 2024
1.	Paresh Chandulal Zaveri (In SGD)	3,12,780	3,41,490	4,91,790	3,68,002	1,23,060	Nil

#### Remuneration of the Independent Directors

Our Independent Directors are entitled to receive sitting fees for attending meetings of our Board of Directors or any of its committee and other payments as may be determined by our Board from time to time. Pursuant to a resolution passed by our Board dated January 24, 2023, our resident Independent Directors are entitled to sitting fees of ₹1,00,000 and non-resident Independent Directors are entitled to sitting fees of USD 1,200 for attending each meeting of our Board and the committees of the Board.

The following table sets forth the details of sitting fees paid by our Company to the Independent Directors of our Company for Fiscal 2021, Fiscal 2022, Fiscal 2023, for the nine months period ended December 31, 2023, for the three months period ended March 31, 2024 and from April 1, 2024 till April 2, 2024:

Name of the Director	Sitting fees for Fiscal 2021	Sitting fees for Fiscal 2022	Sitting fees for Fiscal 2023	Sitting fees for the nine months period ended December 31, 2023	Sitting fees for the three months period ended March 31, 2024	From April 1, 2024 till April 2, 2024**
Mahendra Singh Mehta*	1.20	1.50	1.90	6.00	3.00	Nil
Sudha Bhushan*	1.20	1.50	1.90	6.00	3.00	Nil
Rajeev Uberoi (w.e.f. December 14, 2022)*	Nil	Nil	1.00	6.00	3.00	Nil
Frank Paul Osusky III (In USD)	2,000	2,500	2,700	7,200	3,600	Nil

**Notes:**

\*The sitting fees paid to Mahendra Singh Mehta, Rajeev Uberoi and Sudha Bhushan, our resident Independent Directors have been disclosed in ₹ lakhs.

\*\*No sitting fees paid as there was no meeting held during the period.

#### Remuneration of the Non-Executive Directors

Except as disclosed below, our Non-Executive Directors are not entitled to receive remuneration by way of commission or otherwise:

Pursuant to the resolution passed by our Shareholders dated September 26, 2022, Ashish Rai was entitled to receive remuneration by way of commission or otherwise, in such amount, proportion and manner as may be decided by the Board from time to time.

The following table sets forth the details of remuneration paid by our Company to the Non-Executive Directors of our Company for Fiscal 2021, Fiscal 2022, Fiscal 2023, for the nine months period ended December 31, 2023, for the three months period ended March 31, 2024 and from April 1, 2024 till April 2, 2024:

(in ₹)

Name of the Director	Remuneration for Fiscal 2021	Remuneration for Fiscal 2022	Remuneration for Fiscal 2023	Remuneration for the nine months period ended December 31, 2023	Remuneration for the three months period ended March 31, 2024	From April 1, 2024 till April 2, 2024*
Ashish Rai	Nil	Nil	Nil	Nil	Nil	Nil

\*No sitting fees paid as there was no meeting held during the period.

Further, Ashish Rai is paid the following remuneration by our Subsidiary namely, Aurionpro Solutions Pte Limited, Singapore as its employee designated as 'President', for Fiscal 2021, Fiscal 2022, Fiscal 2023, for the nine months period ended December 31, 2023, for the three months period ended March 31, 2024 and from April 1, 2024 till April 2, 2024:

Sr. No.	Name of the Director	Remuneration for Fiscal 2021	Remuneration for Fiscal 2022	Remuneration for Fiscal 2023	Remuneration for the nine months period ended December 31, 2023	Remuneration for the three months period ended March 31, 2024	From April 1, 2024 till April 2, 2024*
1.	Ashish Rai (In SGD) (w.e.f. August 1, 2022)	Nil	Nil	328,160	369,384	1,23,468	Nil

\*No sitting fees paid as there was no meeting held during the period.

### Prohibition by SEBI or Other Governmental Authorities

Neither our Company, nor our Directors or Promoters are debarred from accessing capital markets under any order or direction made by SEBI or any other governmental authority.

None of the Directors of the companies with which they are or were associated as promoters, directors or persons in control have been debarred from accessing the capital market under any order or direction passed by SEBI or any other governmental authority.

### Key Managerial Personnel

The Key Managerial Personnel are permanent employees of our Company. In addition to the Chairman and Managing Director, the details of our other Key Managerial Personnel in terms of the Companies Act and the SEBI ICDR Regulations as on the date of this Preliminary Placement Document are set forth below:

Name	Designation
Ashish Rai	Non-Executive Director, designated as Vice Chairman & President; and Chief Executive Officer
Vipul Parmar	Chief Financial Officer
Ninad Prabhakar Kelkar	Company Secretary and Compliance Officer

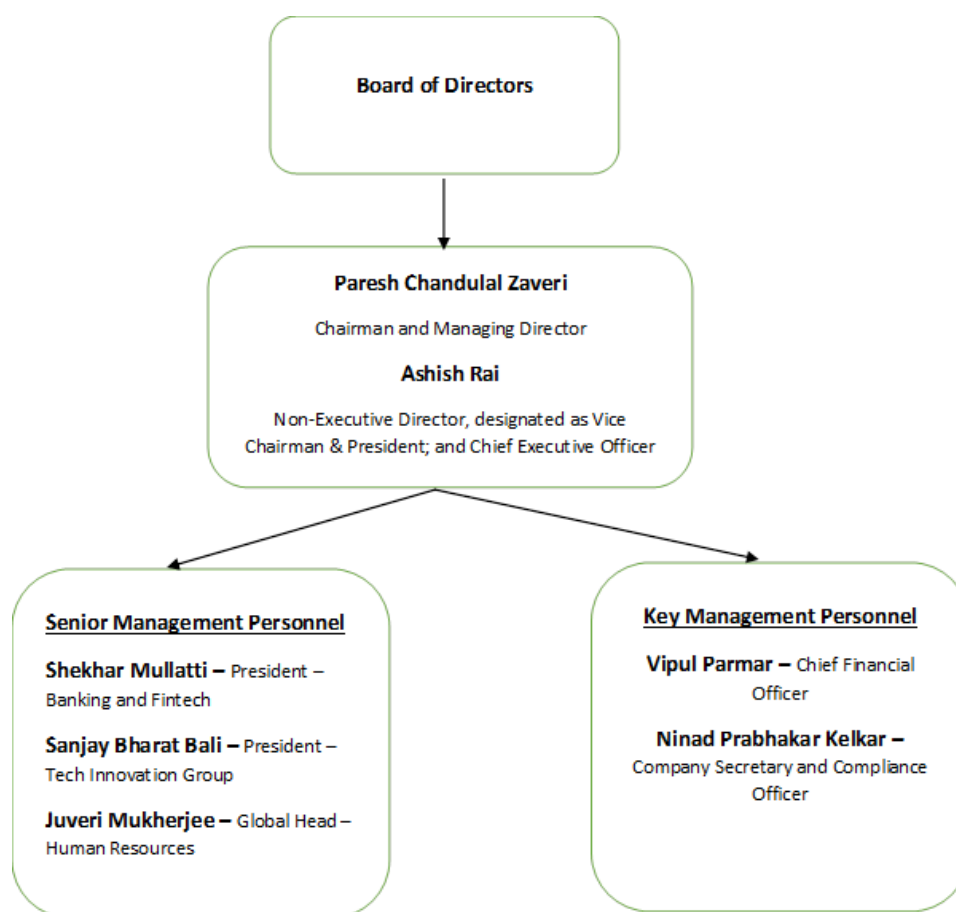
### Members of Senior Management

The members of Senior Management are permanent employees of our Company. In addition to the Chief Financial Officer and the Company Secretary and Compliance Officer of our Company, the details of our members of Senior Management, as on the date of this Preliminary Placement Document are set forth below:

Name	Designation
Shekhar Mullatti	President – Banking and Fintech
Sanjay Bharat Bali	President – Tech Innovation Group
Juveri Mukherjee	Global Head – Human Resources

## Organisational Chart of our Company

Set forth below is the organisational structure of our Company, including our Board, Key Managerial Personnel and Senior Management:



## Relationship between Key Managerial Personnel and members of Senior Management

None of our Key Managerial Personnel and members of our Senior Management are related either to each other or to the Directors.

## Shareholding of our Key Managerial Personnel and members of Senior Management

Except as disclosed above in “– *Shareholding of Directors*” and except as disclosed below, none of our Key Managerial Personnel or members of our Senior Management hold Equity Shares in our Company as of the date of this Preliminary Placement Document:

Name of the Key Managerial Personnel/ member of Senior Management	Designation	Number of Equity Shares	Percentage (%) of the pre-Issue issued and paid-up shareholding
Vipul Parmar	Chief Financial Officer	12,995	0.05
Ninad Prabhakar Kelkar	Company Secretary and Compliance Officer	1,000	Negligible
Shekhar Mullatti	President – Banking and Fintech	51,945	0.21
Sanjay Bharat Bali	President – Tech Innovation Group	5,229	0.02
Juveri Mukherjee	Global Head – Human Resources	20	Negligible

## Interest of Key Managerial Personnel and members of Senior Management

Other than as disclosed under “– *Interest of our Directors*” on page 161, our Key Managerial Personnel and members of the Senior Management do not have any interest in our Company other than to the extent of the remuneration or

benefits or stock options to which they are entitled as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business. Our Key Managerial Personnel and members of Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in our Company, if any.

None of our Key Managerial Personnel and members of Senior Management have been paid any consideration of any nature from our Company, other than their remuneration.

Except as provided in “*Related Party Transactions*” on page 46, we have not entered into any contract, agreement or arrangement in the last three fiscal years immediately preceding the date of this Preliminary Placement Document in which any of our Key Managerial Personnel or Senior Management are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel and members of Senior Management was selected as member of senior management.

### **Corporate Governance**

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, including constitution of our Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of our Board’s supervisory role from the executive management team and constitution of our Board committees, as required under law.

Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations.

### **Committees of our Board of Directors**

Our Board has constituted statutory committees, which function in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations and applicable circulars or directions issued by the RBI. The statutory committees of our Board are: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Stakeholders’ Relationship Committee; and (iv) Corporate Social Responsibility Committee.

The following table sets forth details of members of the aforesaid committees, as on the date of this Preliminary Placement Document:

<b>Committee</b>	<b>Name and Designation of Members</b>
Audit Committee	Mahendra Singh Mehta (Chairperson), Frank Paul Osusky III (Member) and Amit Rameshchandra Sheth (Member)
Nomination and Remuneration Committee	Mahendra Singh Mehta (Chairperson), Sudha Bhushan (Member) and Frank Paul Osusky III (Member)
Stakeholders Relationship Committee	Frank Paul Osusky III (Chairperson), Mahendra Singh Mehta (Member) and Amit Rameshchandra Sheth (Member)
Corporate Social Responsibility Committee	Amit Rameshchandra Sheth (Chairperson), Mahendra Singh Mehta (Member) and Sudha Bhushan (Member)

We have also formed a fund raising committee comprising of Paresh Chandulal Zaveri, Ashish Rai and Amit Rameshchandra Sheth.

### **Other Confirmations**

None of our Directors, Promoters, Key Managerial Personnel or members of Senior Management have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

Neither our Company, nor the Directors or Promoters are identified as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.



None of our Promoters or Directors have been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Directors, Promoters, Key Managerial Personnel or Senior Management of our Company intend to subscribe to the Issue.

No change in control of our Company will occur consequent to the Issue.

#### **Policy on disclosures and internal procedure for prevention of insider trading**

The SEBI Insider Trading Regulations applies to our Company and our employees and requires our Company to implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and conduct for the prevention of insider trading. Our Company has implemented an insider trading policy and code of practices and procedures for fair disclosure of unpublished price sensitive information in accordance with the SEBI Insider Trading Regulations.

#### **Related Party Transactions**

For details in relation to the related party transactions entered into by our Company during Fiscals 2021, 2022 and 2023 and the nine months ended December 31, 2023, see “*Financial Information*” and “*Related Party Transactions*” on pages 225 and 46, respectively.

#### **Employee Stock Option Plans**

For the details of options granted under the ASL ESPS 2022, see “*Capital Structure*” on page 90.

## ORGANISATIONAL STRUCTURE OF OUR COMPANY

### Corporate history

Our Company was initially incorporated as “Value Added Information Distribution Services Private Limited”, a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation granted by the Maharashtra at Mumbai (“RoC”) on October 31, 1997 at Mumbai, Maharashtra. Subsequently, the name of our Company was changed to “Vaidis Technologies Private Limited” and a fresh certificate of incorporation consequent on change of name was issued by the RoC on April 30, 2001. Later, pursuant to the certificate of incorporation consequent on change of name dated September 18, 2003 issued by the RoC, our Company was rebranded as “Aurionpro Solutions Private Limited”. Consequently, our Company’s name changed to its present name, “Aurionpro Solutions Limited” pursuant to its conversion from a private limited company to a public limited company and a certificate of change of name under Companies Act, 1956 was issued by the RoC on March 9, 2005.

Our Company’s CIN is L99999MH1997PLC111637.

### Registered and Corporate Office

Our Registered and Corporate Office is located at Synergia IT Park, plot no. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane - 400 701 Maharashtra, India.

### Changes in the Registered and Corporate Office

Except as disclosed below, there has been no change in the address of the registered and corporate office of our Company since the date of incorporation:

Date of change	Details of the address of registered and corporate office
July 1, 2017	Change of registered and corporate office from 35 <sup>th</sup> Floor, Sunshine Tower, Tulsi Pipe Road, Near Flower Market, Dadar (West), Mumbai – 400 013, Maharashtra, India to Synergia IT Park, plot no. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane - 400 701 Maharashtra, India.

Our Equity Shares are listed on BSE and NSE since October 25, 2005.

### Organizational structure

As of the date of this Preliminary Placement Document, we have nine direct Subsidiaries and 20 step down subsidiaries.

#### Direct subsidiaries of our Company:

1. Aurionpro Foundation;
2. Aurionpro Payment Solutions Private Limited;
3. Aurionpro Solutions Pte Limited, Singapore;
4. Aurionpro Toshi Automatic Systems Private Limited;
5. Aurionpro Transit Solutions Private Limited;
6. Aurionpro Transit Technologies Private Limited (*formerly SC Soft Technologies Private Limited*);
7. Aurofidel Outsourcing Limited;
8. Intellvisions Solutions Private Limited; and
9. PT Aurionpro Solutions, Indonesia

#### Step-down subsidiary companies:

1. Aurionpro Fintech Inc., USA;
2. Aurionpro Holdings Pte. Ltd., Singapore;
3. Aurionpro Market Systems Pte Ltd., Singapore;
4. Aurionpro Payment Solutions Pte Limited, Singapore;
5. Aurionpro Solutions (Africa) Ltd, Kenya;
6. Aurionpro Solutions PLC, United Kingdom;
7. Aurionpro Technology Solutions Pty Ltd., Australia;
8. Aurionpro Transit Pte. Ltd., Singapore (*formerly known as SC Soft Pte. Ltd*);

9. Aurionpro Transit Technologies Solutions Ltd, Turkey;
10. Integro Technologies (Vietnam) Limited Liability Company;
11. Integro Technologies Co. Ltd, Thailand;
12. Integro Technologies Pte. Ltd, Singapore;
13. Integro Technologies SDN BHD, Malaysia;
14. Integrosys Corporation, Philippines;
15. Neo Bnk Pte Ltd., Singapore;
16. Real Patients Solutions Inc., USA;
17. SC SOFT SDN BHD, Malaysia;
18. SC soft Americas LLC,USA;
19. SC soft Inc, Canada; and
20. Shenzhen SC Trading Co. Limited

For further details, see the sections titled “*Financial Information*” on page 225.

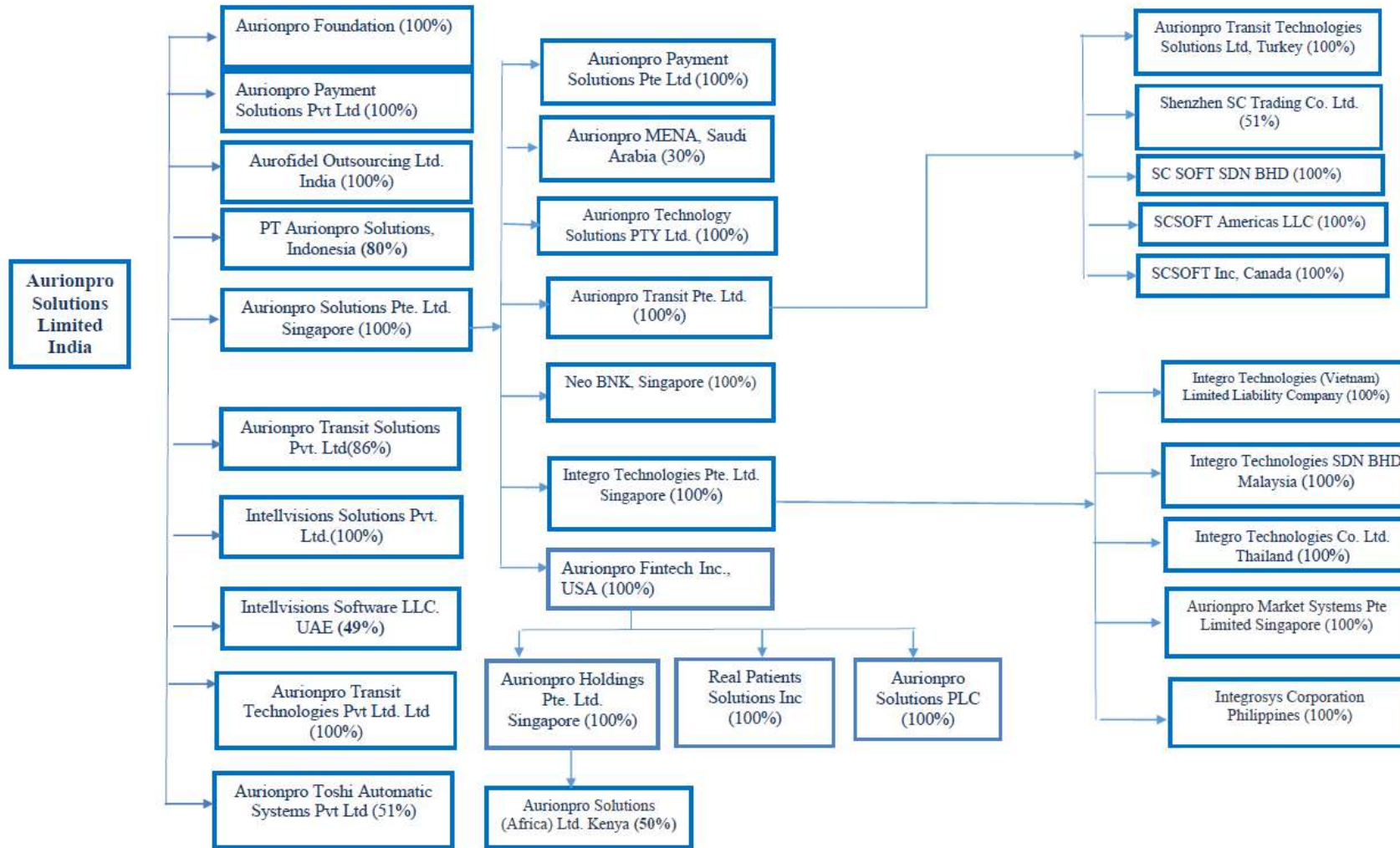
### **Joint Ventures of our Company**

As on the date of this Preliminary Placement Document, our Company has two joint ventures:

1. Intellvisions Software LLC,UAE and
2. Aurionpro Middle East for Information Technology Company (Aurionpro MENA), Saudi Arabia

Our organisational structure is set forth below:

Aurionpro Solutions Limited, India



## SHAREHOLDING PATTERN OF OUR COMPANY

### Shareholding pattern of our Company as on March 31, 2024

The following table sets forth the details regarding the equity shareholding pattern of our Company as on March 31, 2024

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoters and Promoter Group	7	74,23,368	-	-	74,23,368	29.91	74,23,368	-	74,23,368	29.91	-	-	-	-	15,76,000	21.23	74,23,368
(B)	Public	13,466	1,73,91,797	-	-	1,73,91,797	70.09	1,73,91,797	-	1,73,91,797	70.09	-	22,60,550	13	-	-	-	1,73,52,948
(C)	Non-Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>13,473</b>	<b>2,48,15,165*</b>	-	-	<b>2,48,15,165</b>	<b>100.00</b>	<b>2,48,15,165</b>	-	<b>2,48,15,165</b>	<b>100.00</b>	-	<b>22,60,550</b>	<b>9.11</b>	<b>15,76,000</b>	<b>6.35</b>	<b>2,47,76,316</b>	

\* Please note that the 9,02,935 Equity Shares allotted on March 28, 2024, by way of a preferential allotment are not factored in above. Our Company has filed the applications for obtaining the listing approvals from BSE and NSE on April 2, 2024, and are yet to receive the listing approval. Post receipt of the listing approval, our Company will apply for trading approvals from BSE and NSE, accordingly. For further details, see “- Equity Share capital history of our Company” on page 90.

**Statement showing shareholding pattern of our Promoter and Promoter Group**

The following table sets forth the details regarding the equity shareholding pattern of our Promoter and Promoter Group as on March 31, 2024.

Category	Category & Name of shareholder (I)	Entity type (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)	
									Number of Voting Rights					Total as a % of (A+B+ C)	Number (a)	As a % of total Shares held (b)	Number (a)		As a % of total Shares held (b)
									Class e.g.: Equity Shares	Class e.g.: Others	Total								
<b>A(1)</b>	<b>Indian</b>																		
(a)	Individuals/Hindu Undivided Family		5	17,00,249	-	-	17,00,249	6.85	17,00,249	-	17,00,249	6.85	-	-	-	-	2,84,000	16.70	17,00,249
(b)	Any other (Specify)				-	-				-			-	-	-	-			
	<b>Sub Total (A)(1)</b>		<b>5</b>	<b>17,00,249</b>	<b>-</b>	<b>-</b>	<b>17,00,249</b>	<b>6.85</b>	<b>17,00,249</b>	<b>-</b>	<b>17,00,249</b>	<b>6.85</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,84,000</b>	<b>16.70</b>	<b>17,00,249</b>
<b>A(2)</b>	<b>Foreign</b>		2	57,23,119	-	-	57,23,119	23.06	57,23,119	-	57,23,119	23.06	-	-	-	-	12,92,000	22.58	57,23,119
	<b>Total = A(1)+ A(2)</b>		<b>7</b>	<b>74,23,368</b>	<b>-</b>	<b>-</b>	<b>74,23,368</b>	<b>29.91</b>	<b>74,23,368</b>	<b>-</b>	<b>74,23,368</b>	<b>29.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,76,000</b>	<b>21.23</b>	<b>74,23,368</b>

**Statement showing shareholding pattern of the public Shareholders**

The following table sets forth the details regarding the equity shareholding pattern of the public Shareholders as on March 31, 2024:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
<b>B(1)</b>	<b>Institutions (Domestic)</b>																	
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Alternative Investments Funds	5	1,82,127	-	-	1,82,127	0.73	1,82,127	-	1,82,127	0.73	-	0.73	1,20,000	65.89	-	-	1,82,127
(c)	Banks	1	1,280	-	-	1,280	0.01	1,280	-	1,280	0.01	-	0.01	-	-	-	-	1,280
(d)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total B(1)</b>	<b>6</b>	<b>1,83,407</b>	-	-	<b>1,83,407</b>	<b>0.74</b>	<b>1,83,407</b>	-	<b>1,83,407</b>	<b>0.74</b>	-	<b>0.74</b>	<b>1,20,000</b>	<b>65.43</b>	-	-	<b>1,83,407</b>
<b>B(2)</b>	<b>Foreign Direct Investment</b>																	
(a)	Foreign Portfolio Investors Category-I	58	15,56,045	-	-	15,56,045	6.27	15,56,045	-	15,56,045	6.27	-	6.27	10,78,947	69.34	-	-	15,56,045
(b)	Foreign Portfolio Investors Category-II	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total B(2)</b>	<b>58</b>	<b>15,56,045</b>	-	-	<b>15,56,045</b>	<b>6.27</b>	<b>15,56,045</b>	-	<b>15,56,045</b>	<b>6.27</b>	-	<b>6.27</b>	<b>10,78,947</b>	<b>69.34</b>	-	-	<b>15,56,045</b>
<b>B(3)</b>	<b>Central Government / State Government (s)</b>																	
<b>B(4)</b>	<b>Non-Institutions</b>																	
(a)	Directors & their relatives (excluding independent directors & nominee directors)	6	30,71,471	-	-	30,71,471	12.38	30,71,471	-	30,71,471	12.38	-	12.38	-	-	-	-	30,71,471
(b)	Key Managerial Personnel	2	13,495	-	-	13,495	0.05	13,495	-	13,495	0.05	-	0.05	-	-	-	-	13,495
(c)	Investor Education and Protection Fund (IEPF)	1	12,567	-	-	12,567	0.05	12,567	-	12,567	0.05	-	0.05	-	-	-	-	12,567
(c)	Resident Individuals holding nominal share capital up to ₹0.2 million	12,420	25,78,702	-	-	25,78,702	10.39	25,78,702	-	25,78,702	10.39	-	10.39	-	-	-	-	25,72,228
(d)	Resident Individuals holding nominal share	44	49,05,181	-	-	49,05,181	19.77	49,05,181	-	49,05,181	19.77	-	19.77	10,61,603	21.64	-	-	49,05,181

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)		
								Number of Voting Rights					Total as a % of (A+B+C)	Number (a)	As a % of total Shares held (b)	Number (a)		As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total									
	capital in excess of ₹0.2 million																		
(e)	Non-Resident Indians	390	5,26,389	-	-	5,26,389	2.12	5,26,389	-	5,26,389	2.12	-	2.12	-	-	-	-	-	4,94,014
(f)	Foreign Companies	1	2,82,744	-	-	2,82,744	1.14	2,82,744	-	2,82,744	1.14	-	1.14	-	-	-	-	-	2,82,744
(g)	Bodies Corporate	181	28,28,061	-	-	28,28,061	11.40	28,28,061	-	28,28,061	11.40	-	11.40	-	-	-	-	-	28,28,061
(h)	Any other (Specify)	357	14,33,735	-	-	14,33,735	5.78	14,33,735	-	14,33,735	5.78	-	5.78	-	-	-	-	-	14,33,735
	<b>Sub-Total B(4)</b>	<b>13,402</b>	<b>1,56,52,345</b>	-	-	<b>1,56,52,345</b>	<b>63.08</b>	<b>1,56,52,345</b>	-	<b>1,56,52,345</b>	<b>63.08</b>	-	<b>63.08</b>	<b>10,61,603</b>	<b>6.78</b>	-	-	-	<b>1,56,13,496</b>
	<b>Total B=B(1)+B(2)+B(3)+B(4)</b>	<b>13,466</b>	<b>1,73,91,797</b>	-	-	<b>1,73,91,797</b>	<b>70.09</b>	<b>1,73,91,797</b>	-	<b>1,73,91,797</b>	<b>70.09</b>	-	<b>70.09</b>	<b>22,60,550</b>	<b>13</b>	-	-	-	<b>1,73,52,948</b>
	<b>Total (A+B)</b>	<b>13,473</b>	<b>2,48,15,165</b>	-	-	<b>2,48,15,165</b>	<b>100.00</b>	<b>2,48,15,165</b>	-	<b>2,48,15,165</b>	<b>100.00</b>	-	<b>100.00</b>	<b>22,60,550</b>	<b>9.11</b>	<b>15,76,000</b>	<b>6.35</b>	-	<b>2,47,76,316</b>



**Statement showing shareholding pattern of the non – Promoter – non-public Shareholder:**

The following table sets forth the details regarding the equity shareholding pattern of the non- Promoter- non- public Shareholders as on March 31, 2024:

Sr. No.	Category & Name of the Shareholders (I)	Number of shareholders	Total no. of shares held = (IV)+ (V)+(VI)	Shareholding % calculated as per SCRR. 1957) As a % of (A+B+C2) (VIII)	Number of Locked in shares (XII)		Number of equity shares held in dematerialized form
					No.	As a % of total shares held	
(1)	Custodian / DR Holder	-	-	-	-	-	-
(2)	Employee Benefit Trust/Employee Welfare Trust under SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-
	<b>Total Non-Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)</b>	-	-	-	-	-	-

## ISSUE PROCEDURE

*The following is a summary intended to present a general outline of the procedure relating to Bidding, payment of Application Amount, Allocation and Allotment of the Equity Shares. The procedure followed in the Issue may differ from the one mentioned below, and investors are assumed to have apprised themselves of the same from our Company or the Book Running Lead Manager. Prospective Bidders are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult its respective advisers in this regard. Eligible QIBs that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Book Running Lead Manager and its respective directors, officers, employees, counsels, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Book Running Lead Manager and its respective directors, officers, employees, counsels, agents, affiliates, and representatives accept no responsibility or liability for advising any Eligible QIBs on whether such Eligible QIB was eligible to acquire the Equity Shares. Also see "Selling Restrictions" and "Transfer Restrictions and Purchaser Representations" on pages 193 and 201, respectively.*

*Our Company, the Book Running Lead Manager and its respective directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.*

### **Qualified Institutions Placement**

#### **THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBS ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.**

This Preliminary Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act, 2013 and rules thereunder, through the mechanism of a QIP. Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India, may issue Equity Shares to Eligible QIBs, provided that:

- our Shareholders have passed a special resolution approving the Issue. Such special resolution *inter alia* must specify (a) that the allotment of Equity Shares is proposed to be made pursuant to a qualified institutions placement and (b) the Relevant Date;
- the explanatory statement to the notice to our Shareholders for convening the general meeting must disclose, among other things, the particulars of the issue including the date of passing the board resolution, the kind of securities being offered, amount which the company intends to raise by way of such securities and the material terms of raising such securities, proposed issue schedule, the purpose or objects of offer, the contribution made by the promoters or directors either as part of the offer or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;
- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of our Company, which are proposed to be allotted through the Issue, are listed on the Stock Exchanges, for a period of at least one year prior to the date of issuance of notice to our shareholders for convening the meeting to pass the above-mentioned special resolution;
- our Promoters and Directors are not fugitive economic offenders;

- invitation to apply in the Issue must be made through a private placement offer-cum-application letter (i.e., this Preliminary Placement Document) and an Application Form serially numbered and addressed specifically to the Eligible QIBs to whom the Issue is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law; the allotments with respect to any earlier offer or invitation made by our Company shall have been completed or our Company shall have withdrawn or abandoned such invitation or offer made, except as permitted under the Companies Act, 2013;
- in accordance with the SEBI ICDR Regulations, issuance and allotment of Equity Shares shall be made only in dematerialized form;
- our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue;
- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer-cum-application letter (i.e., the Preliminary Placement Document and the Application Form), our Company must prepare and record a list of Eligible QIBs to whom the offer will be made. The qualified institutions placement must be made only to such Eligible QIBs whose names are recorded by the issuer prior to the invitation to subscribe;
- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited;

At least 10% of the Equity Shares issued pursuant to this Issue to Eligible QIBs shall be available for Allocation to Mutual Funds, provided that, if this portion or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price of the Equity Shares issued under this Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the Stock Exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The “Relevant Date” referred to above means the date of the meeting in which the Board or duly authorised committee thereof decides to open the Issue and “stock exchange”, for the purposes of determination of price, means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. Further, in accordance with the resolution of our Shareholders passed in their extraordinary general meeting held on February 7, 2024, our Company may offer a discount of not more than 5% on the Floor Price in accordance with the SEBI ICDR Regulations.

The Equity Shares will be Allotted within 365 days from the date of our Shareholder’s resolution approving the Issue, being February 7, 2024 and within 60 days from the date of receipt of Application Amount from the Successful Bidders failing which our Company shall refund the Bid Amount in accordance with applicable laws. For details of refund of Application Amount, see “– Pricing and Allocation – Designated Date and Allotment of Equity Shares” on page 186.

Subscription to the Equity Shares offered pursuant to the Issue must be made by Eligible QIBs on the basis of this Preliminary Placement Document and the Placement Document, which shall contain all material information required under applicable law including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under Form PAS-4. This Preliminary Placement Document and the Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of the Preliminary Placement Document addressed to you, you may not rely on the Preliminary Placement Document or Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue.

The minimum number of allottees with respect to a QIP shall not be less than:

- two, where the issue size is less than or equal to ₹25,000 lakhs; and
- five, where the issue size is greater than ₹25,000 lakhs

No single Allottee shall be Allotted more than 50% of the Issue Size.

Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes “same group” or “common control”, see “– Bid Process - Application Form” on page 182.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on a recognized stock exchange.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. The Equity Shares are transferable only in accordance with the restrictions described under the sections “Selling Restrictions” and “Transfer Restrictions and Purchaser Representations” on pages 193 and 201, respectively. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Preliminary Placement Document as “QIBs”.**

**The Equity Shares issued pursuant to this Issue have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

Our Company has filed a draft of this Preliminary Placement Document with each of the Stock Exchanges. Our Company has received in-principle approvals from each of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares on the BSE and NSE on March 13, 2024.

We shall also make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules.

#### **Issue Procedure**

1. On the Issue Opening Date, our Company and the Book Running Lead Manager shall circulate serially numbered copies of this Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to identified Eligible QIBs and the Application Form will be specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company shall maintain records of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to whom this Preliminary Placement Document and the serially numbered Application Form have been dispatched or circulated, as the case may be. The list of Eligible QIBs to whom this Preliminary Placement Document and Application Form is delivered will be determined by our Company in consultation with the Book Running Lead Manager, at their sole discretion.
2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount is to be deposited, is addressed to a particular Eligible QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

3. Eligible QIBs may submit the Application Form, including any revisions thereof along with the Application Amount and a copy of the PAN card or PAN allotment letter, during the Issue Period to the Book Running Lead Manager. Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Application Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.
4. Bidders will be required to indicate the following in the Application Form:
  - A representation that it is outside the United States acquiring the Equity Shares in an “offshore transaction” as defined in, and in reliance on, Regulation S and it has agreed to certain other representations set forth in the “*Representation by Investors*” on page 4 and “*Transfer Restrictions and Purchaser Representations*” on page 201 and certain other representations as set forth in the Application Form;
  - full official name of the Eligible QIB to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details and bank account details;
  - number of Equity Shares Bid for;
  - price at which they are agreeable to subscribe for the Equity Shares and the aggregate Application Amount for the number of Equity Shares Bid for;
  - Equity Shares held by the Eligible QIBs in our Company prior to the Issue;
  - details of the depository account to which the Equity Shares should be credited; and
  - Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.
5. Eligible QIBs shall be required to make the entire payment of the Application Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account within the Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Application Amount for the Equity Shares shall be made from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. Application Amount payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application Form. Pending Allotment, Application Amounts received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event (a) any Bidder is not allocated Equity Shares in the Issue, (b) the number of Equity Shares Allotted to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, (c) the Application Amount has been arrived at using an indicative price higher than the Issue Price, or (d) any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in “- *Refunds*” on page 187.

6. Once a duly completed Application Form is submitted by a Bidder and the Application Amount is transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of an upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.
7. Eligible QIBs acknowledge that in accordance with the requirements of the Companies Act, 2013, upon Allocation, our Company will disclose the names of proposed Allottees and the percentage of their post Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares were allocated to it.
8. Upon receipt of the duly completed Application Form and the Application Amount in the Escrow Account, on or after the Issue Closing Date, our Company shall, in consultation with Book Running Lead Manager determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the Book Running Lead Manager will send the serially numbered CAN to the Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated. **Please note that the Allocation will be at the absolute discretion of our Company and will be based on the recommendation of the Book Running Lead Manager.**
9. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the Book Running Lead Manager, shall, on our behalf, send a serially numbered Placement Document to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.
10. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.
11. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the depository participant, as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.
12. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.
13. Our Company will then apply for the final trading approvals from the Stock Exchanges.
14. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Eligible QIBs shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.
15. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Book Running Lead Manager shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.
16. In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or Equity Shares are not Allocated to a Bidder for any reasons, or a Bidder withdraws the Bid prior to the Issue Closing Date, any excess Application Amount paid by such Bidder will be refunded to

the same bank account from which Application Amount was remitted, in the form and manner set out in the Refund Intimation which will be dispatched to such Bidder.

### **Eligible Qualified Institutional Buyers**

Only Eligible QIBs are eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to foreign portfolio investors, only Eligible FPIs applying under Schedule II of the FEMA Rules will be considered as Eligible QIBs. FVCIs are not permitted to participate in the Issue. Currently, Eligible QIBs, who can participate in the Issue and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- alternate investment funds registered with SEBI;
- Eligible FPIs;
- insurance companies registered with Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions;
- Mutual Funds;
- pension funds with minimum corpus of ₹2,500 lakhs registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013;
- provident funds with minimum corpus of ₹2,500 lakhs;
- public financial institutions;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- venture capital funds registered with SEBI; and
- systemically important non-banking financial companies.

**Eligible FPIs are permitted to participate through the portfolio investment scheme under Schedule II of FEMA Rules respectively, in this Issue. Eligible FPIs are permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of the FPIs do not exceed specified limits as prescribed under applicable laws in this regard. Other eligible non-resident QIBs shall participate in the Issue under Schedule I of the FEMA Rules, subject to other conditions mentioned in the FEMA Rules.**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or more of the post-Issue equity share capital of our Company, and the total holding of all FPIs, collectively, shall not exceed 24% of the paid-up equity share capital of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

With effect from April 1, 2020, the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company (i.e. up to 100% under the automatic route as we are engaged in the information technology sector). Further, if any FPI holds 10% or more of the Equity Share capital of our Company, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure

specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in the company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (i) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable.

Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

### **Restriction on Allotment**

Under Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being, or any person related to, the Promoters. QIBs which have all or any of the following rights shall be deemed to be persons related to the Promoters:

- rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on our Board.

Provided, however, that a QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoters.

**Our Company, the Book Running Lead Manager and any of its respective shareholders, employees, counsels, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply in the Issue. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document.**

**Further, Eligible QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the SEBI Takeover Regulations and ensure compliance with applicable laws.**

**A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of under subscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.**

*Note: Affiliates or associates of the Book Running Lead Manager who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

### **Bid Process**

#### ***Application Form***

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and/or the Book Running Lead Manager in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of this Preliminary Placement Document and the Placement Document.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Preliminary Placement Document, the Eligible QIB will be deemed to have made the following representations, warranties, acknowledgements and undertakings as well as those given or made under the sections "Notice to Investors", "Representations by Investors", "Selling Restrictions" and "Transfer Restrictions and Purchaser Representations" on pages 1, 4, 193 and 201 respectively:



1. The Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;
2. The Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoters, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoters or Promoter Group or persons related to the Promoters;
3. The Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender which shall not be deemed to be a person related to the Promoters;
4. The Bidder confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;
5. The Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Issue Closing Date;
6. The Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the Stock Exchanges;
7. The Eligible QIB confirms that it is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The Eligible QIB further confirms that the holding of the Eligible QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;
8. The Eligible QIB confirms that its Bid would not result in triggering an open offer under the SEBI Takeover Regulations;
9. The Eligible QIB agrees that although the Application Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Book Running Lead Manager. The Eligible QIB further acknowledges and agrees that the payment of Application Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;
10. The Eligible QIB acknowledges that in terms of the requirements of the Companies Act 2013, upon Allocation, our Company will be required to disclose names as proposed Allottees and percentage to post-Issue shareholding of the proposed Allottees in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Manager;
11. The Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:
  - (a) Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and
  - (b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

12. The Eligible QIB acknowledges that no Allotment shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price;
13. Each Eligible FPI, confirms that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis. The Bidder confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.
14. The Eligible QIBs confirm that they shall not undertake any trade in the Equity Shares credited to their beneficiary accounts maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares Allotted in the Issue are issued by the Stock Exchanges; and
15. The Eligible QIB confirms that:
  - (a) It is either (i) a U.S. QIB purchasing the Equity Shares pursuant to Section 4(a)(2) of the U.S. Securities Act or (ii) located outside the United States and purchasing Equity Shares in an offshore transaction as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdiction where those offers and sales are made; and
  - (b) It has read and understood, and by making a Bid for the Equity Shares through the Application Forms and pursuant to the terms of this Preliminary Placement Document, will be deemed to have made the representations, warranties and agreements made under the sections entitled “*Notice to Investors*”, “*Representations by Investors*”, “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 1, 4, 193 and 201 respectively.

**ELIGIBLE QIBS MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, EMAIL ID, PHONE NUMBER, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.**

**IF SO, REQUIRED BY THE BOOK RUNNING LEAD MANAGER, THE ELIGIBLE QIBS SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE BOOK RUNNING LEAD MANAGER TO EVIDENCE THEIR STATUS AS AN “ELIGIBLE QIB” AS DEFINED HEREINABOVE.**

**IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGER, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSURE, THE ELIGIBLE QIBS SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.**

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Application Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Application Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Application Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder to pay the entire Issue Price for the Equity Shares and becomes a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company in favour of the Successful Bidder.

#### ***Submission of Application Form***

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application

Form will include details of the relevant Escrow Account into which the Application Amounts will have to be deposited. The Application Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the Book Running Lead Manager either through electronic form or through physical delivery at either of the following address:

**DAM Capital Advisors Limited**

One BKC, Tower C, 15th Floor, Unit No. 1511

Bandra Kurla Complex, Bandra (East)

Mumbai – 400 051 Maharashtra, India

**Contact Person:** Akshay Bhandari / Chandresh Sharma

**Email:** aurionpro.qip@damcapital.in

**Phone No.:** +91 22 4202 2500

The Book Running Lead Manager shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

Bidders Bidding in the Issue shall pay the entire Application Amount along with the submission of the Application Form, within the Issue Period.

**Payment of Application Amount**

Our Company has opened the “*Aurionpro Solutions Limited- QIP Escrow A/c*” with the Escrow Bank, in terms of the arrangement among our Company, the Book Running Lead Manager and the Escrow Bank. Bidders will be required to deposit the entire Application Amount payable for the Equity Shares applied for through the Application Form submitted by it in accordance with the applicable laws.

**Note: Payments are to be made only through electronic fund transfer. Payments through cheques or demand draft or cash shall be rejected. If the payment is not made favouring the “*Aurionpro Solutions Limited- QIP Escrow A/c*” account within the Issue Period stipulated in the Application Form, the Application Form of the QIB is liable to be cancelled.**

Pending Allotment, our Company undertakes to utilise the amount deposited in “*Aurionpro Solutions Limited- QIP Escrow A/c*” only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of Application Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in “– Refunds” on page 187.

***Permanent Account Number or PAN***

Each Bidder should mention its PAN allotted under the Income Tax Act, 1961 in the Application Form and enclose a copy of the PAN card or PAN allotment letter along with the Application Form, to the extent applicable. Applications without this information will be considered incomplete and are liable to be rejected. Bidders should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

***Bank Account Details***

Each Bidder shall mention the details of the bank account from which the payment of Application Amount has been made along with confirmation that such payment has been made from such account.

**Pricing and Allocation**

***Build-up of the Book***

The Eligible QIBs shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Book Running Lead Manager. Such Bids cannot be withdrawn or revised downwards after the Issue Closing Date. The book shall be maintained by the Book Running Lead Manager.

***Price Discovery and Allocation***

Our Company, in consultation with the Book Running Lead Manager, shall determine the Issue Price, which shall be at or above the Floor Price. However, our Company may offer a discount of not more than 5% on the Floor Price in terms of Regulation 176 of the SEBI ICDR Regulations as approved by our Shareholders through a resolution dated February 7, 2024.

After finalisation of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document.

#### ***Method of Allocation***

Our Company shall determine the Allocation in consultation with the Book Running Lead Manager on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with Book Running Lead Manager have the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

**THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL BIDDERS. BIDDERS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE ISSUE PRICE WITHIN THE ISSUE PERIOD. NEITHER OUR COMPANY NOR THE BOOK RUNNING LEAD MANAGER ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.**

#### **CAN**

Based on receipt of the serially numbered Application Forms and Application Amount, our Company, in consultation with the Book Running Lead Manager, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price and the Application Amount for the Equity Shares Allotted shall be notified to such Successful Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIBs to furnish all details that may be required by the Book Running Lead Manager. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees.

**Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.**

By submitting the Application Form, an Eligible QIB would have deemed to have made the representations and warranties as specified in "Notice to Investors" on page 1 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by Stock Exchanges.

#### ***Designated Date and Allotment of Equity Shares***

Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the CAN.

The Equity Shares in the Issue will be issued, and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, no transfer in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.

Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the Successful Bidders' beneficiary demat accounts maintained with the Depository Participant, as indicated in the respective Application Form, our Company will apply for final trading and listing approvals from the Stock Exchanges.

Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company will be disclosed in the Placement Document.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company upon receipt of notice from the Book Running Lead Manager and the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and after filing return of Allotment under Form PAS-3 with the RoC.

After finalization of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document.

## **Refunds**

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or Equity Shares are not Allocated to a Bidder for any reasons, or a Bidder withdraws the Bid prior to the Issue Closing Date, any excess Application Amount paid by such Bidder will be refunded to the same bank account from which the Application Amount was remitted, in the form and manner set out in the Refund Intimation. The Refund Amount will be transferred to the relevant Bidders within two Working Days from the issuance of the CAN.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue or on cancellation of the Issue, within 60 days from the date of receipt of the Application Amount, our Company shall repay the Application Amount within 15 days from expiry of 60 days, failing which our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013.

## **Other Instructions**

### ***Right to Reject Applications***

Our Company, in consultation with the Book Running Lead Manager, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Book Running Lead Manager in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Application Amount paid by the Bidder shall be refunded to the same bank account from which the Application Amount was remitted by such Bidder. For further details, see "*Bid Process*" – "*Refund*" on page 187.

### ***Equity Shares in dematerialized form with NSDL or CDSL***

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Book Running Lead Manager will not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the Bidders.

**Release of Funds to our Company**

The Escrow Bank shall not release the monies lying to the credit of the “*Aurionpro Solutions Limited- QIP Escrow A/c*” account to our Company until receipt of notice from the Book Running Lead Manager, the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and filing of return of Allotment under Form PAS-3 with the RoC.

## PLACEMENT

### Placement Agreement

The Book Running Lead Manager has entered into the Placement Agreement dated April 3, 2024 with our Company, pursuant to which the Book Running Lead Manager has agreed, subject to certain conditions, to manage the Issue and to act as placement agent in connection with the proposed Issue and procure subscription to Equity Shares to be placed with the Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, to the extent applicable, as amended and other applicable provisions of the Companies Act and the rules made thereunder. The Placement Agreement contains customary representations, warranties and indemnities from our Company, and it is subject to satisfaction of certain conditions and subject to termination in accordance with the terms contained therein.

This Preliminary Placement Document and the Placement Document has not been, and will not be, registered as a prospectus with the RoC and, no Equity Shares offered pursuant to the Issue, will be offered in India or overseas to the public or any members of the public or any other class of prospective investors, other than Eligible QIBs.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. The Equity Shares are transferable only in accordance with the restrictions described under the sections “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 193 and 201, respectively. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Preliminary Placement Document as “QIBs”.

Applications shall be made to list the Equity Shares issued pursuant to the Issue and admit them to trading on the Stock Exchanges.

In connection with the Issue, the m (or its affiliates) may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be offered pursuant to the Issue at the same time as the offer and sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the Book Running Lead Manager (or its affiliates) may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. The Affiliates of the Book Running Lead Manager may purchase Equity Shares and be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of P-Notes. For further details, see the section titled “*Offshore Derivative Instruments*” on page 10.

From time to time, the Book Running Lead Manager, and its respective affiliates have been engaged in or may in the future engage in transactions with and perform services, including but not limited to investment banking, advisory, banking, trading services for our Company, its Subsidiaries, its group companies, affiliates and the shareholders of our Company, as well as to its respective affiliates, pursuant to which fees and commissions have been paid or will be paid to the Book Running Lead Manager and its respective affiliates.

### Lock-up

Under the Placement Agreement, our Company undertakes that it will not, for a period commencing the date hereof and ending 90 days from the date of allotment of equity shares pursuant to the Issue (“**Lock-up Period**”), without the prior written consent of the Book Running Lead Manager, do the following:

1. directly or indirectly, offer, issue, contract to issue, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any of the Equity Shares or any securities convertible into or exercisable for the Equity Shares or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing, or

2. enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for the Equity Shares (regardless of whether any of the transactions described in clause 1 or 2 is to be settled by the delivery of the Equity Shares or such other securities, in cash or otherwise), or
3. enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or
4. publicly announce any intention to enter into any transaction falling within clause 1 to 3 above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Equity Shares in any depository receipt facility or publicly announce any intention to enter into any transaction falling within 1 to 3 above.

In addition, our Company agrees that, without the prior written consent of the Book Running Lead Manager, we shall not, during the Lock-up Period, make any demand for or exercise any right with respect to, the registration of any Shares or any other securities of the Company substantially similar to the Equity Shares, including, but not limited to options, warrants or other securities that are convertible into, exercisable or exchangeable for, or that represent the right to receive Shares or any such substantially similar securities, whether now owned or hereinafter acquired.

Provided however that the restrictions contained herein shall not be applicable to (a) any transaction (including a transfer, transmission or disposition of Equity Shares) which is required by Applicable Law or an order of a court of law or a statutory authority, (b) the Preferential Issue, undertaken by the Company to the extent conducted in the manner permitted by Applicable Law, and (c) any allotment or transfer of Equity Shares, or grant of options, pursuant to ASL ESPS 2022, in compliance with Applicable Law.

#### **Promoter's Lock-Up**

Under the Placement Agreement, to encourage the Book Running Lead Manager to enter into the Placement Agreement and continue their effort in connection with the Placement and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, our Promoters hereby agree that, without the prior written consent of the Book Running Lead Manager (which such consent shall not be unreasonably withheld), they will not, during the period commencing on the date hereof and ending 90 days after the date of allotment of the Equity Shares pursuant to the Placement (the "**Lock-up Period**", which shall be communicated by the Book Running Lead Manager in writing immediately on the completion of the allotment of the Equity Shares), directly or indirectly:

- a) sell, lend, pledge, contract to sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any lock-up equity shares, or any securities convertible into or exercisable or exchangeable for equity shares or publicly announce an intention with respect to any of the foregoing (regardless of whether any of the transactions described in this clause (a) is to be settled by the delivery of the lock-up equity shares or such other securities, in cash or otherwise);
- b) enter into any swap or other agreement or any transaction that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of the lock-up equity shares or any securities convertible into or exercisable or exchangeable for any of the lock-up equity shares (regardless of whether any of the transactions described in this clause (b) is to be settled by the delivery of the lock-up equity shares or such other securities, in cash or otherwise); or
- c) deposit any of the lock-up equity shares or any securities convertible into or exercisable or exchangeable for the lock-up equity shares or which carry the right to subscribe to or purchase the lock-up equity shares or which carry the right to subscribe to or purchase lock-up equity shares in depository receipt facilities or enter into any such transactions (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of lock-up equity shares in any depository receipt facility; or
- d) publicly announce any intention to enter into any transaction whether any such transaction described in a), b) or c) above is to be settled by delivery of the lock-up equity shares, or such other securities, in cash or otherwise.



Provided however that the foregoing restrictions will not be applicable to (i) pledge or mortgage of the Equity Shares already existing on the date of this Agreement or transfer of such existing pledge or mortgage; and (ii) any transfer of the lock-up equity shares made to any member of Promoter Group, subject to compliance with applicable laws and subject to observance by the transferee member of the Promoter Group of the foregoing restrictions on transfer of the lock-up equity shares until the expiry of the Lock-up Period.

### **Promoter Group's Lock-up**

Under the Placement Agreement, to encourage the Book Running Lead Manager to enter into the Placement Agreement and continue their effort in connection with the Placement and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, members of our Promoter Group hereby agree that, without the prior written consent of the Book Running Lead Manager (which such consent shall not be unreasonably withheld), our Promoter Group will not, during the period commencing on the date hereof and ending 90 days after the date of allotment of the Equity Shares pursuant to the Placement (the "**Lock-up Period**", which shall be communicated by the Book Running Lead Manager in writing immediately on the completion of the allotment of the Equity Shares), directly or indirectly:

- a) sell, lend, pledge, contract to sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any lock-up equity shares, or any securities convertible into or exercisable or exchangeable for equity shares or publicly announce an intention with respect to any of the foregoing (regardless of whether any of the transactions described in this clause (a) is to be settled by the delivery of the lock-up equity shares or such other securities, in cash or otherwise);
- b) enter into any swap or other agreement or any transaction that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of the lock-up equity shares or any securities convertible into or exercisable or exchangeable for any of the lock-up equity shares (regardless of whether any of the transactions described in this clause (b) is to be settled by the delivery of the lock-up equity shares or such other securities, in cash or otherwise); or
- c) deposit any of the lock-up equity shares or any securities convertible into or exercisable or exchangeable for the lock-up equity shares or which carry the right to subscribe to or purchase the lock-up equity shares or which carry the right to subscribe to or purchase lock-up equity shares in depository receipt facilities or enter into any such transactions (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of lock-up equity shares in any depository receipt facility; or
- d) publicly announce any intention to enter into any transaction whether any such transaction described in a), b) or c) above is to be settled by delivery of the lock-up equity shares, or such other securities, in cash or otherwise.

Provided however that the foregoing restrictions will not be applicable to (i) pledge or mortgage of the Equity Shares already existing on the date of this Agreement or transfer of such existing pledge or mortgage; and (ii) any transfer of the lock-up equity shares made to any member of Promoter Group, subject to compliance with applicable laws and subject to observance by the transferee member of the Promoter Group of the foregoing restrictions on transfer of the lock-up equity shares until the expiry of the Lock-up Period.

### **Our Non-Independent Director's Lock up**

Under the Placement Agreement, to encourage the Book Running Lead Manager to enter into the Placement Agreement and continue their effort in connection with the Placement and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, our Non-Independent Directors hereby agree that, without the prior written consent of the Book Running Lead Manager (which such consent shall not be unreasonably withheld), we will not, during the period commencing on the date hereof and ending 90 days after the date of allotment of the Equity Shares pursuant to the Placement (the "**Lock-up Period**", which shall be communicated by the Book Running Lead Manager in writing immediately on the completion of the allotment of the Equity Shares), directly or indirectly:

- a) sell, lend, pledge, contract to sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any Lock-up Equity Shares, or any securities convertible into or exercisable or exchangeable for Equity Shares or publicly announce an intention with respect to any of the foregoing (regardless of whether any of the transactions described in this clause (a) is to be settled by the delivery of the lock-up equity shares or such other securities, in cash or otherwise);

- b) enter into any swap or other agreement or any transaction that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of the lock-up equity shares or any securities convertible into or exercisable or exchangeable for any of the lock-up equity shares (regardless of whether any of the transactions described in this clause (b) is to be settled by the delivery of the Lock-up Equity Shares or such other securities, in cash or otherwise); or
- c) deposit any of the lock-up equity shares or any securities convertible into or exercisable or exchangeable for the lock-up equity shares or which carry the right to subscribe to or purchase the Lock-up Equity Shares or which carry the right to subscribe to or purchase lock-up equity shares in depository receipt facilities or enter into any such transactions (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of lock-up equity shares in any depository receipt facility; or
- d) publicly announce any intention to enter into any transaction whether any such transaction described in a), b) or c) above is to be settled by delivery of the lock-up equity shares, or such other securities, in cash or otherwise.

Provided however that the foregoing restrictions will not be applicable to pledge or mortgage of the Equity Shares already existing on the date of this Agreement or transfer of such existing pledge or mortgage until the expiry of the Lock-up Period.

## SELLING RESTRICTIONS

*The distribution of this Preliminary Placement Document or any offering material and the offering, sale or delivery of Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Preliminary Placement Document or any offering material are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restriction. This Preliminary Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.*

### General

The Issue is being made only to Eligible QIBs. The distribution of this Preliminary Placement Document or any offering material and the offer and sale of the Equity Shares offered in the Issue is restricted by law in certain jurisdictions. This Preliminary Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised. No action has been taken or will be taken that would permit the offer and sale of the Equity Shares offered in the Issue to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Preliminary Placement Document or any other material relating to the Issue in any jurisdiction where action for such purpose is required, except in India. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. Therefore, persons who may come into possession of this Preliminary Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions.

Each purchaser of the Equity Shares in this Issue will be deemed to have made the representations, warranties, acknowledgments and agreements as described in this section and under “*Notice to Investors*”, “*Representations by Investors*” and “*Transfer Restrictions and Purchaser Representations*” on pages 1, 4 and 201, respectively.

### Republic of India

This Preliminary Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

### Bahrain

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Preliminary Placement Document and the Equity Shares that shall be offered pursuant to this Preliminary Placement Document have not been registered, filed, approved or licensed by the Central Bank of Bahrain (“**CBB**”), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism (“**MOICT**”) or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Preliminary Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Preliminary Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Preliminary Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Preliminary Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

## **Cayman Islands**

No offer or invitation to subscribe for Equity Shares may be made to the public in the Cayman Islands to subscribe for any of the Equity Shares but an invitation or offer may be made to sophisticated persons (as defined in the Cayman Islands Securities Investment Business Law (the “SIBL”), high net worth persons (as defined in the SIBL) or otherwise in accordance with the SIBL. This Preliminary Placement Document does not constitute an invitation or offer to the public in the Cayman Islands of the Equity Shares, whether by way of sale or subscription. The Equity Shares are not being offered or sold, and will not be offered or sold, directly or indirectly, to the public in the Cayman Islands.

## **Dubai International Financial Centre**

This Preliminary Placement Document relates to an Exempt Offer in accordance with the Markets Rules Module of the Dubai Financial Services Authority (“DFSA”) Rulebook. This Preliminary Placement Document is intended for distribution only to persons of a type specified in the Markets Rules Module. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Preliminary Placement Document nor taken steps to verify the information set forth herein and has no responsibility for this Preliminary Placement Document. The securities to which this Preliminary Placement Document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this Preliminary Placement Document you should consult an authorized financial advisor.

In relation to its use in the DIFC, this Preliminary Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the securities may not be offered or sold directly or indirectly to the public in the DIFC.

## **European Economic Area**

In relation to each Member State of the European Economic Area (each a “Member State”), no Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Member State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, all in accordance with the Prospectus Regulation), except that offers of Equity Shares may be made to the public in that Member State at any time under the following exemptions under the Prospectus Regulation:

- to any legal entity which is a qualified investor as defined under the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of Book Running Lead Manager for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Book Running Lead Manager of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this section, the expression an “offer of Equity Shares to the public” in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Except for each person who is not a qualified investor and who has notified the Book Running Lead Manager of such fact in writing and has received the consent of the Book Running Lead Manager in writing to subscribe for or purchase Equity Shares in the Issue, each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a “qualified investor” as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Book Running Lead Manager has been obtained to each such proposed offer or resale.

Our Company, the Book Running Lead Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

### **Hong Kong**

The Equity Shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “**C(WUMP)O**”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O.

No advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO has been or will be issued, whether in Hong Kong or elsewhere.

### **Japan**

The Equity Shares offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “**Financial Instruments and Exchange Act**”). The Preliminary Placement Document is not an offer of shares for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used in the Preliminary Placement Document means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

### **Republic of Korea**

The Equity Shares have not been and will not be registered under the Financial Investments Services and Capital Markets Act of Korea and the decrees and regulations thereunder (the “**FSCMA**”), and the Equity Shares have been and will be offered in Korea as a private placement under the FSCMA. None of the Equity Shares may be offered, sold or delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder (the “**FETL**”). Furthermore, the purchaser of the Equity Shares shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Equity Shares. By the purchase of the Equity Shares, the relevant holder thereof will be deemed to represent and warrant that if it is in Korea or is a resident of Korea, it purchased the Equity Shares pursuant to the applicable laws and regulations of Korea.

### **Kuwait**

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Equity Shares in the State of Kuwait. The Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait. No private or public offering of the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Equity Shares will be

concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

### **Malaysia**

No approval from the Securities Commission of Malaysia has been applied for or will be obtained for the offer or invitation in respect of the Issue under the Capital Markets and Services Act 2007. Neither has a prospectus been nor will be registered with the Securities Commission of Malaysia in connection with the Issue in Malaysia. Accordingly, this Preliminary Placement Document or any amendment or supplement hereto or any other offering document in relation to the Issue may not be distributed in Malaysia directly or indirectly for the purpose of any offer of the Equity Shares. The Equity Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act and no person may offer for subscription or purchase any of the Equity Shares directly or indirectly to anyone in Malaysia.

### **Mauritius**

The public of the republic of Mauritius is not invited to subscribe for the interests offered hereby. This memorandum relates to a private placement and does not constitute an offer to the public in Mauritius to subscribe for the interests offered hereby. The interests are only being offered to a limited number of sophisticated investors meeting the eligibility criteria. No regulatory approval has been sought for the offer in Mauritius and it must be distinctly understood that the Mauritius financial services commission does not accept any responsibility for the financial soundness of or any representations made in connection with the issue. The memorandum is for the use only of the named addressee and should not be given or shown to any other person.

### **Qatar (excluding the Qatar Financial Centre)**

This Preliminary Placement Document did not, and was not intended to, constitute an invitation or an offer of securities in the State of Qatar (including the Qatar Financial Centre) and accordingly should not be construed as such. The Equity Shares have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of securities in the State of Qatar.

By receiving this document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Preliminary Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or any other authority or agency in the State of Qatar; (b) neither the Company nor the Book Running Lead Manager are authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority, or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Preliminary Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Equity Shares has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Preliminary Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. The persons representing the Book Running Lead Manager are, by distributing this document, not advising individuals resident in the State of Qatar as to the appropriateness of investing in or purchasing or selling securities or other financial products. Nothing contained in this Preliminary Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

### **Qatar and Qatar Financial Centre**

Nothing in this Preliminary Placement Document is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of securities in the State of Qatar or in the Qatar Financial Centre or the inward marketing of securities or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre other than in compliance with any laws applicable in the State of Qatar or in the Qatar Financial Centre governing the issue, offering and sale of securities under the laws of the State of Qatar and the Qatar Financial Centre.

This Preliminary Placement Document and any underlying instruments or securities have not been and will not be filed with, reviewed or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Exchange or any other relevant Qatar governmental body or securities exchange. The Company has not been authorised or licenced by any Qatari governmental body or regulator to market, offer or sell the Equity Shares in the State of Qatar or in the Qatar Financial Centre.

This Preliminary Placement Document is strictly private and confidential. This Preliminary Placement Document is provided on an exclusive basis to the specifically intended recipient of such document, upon that person's request and initiative, and for the recipient's personal use only. It is being distributed to a limited number of qualified investors and must not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar or the Qatar Financial Centre and may not be reproduced or used for any other purpose. Any distribution of this document by the recipient to third parties in the State of Qatar or the Qatar Financial Centre is not authorised and shall be at the liability of such recipient.

Recourse against the Company and/or its affiliates may be limited or difficult and may have to be pursued in a jurisdiction outside the State of Qatar and/or the Qatar Financial Centre.

### **Saudi Arabia**

This Preliminary Placement Document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority ("CMA"). The CMA does not make any representation as to the accuracy or completeness of this Preliminary Placement Document and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Preliminary Placement Document. Prospective purchasers of the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Equity Shares. If you do not understand the contents of this Preliminary Placement Document, you should consult an authorised financial adviser.

### **Singapore**

This Preliminary Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Preliminary Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (i) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (ii) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

- (a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (b) where no consideration is or will be given for the transfer;
- (c) where the transfer is by operation of law;
- (d) as specified in Section 276(7) of the SFA; or

(e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Notification under Sections 309B(1)(a) and 309B(1)(c) of the SFA: We have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the Equity Shares are: (A) prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and (B) Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment: Notice on Recommendations on Investment Products).

**Singapore SFA Product Classification:** In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Equity Shares are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

### **Sultanate of Oman**

The information contained in this Preliminary Placement Document does not constitute a public offer of securities in Oman as contemplated by the Oman Commercial Companies Law (Sultani Decree 18/2019, as amended) or Article 3 of the Capital Market Authority Law (Sultani Decree 80/98, as amended). This Preliminary Placement Document will only be made available to investors in Oman in accordance with the provisions of Article 139 of the Executive Regulations of the Capital Markets Law (Capital Markets Law Decision No. 1/2009, as amended) (the “Executive Regulations”) by an entity duly licenced by the Capital Market Authority of Oman to market non-Omani securities in Oman.

This Preliminary Placement Document is strictly private and confidential. It is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient. Additionally, this Preliminary Placement Document is not intended to lead to the making of any contract within the territory or under the laws of Oman.

This Preliminary Placement Document has not been (and will not be) filed with the Capital Market Authority of Oman (except in accordance with Article 139 of the Executive Regulations) or any other regulatory authority in Oman and the Capital Market Authority of Oman neither assumes responsibility for the accuracy and adequacy of the statements and information contained in this Preliminary Placement Document nor shall have any liability to any person for damage or loss resulting from reliance on any statements or information contained herein.

### **Switzerland**

The Equity Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act (“FinSA”) and no application has or will be made to admit the Equity Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Preliminary Placement Document nor any other offering or marketing material relating to the Equity Shares constitutes a prospectus pursuant to the FinSA, and neither this Preliminary Placement Document nor any other offering or marketing material relating to the Equity Shares may be publicly distributed or otherwise made publicly available in Switzerland.

The Equity Shares may, however, be offered in Switzerland to professional clients within the meaning of the FinSA, without any public offer and only to investors who do not purchase the Equity Shares with the intention to distribute them to the public. The investors will be individually approached from time to time. This Preliminary Placement Document may only be used by those investors to whom it has been handed out in connection with the Offer described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent.

### **United Arab Emirates (excluding the Dubai International Financial Centre)**

This Preliminary Placement Document does not constitute or contain an offer of securities to the general public in the UAE. No offering, marketing, promotion, advertising or distribution (together, “Promotion”) of this document or the Equity Shares may be made to the general public in the United Arab Emirates (the “UAE”) unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the “SCA”) and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors’ Chairman



Decision no. (3/R.M.) of 2017 (the “**Promotion and Introduction Regulations**”), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to “Qualified Investors” (excluding “**High Net Worth Individuals**”) (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE. None of the SCA, the UAE Central Bank, the UAE Ministry of Economy or any other regulatory authority in the UAE has reviewed or approved the contents of this document nor does any such entity accept any liability for the contents of this document.

### **United Kingdom**

No Shares have been offered or will be offered pursuant to the Offering to the public in the United Kingdom prior to the publication of a prospectus in relation to the Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Shares at any time:

- (a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Book Running Lead Manager for any such offer; or
- (c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Shares shall require the Company or any Book Running Lead Manager to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an “offer to the public” in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Preliminary Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as “relevant persons”). The Preliminary Placement Document is directed only at relevant persons. Other persons should not act on the Preliminary Placement Document or any of its contents. The Preliminary Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

### **United States of America**

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. The Equity Shares are transferable only in accordance with the restrictions described under the sections “*Selling Restrictions*” and “*Transfer Restrictions and Purchaser Representations*” on pages 193 and 201, respectively. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Preliminary Placement Document as “QIBs”.

### **Other Jurisdictions**

The distribution of this Preliminary Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Preliminary Placement Document comes are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

## TRANSFER RESTRICTIONS AND PURCHASER REPRESENTATIONS

Pursuant to Chapter VI of the SEBI ICDR Regulations, any resale of Equity Shares Allotted in the Issue, except on the Stock Exchanges, is not permitted for a period of one year from the date of Allotment. Investors are advised to consult legal counsels prior to making any resale, pledge, or transfer of our Equity Shares. In addition to the above, Allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see “*Selling Restrictions*” on page 193.

### U.S. TRANSFER RESTRICTIONS

#### U.S. Offer Purchaser Representations and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

If you purchase the Equity Shares offered in the United States in reliance upon Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act, by accepting delivery of this Preliminary Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of any Equity Shares, you will be deemed to have represented and agreed to us and the Book Running Lead Managers as follows:

- You (A) are a “qualified institutional buyer” (as defined in Rule 144A), (B) are aware that the sale of the Equity Shares to you is being made in reliance upon Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and (C) are acquiring such Equity Shares for its own account or for the account of a “qualified institutional buyer”;
- You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the U.S. Securities Act, have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a “qualified institutional buyer” in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction in reliance upon Regulation S, as applicable, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act (if available), (iv) pursuant to another available exemption from the registration requirements of the U.S. Securities Act, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction in which such offers or sales are made;
- It agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, will make any “directed selling efforts” as defined in Regulation S, with respect to the Equity Shares. It acknowledges and agrees that it is not purchasing any Equity Shares as a result of any directed selling efforts;
- The Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for re-sales of any Equity Shares;
- You will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
- You will base your investment decision on a copy of this Preliminary Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Book Running Lead Managers) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company only) the information contained in this Preliminary Placement Document, as it may be supplemented;

- You are a sophisticated investor and possess such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in similar jurisdictions. You and any accounts for you are subscribing to the Equity Shares for (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company or any of the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, and (v) have no reason to anticipate any change in its or their circumstances, financial or otherwise, which may cause or require any sale or distribution by it or them of all or any part of the Equity Shares. You acknowledge that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. You are seeking to subscribe to the Equity Shares in this Issue for your own investment and not with a view to distribution;
- You will notify any transferee to whom you subsequently offer, sell, pledge or otherwise transfer and the executing broker and any other agent involved in any resale of the Equity Shares of the foregoing restrictions applicable to the Equity Shares and instruct such transferee, broker or agent to abide by such restrictions;
- You acknowledge that if at any time its representations cease to be true, you agree to resell the Equity Shares at our Company's request;
- You have been provided access to this Preliminary Placement Document which you have read in its entirety; and
- You acknowledge and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Book Running Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgments, representations or agreements are no longer accurate you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgments, representations and agreements on behalf of each such account.

Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the above stated restrictions will not be recognized by us.

#### **Global Offer Purchaser Representations and Transfer Restrictions**

By accepting delivery of this Preliminary Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of my Equity Shares, you will be deemed to have represented and agreed as follows:

- You will comply with all laws, regulations and restrictions (including the selling restrictions contained in this Preliminary Placement Document) which may be applicable in your jurisdiction and you have obtained or will obtain any consent, approval or authorization required for you to purchase and accept delivery of Equity Shares, and you acknowledge and agree that none of us or the Book Running Lead Managers and their respective affiliates shall have any responsibility in this regard;
- You certify that you are, or at the time the Equity Shares are purchased will be, (a) the beneficial owner of the Equity Shares, you are located outside the United States of America (within the meaning of Regulation S), and you have not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States; or (b) you are a broker-dealer acting on behalf of a customer and your customer has confirmed to you that (i) such customer is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares, (ii) such customer is located outside the United States of America (within the meaning of Regulation S), and (iii) such customer has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States;
- You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the U.S. Securities Act, have not been and

will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a “qualified institutional buyer” in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act (if available), (iv) pursuant to another available exemption from the registration requirements of the U.S. Securities Act, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction;

- You agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer agrees) that neither you, nor any of your affiliates, nor any person acting on your behalf, will make any “directed selling efforts” as defined in Regulation S. You acknowledge and agree that you are not purchasing any Equity Shares as a result of any directed selling efforts.
- You will base your investment decision on a copy of this Preliminary Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Book Running Lead Managers) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company) the information contained in this Preliminary Placement Document, as may be supplemented.
- You acknowledge and agree (or if you’re a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Book Running Lead Managers, your affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgments, representations or agreements are no longer accurate, you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgments, representations and agreements on behalf of each such account.

Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the above stated restrictions, will not be recognized by us.

## THE SECURITIES MARKET OF INDIA

*The information in this section has been extracted from documents available on the respective websites of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Book Running Lead Manager or any of its respective affiliates or advisors.*

### **The Indian Securities Market**

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in India in terms of the number of listed companies, market capitalisation and trading activity.

### **Indian Stock Exchanges**

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the “**SCR (SECC) Regulations**”), which regulate *inter alia* the recognition, ownership and governance of stock exchanges and clearing corporations in India together with providing for minimum net-worth requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, byelaws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by listed companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

### **BSE**

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, with effect from August 19, 2005, BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

### **NSE**

NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000.

### **Listing and delisting of Securities**

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013 the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations, as well as pursuant to the listing agreements entered into by our Company with the Stock Exchanges. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company’s obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and byelaws of the stock exchanges in India, to overrule a stock exchange’s governing body and withdraw recognition of a recognized stock exchange.

Delisting of equity shares from the stock exchanges, whether by way of a compulsory or a voluntary delisting, is governed by the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended (the “**Delisting Regulations**”). Following a compulsory delisting of equity shares, a company, its whole-time directors, its promoters, person(s) responsible for ensuring compliance with the securities laws and the companies promoted by any of them cannot directly or indirectly access the securities market or seek listing of any equity shares for a period of 10 years from the date of such delisting. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

### **Minimum Level of Public Shareholding**

All listed companies (except exempted public sector undertakings) are required to maintain a minimum public shareholding of 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25% at any time, such company shall bring the public shareholding to 25% within a maximum period of 12 months from the date of such the public shareholding having fallen below the 25% threshold. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

### **Disclosures under the Companies Act and securities regulations**

Under the Companies Act, a public offering of securities in India must be made by means of a prospectus, which must contain information specified in the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI ICDR Regulations. The prospectus must be filed with the relevant registrar of companies having jurisdiction over the place where a company’s registered office is situated. A company’s directors and promoters shall be subject to civil and criminal liability for misrepresentation in a prospectus. The Companies Act also sets forth procedures for the acceptance of subscriptions and payment of commission rates for the sale of securities. Pursuant to the provisions of the SEBI Act, SEBI has issued detailed guidelines concerning disclosures by public companies and to further investor protection. The SEBI ICDR Regulations permit companies to price their domestic issues of securities in consultation with the lead merchant banker or through the book building process.

Public limited companies are required under the Companies Act, and other applicable guidelines to prepare, file with the RoC and circulate to their shareholders audited annual accounts which comply with the Companies Act’s disclosure requirements and regulations governing their manner of presentation and which include sections pertaining to corporate governance, related party transactions and the management’s discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations. Accordingly, companies are required to publish unaudited financial results (subject to a limited review by the company’s auditors) on a quarterly basis and are required to inform stock exchanges immediately regarding any unpublished price sensitive information.

### **Insider Trading Regulations**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the “**Insider Trading Regulations**”) have been notified on January 15, 2015 and came into effect on May 15, 2015, by SEBI to amongst other things, prohibit and penalize insider trading in India and prohibit dealing in the securities of a listed company when in possession of unpublished price sensitive information (“**UPSI**”).

The Insider Trading Regulations also impose certain restrictions on the communication of UPSI relating to a company or securities listed or proposed to be listed. In terms of the Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. It also provides disclosure obligations for promoters, employees and directors, with regard to their shareholding in the company, and the changes therein. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the Insider Trading Regulations.

The Insider Trading Regulations define the term “unpublished price sensitive information” to mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of its securities and ordinarily includes but not restricted to information relating to the following: (a) financial results; (b) dividends; (c) change in capital

structure; (d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and (e) changes in key managerial personnel. Further, in terms of the Insider Trading Regulations, “generally available information” is defined as information that is accessible to the public on a non-discriminatory basis. An “insider” means any person who is i) a connected person; or ii) in possession of or having access to unpublished price sensitive information. The term “connected person” means any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holding any position, including a professional or business relationship between himself and the company, whether temporary or permanent, that allows such person, directly or indirectly, to have access to unpublished price sensitive information or is reasonably expected to allow such access.

The Insider Trading Regulations make it compulsory for listed companies and certain other entities (including fiduciaries and intermediaries) that are required to handle UPSI in the course of business operations to establish (i) an internal code of practices and procedures for fair disclosure of UPSI; (ii) an internal code to regulate, monitor and report trading by designated persons and immediate relatives of designated persons; and (iii) a policy for procedures to be adopted by a company in case of any leak of UPSI. There are also initial and continuing shareholding disclosure obligations under the Insider Trading Regulations.

### **Index-Based Market-Wide Circuit Breaker System**

In order to restrict abnormal price volatility in any particular stock, SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. These circuit breakers, when triggered, bring about a coordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of BSE or the NIFTY 50 of NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 20% movements either up or down, for all scrips in the compulsory rolling settlement. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

### **Settlement**

The stock exchanges in India operate on a trading day plus two, or T+2 rolling settlement system. At the end of the T+2 period, obligations are settled with buyers of securities paying for and receiving securities, while sellers transfer and receive payment for securities. For example, trades executed on a Monday would typically be settled on a Wednesday.

Further, in accordance with the circular dated September 7, 2021, issued by SEBI, at any time on or after January 1, 2022, a Stock Exchanges may choose to offer T+1 settlement cycle after giving an advance notice of at least one month.

### **Additional Surveillance Measure**

In accordance with applicable law, our Company forms part of the Additional Surveillance Measure list of the Stock Exchanges, on account of price variations, volume variations and volatility of our securities.

### **Trading Hours**

Trading on both BSE and NSE normally occurs from Monday through Friday between 9:15 a.m. IST and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9.00 a.m. IST to 9.15 a.m. IST that has been introduced). BSE and NSE are closed on public holidays.

### **Internet-Based Securities Trading and Security Trading using Wireless Technology Services**

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. This permits clients throughout the country to trade using brokers’ internet trading systems. Stock



brokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated under applicable law. NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the “equities” as well as the “derivatives” segments of NSE.

### **Trading Procedure**

In order to facilitate smooth transactions, BSE replaced its open outcry system with BSE online trading facility in 1995. This 100% automated screen-based trading in securities was put into practice nationwide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation trading platform BOLT Plus. NSE has a fully automated trading system called NEAT, which operates on strict time/price priority besides enabling efficient trade.

### **Depositories**

The Depositories Act, 1996 provides a legal framework for the establishment of depositories to record ownership details and effect transfers in electronic book-entry form. Further, SEBI has framed the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 in relation to, among other things, the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners.

### **Takeover Regulations**

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the specific regulations in relation to substantial acquisition of shares and takeover. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**Takeover Regulations**”) provide specific regulations in relation to substantial acquisition of shares and takeovers. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the Takeover Regulations will apply to any acquisition of the company’s shares/voting rights/control. The Takeover Regulations prescribes certain thresholds or trigger points in the shareholding that a person or entity (along with persons acting in concert with such person or entity) has in the listed Indian company, which give rise to certain obligations on the part of the acquirer. Acquisition of shares or voting rights up to a certain threshold prescribed under the Takeover Regulations mandate specific disclosure requirements, while acquisitions (direct or indirect, along with persons acting in concert with such acquirer) crossing particular thresholds may result in the acquirer having to make an open offer for the shares of the target company.

### **Buy-back**

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act, 2013, as amended and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, 2013, as amended, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

### **Derivatives (Futures and Options)**

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term “securities”, as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

## DESCRIPTION OF THE EQUITY SHARES

*The following is the information relating to the Equity Shares including a brief summary of the Memorandum of Association and Articles of Association and the Companies Act, 2013. The prospective investors are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.*

### Share capital

The authorised share capital of our Company is ₹ 66,15,00,000 comprising of 6,61,50,000 Equity Shares (of face value of ₹10 each). As on the date of this Preliminary Placement Document, the issued, subscribed and paid-up capital of our Company is ₹24,81,51,650 comprising of 2,48,15,165 Equity Shares (of face value of ₹10 each). The Equity Shares are listed on BSE and NSE.

### Dividends and reserve

Under the Companies Act, 2013, a company pays dividends upon a recommendation by its board of directors and approval by a majority of its shareholders at the annual general meeting of its shareholders. The shareholders have the right to decrease but not increase the dividend amount recommended by the board of directors. Dividends are generally declared as a percentage of par value (on per share basis) and distributed and paid to shareholders. The Companies Act, 2013 provides that shares of the same class of a company must receive equal dividend treatment. These distributions and payments are required to be paid to or claimed by shareholders within 30 days of the date of declaration of dividend. The Companies Act, 2013 states that any dividends that remain unpaid or unclaimed after that period are to be transferred to a special bank account within seven days from the date of expiry of the period of 30 days. Any dividend amount that remains unclaimed for seven years from the date of such transfer is to be transferred by the company to a fund, called the Investor Education and Protection Fund, created by the Government of India.

According to our Articles of Association, our Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company may, in general meeting, declare a smaller dividend than was recommended by the Board. In addition, subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "*the Unpaid Dividend Account of Aurionpro Solutions Limited*".

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Companies Act, 2013. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

### Capitalisation of profits

In addition to permitting dividends to be paid as described above, the Companies Act, 2013 permits the board of directors of a company, subject to the approval of the shareholders of the company, to capitalise the profits or reserves of the company to *inter alia* distribute to the shareholders, in the form of fully paid-up bonus shares, an amount transferred from the company's free reserves, securities premium account or the capital redemption reserve account. These bonus equity shares must be distributed to the shareholders in proportion to the number of equity shares owned by them.

As per our Articles of Association, our Company in a general meeting may, upon the recommendation of the Board resolve that that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserves or reserve funds, or to the credit of the profit and loss account, or otherwise available for distribution and not required for the payment of the fixed dividends on any Preference Shares of the Company and accordingly that such sum be accordingly set free for distribution amongst the holders of Equity Shares of the Company, who would have been entitled to such profits, if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied, either in or towards (a) paying up any amounts for the time being unpaid on any Equity Shares, in the Company held by such members respectively; (b) paying up in full, unissued Equity Shares, debentures or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (c) partly in the way specified in sub-clause (a) and partly in the way specified in sub-clause (b); and (d) a securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

### **Alteration of share capital**

Under the provisions of the Companies Act, 2013, a company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of its shareholders in a general meeting may determine. The board of directors of a company is entitled to make private placement and preferential issue of equity shares, debentures, preference shares or any other instruments to such class of persons as the board of directors may deem fit.

According to Section 62(1)(a) of the Companies Act 2013, such new shares shall be offered to existing shareholders in proportion to the amount paid-up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer or as may be permitted by applicable law) within which the offer, if not accepted, will be deemed to have been declined. After such date, the board may dispose of the shares offered in respect of which no acceptance has been received which shall not be disadvantageous to the Shareholders. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person. Under the provisions of Section 62(1)(c) of the Companies Act, 2013, new shares may be offered to any persons whether or not those persons include existing shareholders, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed, if a special resolution to that effect is passed by our shareholders in a general meeting. Further, the Companies (Share Capital and Debentures) Rules, 2014 prescribe that price of shares to be issued on preferential basis by a listed company need not be determined by the valuation report of the registered valuer.

In accordance with the Articles of Association and the provisions of the Companies Act, 2013, the Company may issue the following kinds of shares: (a) Equity share capital: (i) with voting rights; and/or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Companies Act, 2013; and (b) Preference share capital. Further, subject to the provisions of the Companies Act, 2013 and the Articles of Association, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par (subject to the compliance with the provision of the Companies Act, 2013) and at such time as they may from time to time think fit and with sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the general meeting. Subject to the provisions of the Companies Act, 2013, the Company in its general meetings may, by an ordinary resolution, from time to time: (a) consolidate and divide all or any of its share capital; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived; or; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this article shall not be deemed to be a reduction of share capital within the meaning of the Companies Act, 2013. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the

terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### **General meeting of Shareholders**

There are two types of general meetings of shareholders: (i) AGM; and (ii) EGM. A company must hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between the AGM and next one, unless extended by the RoC at its request for any special reason for a period not exceeding three months. The board of directors of the company may convene an EGM when necessary or at the request of shareholders in accordance with the Companies Act, 2013. Written notice or notice via electronic mode means setting out the business to be transacted at the meeting must be given, either in writing or through electronic mode, conveying a meeting setting out the date, day, hour, place and agenda of the meeting must be given to every member or the legal representative of a deceased member, auditors of the company and every director of the company, at least 21 days prior to the date set for the general meeting to the shareholders. Shorter notice is permitted if consent is received from 95% of the shareholders entitled to vote at such meeting. Such number of shareholders as required under the Companies Act, 2013 or applicable law personally present shall constitute quorum for a general meeting.

As per the provisions of the Companies Act, 2013 and our Articles of Association, all general meetings other than annual general meeting shall be called extraordinary general meeting. The Board may, whenever it thinks fit, call an extraordinary general meeting. If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be as provided in section 103 of the Companies Act, 2013. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

### **Voting rights**

Subject to provisions of the Companies Act, 2013 and in accordance with the Articles of Association, subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member present in person shall have one vote and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules and shall vote only once. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

### **Transfer of shares**

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are subject to securities transaction tax (levied on and collected by the stock exchanges on which such equity shares are sold), however, are exempt from stamp duty. Our Company has entered into an agreement for such depository services with the Depositories. SEBI requires that the shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. The registrar and transfer agent shall maintain a register in which every transfer or transmission of shares will be entered. In addition to complying with the Companies Act, 2013 and the other applicable laws, the Company is also required to comply with the provisions of the SEBI Listing Regulations for effecting the transfer of shares. In terms of the SEBI Listing Regulations, except in case of transmission or transposition of Equity Shares, requests for effecting transfer of shares shall not be processed unless the shares are held in dematerialized form with a depository and that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. The Equity Shares shall be freely transferable, subject to applicable laws.

Our Articles of Association provide that our Company shall maintain a 'Register of Transfers' and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share, debenture or other security held in a material form.

**Winding up**

Our Articles of Association provide that subject to the provisions of the Companies Act, 2013 and the Rules made thereunder, if the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company but subject to the rights attached to any preference share capital, divide amongst the contributors in specie any part of the assets of the Company. The liquidator may, with the like sanction, vest any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary.

## TAXATION

Date: April 3, 2024

To,

### **Board of Directors**

#### **Aurionpro Solutions Limited**

Synergia IT Park, Plot No-R-270,  
T.T.C. Industrial Estate, Near Rabale Police Station,  
Rabale, Navi Mumbai – 400701  
Maharashtra, India

### **DAM Capital Advisors Limited**

One BKC, Tower C, 15<sup>th</sup> Floor,  
Unit No. 1511, Bandra Kurla Complex,  
Bandra (East) Mumbai 400 051  
Maharashtra, India

(the “**Placement Agent**”)

**Subject: Qualified Institutions Placement of equity shares of face value of ₹ 10 each (“Equity Shares”) by Aurionpro Solutions Limited (the “Company”) under Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and Section 42 and 62 of the Companies Act, 2013, as amended, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (the “Issue”).**

This certificate is issued in accordance with the terms of our statutory audit engagement with the Company pursuant to our appointment for five years in the Annual General Meeting held on 29/09/2023.

In connection with the proposed Qualified Institutions Placement, and pursuant to Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Company has requested us to report the possible tax benefits available to the Company and the shareholders of the Company, under the Income Tax Act, 1961, as amended (the “**IT Act**”), applicable indirect tax laws, along with the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, presently in force in India, in the enclosed statement at **Annexure A**, provided by the Company. We have initialed Annexure A for identification purpose only.

Several of these stated tax benefits/consequences are dependent on the Company and/or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company and/or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are not exhaustive. **Annexure A** is for your information and we consent its inclusion in the preliminary placement document and placement document, as amended or supplemented thereto (together the “**Placement Documents**”) to be filed by the Company with the stock exchanges, the Securities and Exchange Board of India (“**SEBI**”), and the Registrar of Companies, and any other authority and such other documents as may be prepared in connection with the Issue.

In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with; or
- iii) the revenue authorities / courts will concur with the views expressed herein.

The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company and its material subsidiaries.

Further, we give no assurance that the revenue authorities/courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

We also consent to the references to us as “Experts” under section 26 of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Placement Documents of the Company or in any other documents in connection with the Issue.

We consent to the inclusion of the above information in the Preliminary Placement Document and the Placement Document (together as the “**Placement Documents**”) to be filed by the Company with the stock exchanges on which the Equity Shares of the Company are listed (the “**Stock Exchanges**”), the Securities and Exchange Board of India, and the Registrar of Companies, Maharashtra at Mumbai, and any other authority and such other documents as may be prepared in connection with the Issue.

This certificate may be disclosed by the Placement Agents, if required, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This statement is prepared for inclusion in the Preliminary Placement Document (PPD) and the Placement Document (PD) in connection with the Issue, to be filed by the Company with the National Stock Exchange of India Limited and BSE Limited. The aforesaid information contained herein and in **Annexure A** may be relied upon by the Placement Agents and legal counsel appointed pursuant to the Issue and may be submitted to the stock exchanges, SEBI, and any other regulatory or statutory authority in respect of the Issue and for the records to be maintained by the Placement Agents in connection with the Issue and we undertake to immediately inform in writing to the Placement Agents and legal counsel in case of any changes to the above until the date when the Equity Shares issued pursuant to the Issue commence trading on the Stock Exchanges. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate. This certificate should not be used by any other person or for any other purpose without our prior written consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Placement Documents.

**For C K S P AND CO LLP**  
**Chartered Accountants**  
**Firm Registration No. 131228W/W100044**  
**Peer Review Certificate No. 016223**

**Kalpen Chokshi**  
**Partner**  
**Membership No. 135047**  
**UDIN: 24135047BKAFLJ7163**

**Place: Navi Mumbai**  
**Date: April 3, 2024**

**CC:**

**Domestic Legal Counsel to the Company**

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Maharashtra, India

**Domestic Legal Counsel to the Placement Agents**

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**International Legal Counsel to the Placement Agents**

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#10-01 OUE Bayfront  
Singapore 049321



## **Annexure A**

### **STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

#### **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT TAX LAWS**

Outlined below are the possible tax benefits available to the Company and its Shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

#### **STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND TO THE SHAREHOLDERS OF THE COMPANY**

##### **Under the Income Tax Act, 1961 ('the Act')**

##### **1. Special tax benefits available to the Company under the Act**

There are no Special tax benefits available to the Company.

##### **2. General tax benefits available to the Company**

###### **a) Section 115BAA of the Act: Corporate Tax Rate of 22%**

- Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified deductions or set-off of losses, depreciation etc., and claiming depreciation determined in the prescribed manner.

- In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set – off.

- The options needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. Further, if the conditions mentioned in section 115BAA are not satisfied in any year, the option exercised shall become invalid in respect of such year and subsequent years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

- The company has opted for section 115BAA of the Income tax Act from A.Y. 2022-23.

###### **b) Section 32 of the Act- Depreciation Allowance**

- As per section 32(1) of the Act, the Company can claim depreciation allowance at the prescribed rates in respect of its tangible and intangible assets.

###### **c) Section 36(1)(vii) of the Act -Allowance of bad debts written off**

Under section 36(1)(vii), any bad debt or part thereof which has been written off as irrecoverable in the books of accounts is allowable as deduction for computing the income under the head "Profit and gains of business or profession", subject to the fulfilment of the conditions as specified in section 36(2) read with section 36(1)(vii) of the Act

###### **d) Taxation on dividend income**

According to the Finance Act, 2020 any income by way of dividends or income from equity shares are now taxable in the hands of shareholder at the applicable rate and the domestic company or specified company are not required to pay any dividend distribution tax ("DDT") w.e.f. 01.04.2020. The deduction of the dividend income can be

claimed u/s 80M of the Income Tax Act, 1961. The deduction amount cannot exceed the amount of dividend distributed by the domestic company before the due date specified u/s 139(1) of the Income Tax Act, 1961.

#### **e) Taxability of income from capital gains**

As per section 2(42A) of the Act, if the period of holding of a security (other than a unit) listed on a recognized stock exchange in India or a unit of the Unit Trust of India or a unit of an equity-oriented fund or a zero-coupon bond is more than 12 months, it will be considered a long-term capital asset as per section 2(29A) of the Act. With respect to immovable property (being land or building or both) and shares of a company not being listed on a recognized stock exchange, the determinative period of holding shall be more than 24 months for it to be regarded as long-term capital asset. With respect to other assets including a unit of a mutual fund other than equity oriented mutual fund or unit of a business trust, the determinative period of holding is more than 36 months for it to be regarded as long-term capital asset. Asset not considered as long-term capital asset shall be regarded as short-term capital assets.

As per the provisions of section 112(1)(d) of the Act, gains arising on the transfer of long-term capital assets shall be chargeable to tax at the rate of 20% (plus applicable surcharge and cess). However, as per the proviso to section 112 of the Act, the tax on long term capital gains resulting on transfer of listed securities (other than those covered under section 112A) and Zero-Coupon Bonds shall be the lower of the following:

- i. 20% (plus applicable surcharge and cess) with indexation benefit; or
- ii. 10% (plus applicable surcharge and cess) without indexation benefit

The short-term capital gains are chargeable to tax at a normal tax rate (plus applicable surcharge and cess).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

**f) Section 35D of the Act-** Where the assessee is a company, also expenditure in connection with the issue, for public subscription, of shares in or debentures of the company, being underwriting commission, brokerage and charges for drafting, typing, printing and advertisement of the prospectus, the assessee shall, in accordance with and subject to the provisions of this section, be allowed a deduction under the head "Profit and gains of business or profession" of an amount equal to one-fifth of such expenditure for each of the five successive financial years.

### **3. Special tax benefits available to the Shareholders under the Act**

There are no special tax benefits available to the Shareholders under the Tax Laws.

### **4. General tax benefits available to the Shareholders**

#### **a) Exemption on Dividend Income received from Indian Company**

Dividend income earned on shares of the Company will be taxable in the hands of Shareholders as to such shareholder. The shareholder is eligible to claim deduction of interest expense wholly and exclusively incurred for earning of such dividend income under section 57 of the Act. However, such deduction is restricted to 20 per cent of dividend received.

#### **b) Taxability of gain/ loss arising from sale of shares of the Company:**

The characterization of gains/ losses, arising from sale of shares, as capital gains or business income would depend on the nature of holding in the hands of the shareholder and various other factors.

##### **i. Taxability under the head 'capital gains'**

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets. Section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term

capital gains taxable under section 112A of the Act. As per section 112 of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be the lower of the following:

- a. 20% (plus applicable surcharge and cess) with indexation benefit; or
- b. 10% (plus applicable surcharge and cess) without indexation benefit

As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 15% (plus applicable surcharge and cess if any).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

ii. Taxability under the head ‘income from business and profession’:

Where the gains arising on the transfer of shares of the Company are included in the business income of a shareholder and assessable under the head “Profits and Gains from Business or Profession” and on such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

**For non-resident shareholders being Foreign Portfolio Investors (‘FPIs’) / Foreign Institutional Investors (‘FIIs’) :**

**a) Taxability of dividend income from shares of the Company**

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as ‘income from other sources’ at the rate of twenty percent to such shareholder.

**b) Taxability of gain/ loss arising from sale of shares of the Company**

As per section 2(14) of the Act, transfer of any shares/ securities (other than those held as stock in trade) being invested in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 shall be deemed to be treated as Capital Gains.

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 115AD read with section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 115AD of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be 10% (plus applicable surcharge and cess) without indexation benefit.

Under section 115AD(1)(ii) of the Act, income by way of short term capital gains arising to the FPI/ FII on transfer of shares of the Company shall be chargeable at the rate of 15% (plus applicable surcharge and cess) if such transaction of sale is entered on a recognized stock exchange in India and is chargeable to STT.

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.

Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the country of tax residence of the FII/ FPI or the provisions of the Act, to the extent they are more beneficial to the FII/ FPI.

**For non-resident Shareholders, other than FPIs/ FIIs:**

**a) Taxability of dividend income from shares of the Company**

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as ‘income from other sources’ at the rate of twenty per cent to such shareholder. The shareholder is eligible to claim deduction of interest expense wholly and exclusively incurred for earning of such dividend income under section 57 of the Act. However, such deduction is restricted to 20 per cent of dividend received.

**b) Taxability of gain/ loss arising from sale of shares of the Company**

**i. Taxability under the head ‘capital gains’**

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 112 of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be the lower of the following:

- a. 20% (plus applicable surcharge and cess) with indexation benefit; or
  - b. 10% (plus applicable surcharge and cess) without indexation benefit
- As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 15% (plus applicable surcharge and cess if any).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

**ii. Taxability under the head ‘income from business and profession’**

Where the gains arising on the transfer of shares of the Company are included in the business income of transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the Double Tax Avoidance Agreement (‘DTAA’) between India and the country of tax residence of the non-resident or the provisions of the Act, to the extent they are more beneficial to the non-resident.

As per Explanation 4 to section 115JB(2), the provisions of section 115JB shall not be applicable to a foreign company if the foreign company is a resident of a country having DTAA with India and such foreign company does not have a permanent establishment within the definition of the term in the relevant DTAA, or the foreign company is a resident of a country which does not have a DTAA with India and such foreign company is not required to seek registration under section 592 of the Companies Act 1956 or section 380 of the Companies Act 2013.

**INDIRECT TAXATION**

Outlined below are the special tax benefits available to the Company, its Shareholders under The Central Goods and Services Tax Act, 2017 (“CGST Act”), the Integrated Goods and Services Tax Act, 2017 (“IGST Act”), the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), the Customs Act, 1962 and the

Customs Tariff Act, 1975, the Foreign Trade (Development and Regulation) Act, 1992 (read with the Foreign Trade Policy 2016-2021 as applicable for the financial year 2024-2025 relevant to the assessment year 2025-2026 (“FTP”)) (collectively referred to as “**Indirect tax**”).

**1. Special tax benefits available to the Company**

There are no Special Tax Benefits available to the Company.

**2. Special Tax Benefits available to the Shareholders of the Company**

There are no special tax benefits available to the shareholders of the Company.

## LEGAL PROCEEDINGS

*We are involved in various legal proceedings from time to time, mostly arising in the ordinary course of business. These legal proceedings are primarily in the nature of civil proceedings and tax disputes, which are pending before various adjudicating forums.*

*As on the date of this Preliminary Placement Document, there is no outstanding legal proceeding which has been considered material in accordance with our Company's 'Policy for Disclosure of Event or Information and Determination of Materiality' framed in accordance with Regulation 30 of the SEBI Listing Regulations, as approved by the Board in its meeting held on November 5, 2015.*

*However, solely for the purpose of the Issue, our Company has disclosed in this section, the following outstanding legal proceedings have been disclosed in this section involving our Company, its Subsidiaries, and our Promoters (as applicable):*

- *all outstanding criminal proceedings (including first information reports) filed by and against our Company and our Subsidiaries;*
- *any outstanding actions (including show - cause notices) initiated by any statutory and/or regulatory authority such as Securities and Exchange Board of India or such similar authorities or stock exchanges, involving our Company and our Subsidiaries;*
- *all outstanding civil proceedings involving (which includes cases filed by and against) our Company and our Subsidiaries, where the amount involved in such proceeding exceeds, the lower of the following:*
  - i. *two percent of turnover, as per the last audited consolidated financial statements of the listed entity i.e., for Fiscal 2023;*
  - ii. *two percent of net worth, as per the last audited consolidated financial statements of the listed entity i.e., for Fiscal 2023;*
  - iii. *five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;*

*which is approximately equivalent to ₹615.77 lakhs (“Materiality Threshold”)*
- *all claims related to outstanding direct and indirect tax matters (including show cause notices) involving our Company and our Subsidiaries (disclosed in a consolidated manner); and*
- *any other outstanding litigation involving our Company and our Subsidiaries, wherein the amount involved cannot be determined or is below the Materiality Threshold, but an adverse outcome of which could, individually or in the aggregate, materially and adversely affect the reputation, operations or financial position of our Company on a consolidated basis*

*Further, there are no:*

- *inquiries, inspections or investigations initiated or conducted (for which notices have been issued) under the Companies Act, 2013 or any previous companies law, in the last three years immediately preceding the year of this Preliminary Placement Document, against our Company and our Subsidiaries, and any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document, against our Company and our Subsidiaries;*
- *material frauds committed against our Company in the last three years;*
- *significant and material order passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations;*
- *defaults by our Company and our Subsidiaries in repayment of: (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interest thereon; or (d) loan from any bank or financial institution and interest thereon;*
- *defaults in annual filings of our Company or our Subsidiaries under the Companies Act, 2013; and*

- *litigation or legal actions, pending or taken, by any ministry or department of the government or a statutory authority against the Promoters of our Company during the last three years immediately preceding the year of this Preliminary Placement Document, and no direction have been issued by such ministry or department or statutory authority upon conclusion of such litigation or legal action.*

*Further, neither of our Company, Promoters or Directors have been declared as a fugitive economic offenders, or a wilful defaulter or a fraudulent borrower.*

*It is clarified that for the purposes of the above, pre-litigation notices received by any of our Company, our Subsidiaries, from third parties (excluding those notices issued by statutory/ regulatory/ governmental authorities or notices threatening criminal action) shall, unless otherwise decided by the Board of Directors, not be considered as material till such time that any of our Company, our Subsidiaries, are impleaded as defendants in litigation proceedings before any judicial forum.*

*Capitalised terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.*

## **Litigation involving our Company**

### ***Litigation against our Company***

#### *Criminal proceedings*

Nil

#### *Actions taken by regulatory and statutory authorities*

Nil

#### *Civil proceedings above the Materiality Threshold*

1. Our Company entered into an agreement with the Police Telecom Headquarters as per which it was responsible for the comprehensive annual operation & maintenance for safe city monitoring and response centre based in Bhopal & integrated city surveillance system for eleven cities of Madhya Pradesh (“**Project**”). Subsequently, our Company and Hypersthene IT Solutions Private Limited (“**Respondent**”) entered into a service agreement dated June 8, 2021 in accordance with which, the Respondent was appointed as an agency for the said Project and was solely responsible for procurement, installation, commissioning, management and maintenance of the Project. During the course of the Project, certain differences and disputes regarding payment of services provided by the Respondent arose between the parties following which a settlement agreement dated April 4, 2023 (“**Settlement Agreement**”) was entered into between the parties. The Respondent thus filed a reference dated October 6, 2023 before the Micro and Small Enterprises Facilitation Council, Madhya Pradesh (“**Council**”) alleging that our Company has defaulted in the payment of dues as per the terms of the Settlement Agreement thereby claiming an amount of ₹ 7,30,21,248. The Council, vide its notice dated October 9, 2023 directed the parties to conduct conciliation as per the provisions of Section 18(2) of The Micro, Small and Medium Enterprises Development Act, 2006. The matter is currently pending.

### ***Litigation by our Company***

#### *Criminal proceedings*

Nil

#### *Civil proceedings above the Materiality Threshold*

Nil

## **Litigation involving our Subsidiaries**

### ***Litigation against our Subsidiaries***

#### *Criminal proceedings*

Nil

*Actions taken by regulatory and statutory authorities*

Nil

*Civil proceedings above the Materiality Threshold*

Nil

***Litigation by our Subsidiaries***

*Criminal proceedings*

Nil

*Civil proceedings above the Materiality Threshold*

Nil

**Other outstanding litigation involving our Company and our Subsidiaries, wherein the amount involved cannot be determined or is below the Materiality Threshold, but an adverse outcome of which could, individually or in the aggregate, materially and adversely affect the reputation, operations or financial position of our Company on a consolidated basis**

Nil

**Inquiries, inspections or investigations initiated or conducted (for which notices have been issued) under the Companies Act, 2013 or any previous companies law, in the last three years immediately preceding the year of this Preliminary Placement Document, involving our Company and its Subsidiaries, and any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document, involving our Company and its Subsidiaries**

Nil

**Material frauds committed against our Company in the last three years, and if so, the action taken by our Company**

Nil

**Significant and material order passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations**

Nil

**Default by our Company, including therein the amount involved, duration of default and present status, in repayment of statutory dues, debentures and interest thereon, deposits and interest thereon and loan from any bank or financial institution and interest thereon**

Nil

**Default in annual filings of our Company under the Companies Act, 2013**

Nil

**Litigation or legal actions, pending or taken, by any ministry or department of the government or a statutory authority against the Promoters of our Company during the last three years immediately preceding the year of this Preliminary Placement Document, and any direction issued by such ministry or department or statutory authority upon conclusion of such litigation or legal action, if any.**

Nil



## Tax proceedings

We have set out below claims relating to direct and indirect taxes involving our Company and our Subsidiaries in a consolidated manner, as on the date of this Preliminary Placement Document, giving details of number of cases and total amount involved in such claims:

Nature of case	Number of cases	Amount involved (in ₹ lakhs)
<b>Company</b>		
Direct Tax	3	386.77
Indirect Tax	-	-
<b>Subsidiaries</b>		
Direct Tax	2	40.23
Indirect tax	-	-

## **STATUTORY AUDITORS**

In term of the provisions of Section 139 of the Companies Act, 2013, C K S P AND CO LLP, Chartered Accountants, were appointed as our Company's Statutory Auditors pursuant to a resolution adopted by our Shareholders' at the AGM held on September 29, 2023 for a period of five years, from the conclusion of twenty sixth annual general meeting till the conclusion of thirty first annual general meeting of our Company.

The Audited Consolidated Financial Statements which are included in this Preliminary Placement Document in "*Financial Information*" on page 225 have been audited by our previous statutory auditors namely, Chokshi & Chokshi LLP, Chartered Accountants.

The Interim Condensed Consolidated Financial Statements have been subjected to limited review by our Statutory Auditors and are included in this Preliminary Placement Document in "*Financial Information*" on page 225.

The peer review certificate of our Statutory Auditors is valid as of the date of this Preliminary Placement Document.

## FINANCIAL INFORMATION

Particulars	Page Nos.
Interim Condensed Consolidated Financial Statements	F-1
Fiscal 2023 Audited Consolidated Financial Statements	F-38
Fiscal 2022 Audited Consolidated Financial Statements	F-85
Fiscal 2021 Audited Consolidated Financial Statements	F-143

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# C K S P AND CO LLP

## Chartered Accountants

### (A Member Firm of 'C K S P & AFFILIATES')

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Mumbai – 400 053, Maharashtra, India. Email: [debmalya@cksp LLP.com](mailto:debmalya@cksp LLP.com) / [kalpen@cksp LLP.com](mailto:kalpen@cksp LLP.com)

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#### **Independent Auditor's Review Report on Unaudited Interim Condensed Consolidated Financial Statements for the Nine Months ended 31/12/2023 and 31/12/2022 of Aurionpro Solutions Limited.**

To  
The Board of Directors of  
Aurionpro Solutions Limited

1. We have reviewed the accompanying unaudited interim condensed consolidated financial statements of Aurionpro Solutions Limited (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group'), which comprise the Interim Condensed Consolidated Balance Sheet as at 31/12/2023 and 31/12/2022, Interim Condensed Consolidated Statement of Profit & Loss (including other comprehensive income), Interim Condensed Consolidated Statement of Cash Flow and Interim Condensed Consolidated Statement of Changes in Equity for the nine months ended 31/12/2023 and 31/12/2022 and Significant Accounting Policies & Summarised Notes to Accounts thereon.
2. These unaudited interim condensed consolidated financial statements, which are the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ('Ind AS 34') "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under, and other accounting principles generally accepted in India. Our responsibility is to issue a report on the unaudited interim condensed consolidated financial statements based on our review.
3. We conducted our review of the unaudited interim condensed consolidated financial statements in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Interim Condensed Consolidated Financial Statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. The unaudited interim condensed consolidated financial statements include the unaudited interim condensed financial statements of the entities as given in the **Annexure – 1**.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the audit report of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying unaudited interim condensed consolidated financial statements, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013,

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as amended, read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed, including the manner in which it is to be disclosed, or that it contains any material misstatement.

#### **Other Matters**

6. We did not review the unaudited interim condensed financial statements of certain subsidiaries included in the unaudited interim condensed consolidated Financial Statements, whose unaudited interim condensed financial statements reflect Group's share of total assets of Rs.63,895.06 lakhs as at 31/12/2023 and Rs.58,914.25 lakhs as at 31/12/2022, Group's share of total revenues of Rs.19,145.82 lakhs and Rs.15,548.88 lakhs, total net profit/(loss) after tax of Rs.5,441.77 lakhs and Rs.3,654.93 lakhs and total comprehensive income of Rs.5,483.60 lakhs and Rs.3,819.15 lakhs for the nine months ended 31/12/2023 and 31/12/2022 respectively as considered in the unaudited interim condensed consolidated financial statements. The unaudited interim condensed consolidated financial statements also include the Group's share of net profit/(loss) after tax of Rs.422.50 lakhs and Rs.713.47 lakhs and the Group's share of total comprehensive income / (loss) of Rs.424.08 lakhs and Rs.729.32 lakhs for the nine months ended 31/12/2023 and 31/12/2022, in respect of joint venture and associate. These unaudited interim condensed financial statements have been reviewed by other auditors, whose reports have been furnished to us by the Holding Company's Management and our conclusion on the Interim Condensed Consolidated Financial Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Out of the above, in respect of the certain subsidiaries and joint venture, their unaudited interim condensed financial statements have been prepared in accordance with accounting principles generally accepted in the respective countries of incorporation and the Holding Company's Management has converted these unaudited interim condensed financial statements from accounting principles generally accepted in the respective countries to accounting principles generally accepted in India.

7. We did not review the interim condensed financial statements of a certain subsidiaries included in the accompanying unaudited interim condensed consolidated financial statements, whose unaudited interim condensed financial statements reflect Group's share of total assets of Rs. 13,246.74 lakhs as at 31/12/2023 and Rs.9,596.90 lakhs as at 31/12/2022, Group's share of total revenues of Rs.7,895.25 lakhs and Rs.5,123.20 lakhs, total net profit/(loss) after tax of Rs.1,777.78 lakhs and Rs.1,432.05 lakhs and total comprehensive income of Rs.1,792.50 lakhs and Rs.1,411.39 lakhs for the nine months ended 31/12/2023 and 31/12/2022 respectively, as considered in the unaudited interim condensed consolidated financial statements. The unaudited interim condensed consolidated financial statements also include the Group's share of net profit/(loss) after tax of Rs. Nil and the Group's share of total comprehensive income / (loss) of Rs. Nil for the nine months ended 31/12/2023, in respect of joint venture, whose interim condensed financial statements have not been reviewed by us nor by their respective auditor. These unaudited interim condensed financial statements have been presented solely based on information compiled by the Holding Company's Management and approved by the Board of Directors of the respective companies have been furnished to us by the Management and our conclusion in so far as it relates to the amounts and disclosure in respect of this

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# **C K S P AND CO LLP**

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subsidiary and joint venture is based solely on financial information certified by the management of the respective entities.

Out of the above, in respect of certain subsidiaries and joint ventures, their unaudited interim condensed financial statements have been prepared in accordance with accounting principles generally accepted in the respective countries of incorporation and the Holding Company’s Management has converted these unaudited interim condensed financial statements from accounting principles generally accepted in the respective countries to accounting principles generally accepted in India. According to the information and explanations given to us by the Holding Company’s Management, these unaudited interim condensed financial statements are not material to the Group.

8. The Consolidated Financial Results of the company for the corresponding nine months ended 31/12/2022 included in these unaudited interim condensed consolidated financial statements were reviewed by the then statutory auditors and their review report dated 24/01/2023 expressed unmodified conclusion on such financial results. Also, the Consolidated Financial Information of the company for the year ended 31/03/2023 included in these unaudited interim condensed consolidated financial statements, were audited by the then statutory auditors and their audit report dated 16/05/2023 expressed an unmodified opinion.
9. This report has been issued at the request of the company for the purpose of the proposed secondary offering of equity shares of the Company in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws and hence the same should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our conclusion on the unaudited interim condensed consolidated financial statements is not modified in respect of the above matters as per paragraph 6 to 9.

**For C K S P AND CO LLP**  
**Chartered Accountants**  
**FRN – 131228W / W100044**

**Debmalya Maitra**  
**Partner**  
**M. No.053897**  
**UDIN: 24053897BKFTTR3557**

**Place: Navi Mumbai**  
**Date: 03/04/2024**

# C K S P AND CO LLP

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#### **Annexure – 1 to the Independent Auditor's Review Report on the Unaudited Interim Condensed Consolidated Financial Statements for the nine months ended 31/12/2023 and 31/12/2022**

The aforesaid Unaudited Interim Condensed Consolidated Financial Statements include the Unaudited Interim Condensed Financial Statements of the following entities as per the details provided by the Holding Company's Management.

Sr. No.	Subsidiaries
1	Aurofidel Outsourcing Limited., India
2	PT Aurionpro Solutions., Indonesia
3	Aurionpro Solutions Pte. Ltd., Singapore
4	Intellvisions Solutions Private Limited, India
5	Aurionpro Payment Solutions Private Limited, India
6	Aurionpro Transit Solutions Private Limited, India
7	Aurionpro Payment Solutions Pte. Ltd, Singapore
8	Aurionpro Transit technologies private limited (formerly known as SC Soft Technologies Private Limited, India)
9	Aurionpro Solutions PLC., United Kingdom
10	Integro Technologies Pte. Ltd., Singapore
11	Integro Technologies SDN. BHD Malaysia
12	Integro Technologies Co. Ltd., Thailand
13	Aurionpro Market Systems Pte. Ltd., Singapore
14	Integro Technologies (Vietnam) Limited Liability Company, Vietnam
15	Integrosys Corporation, Philippines
16	Aurionpro Transit Pte. Ltd., Singapore (formerly known as SC Soft Pte. Ltd.)
17	Shenzhen SC Trading Co. Ltd., China
18	SC Soft SDN BHD, Malaysia
19	Neo.BNK Pte Ltd., Singapore
20	Aurionpro Solutions (Africa) Ltd., Kenya
21	Aurionpro Holding Pte. Ltd., Singapore
22	Aurionpro Fintech Inc, USA
23	Aurionpro Foundation (Section 8 Company), India
24	SC Soft Inc, Canada
25	Aurionpro Technology Solutions Pty Ltd., Australia
26	Aurionpro Toshi Automatic Systems Private Limited, India (w.e.f. 04/09/2022 and Associate till 03/09/2022)
27	Hello Patients Solutions Inc., USA
28	SC soft Americas LLC, USA (w.e.f. 01/01/2023)

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# C K S P AND CO LLP

## Chartered Accountants

### (A Member Firm of 'C K S P & AFFILIATES')

Regd. Off. A-312, 3<sup>rd</sup> Floor, Royal Sands CHS Ltd, Shashtri Nagar, Andheri (West),  
Mumbai – 400 053, Maharashtra, India. Email: [debmalaya@cksp LLP.com](mailto:debmalaya@cksp LLP.com) / [kalpen@cksp LLP.com](mailto:kalpen@cksp LLP.com)

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<b>Sr. No.</b>	<b>Subsidiaries</b>
29	ExtraBox Pte Ltd, Singapore (upto 31/03/2023)
30	Aurionpro Solutions PTY Ltd., Australia (upto 31/03/2023)
31	Aurionpro transit technologies solutions limited (formerly known as SC soft Information Technology Consultancy Co. Ltd., Turkey) (w.e.f. 18/04/2023)
	<b>Joint ventures</b>
32	Intellvisions Software LLC., UAE
33	Aurionpro Middle East for Information Technology Company (Aurionpro MENA), Saudi Arabia (w.e.f. 16/01/2023)



# Aurionpro Solutions Limited

## Interim Condensed Consolidated Balance Sheet

		(₹ in lakhs)			
		Note	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a)	Property, Plant and Equipment	3	8,255.50	8,146.26	8,515.96
(b)	Capital Work-in-Progress	3	776.80	57.23	326.11
(c)	Right-of-Use Assets	3	1,217.91	515.76	1,297.97
(d)	Goodwill	4	28,466.93	8,464.72	8,498.09
(e)	Other Intangible Assets	4	3,250.39	1,465.68	2,962.60
(f)	Intangible Assets under Developments	4	1,576.98	802.56	297.87
(g)	Financial Assets				
(i)	Investments	5	18.42	3,591.32	3,591.54
(ii)	Other Financials Assets	6	660.95	867.64	945.43
(h)	Income Tax Assets (net)		681.60	294.76	596.76
(i)	Deferred Tax Assets (net)	7	639.42	804.00	853.23
(j)	Other Non Current Assets	8	1,343.66	765.13	1,299.80
			<b>46,888.56</b>	<b>25,775.06</b>	<b>29,185.36</b>
<b>Current Assets</b>					
(a)	Inventories	9	2,230.62	3,362.13	2,797.52
(b)	Financial Assets				
(i)	Trade Receivables	10	25,576.50	21,702.04	19,939.50
(ii)	Cash and Cash Equivalents	11	3,144.44	1,656.24	2,402.12
(iii)	Bank Balance other than (ii) above	12	2,355.72	1,875.57	1,879.31
(iv)	Other Financial Assets	13	16,462.69	10,870.00	11,140.82
(c)	Other current assets	14	12,999.37	19,218.17	17,803.08
			<b>62,769.34</b>	<b>58,684.15</b>	<b>55,962.35</b>
<b>TOTAL</b>			<b>1,09,657.90</b>	<b>84,459.21</b>	<b>85,147.71</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a)	Equity Share Capital	15	2,381.52	2,280.02	2,280.02
(b)	Other Equity	16	66,331.27	45,803.11	47,492.40
	<b>Equity attributable to Equity Shareholders</b>		<b>68,712.79</b>	<b>48,083.13</b>	<b>49,772.42</b>
	Non Controlling Interest	17	1,826.08	1,024.27	1,732.71
	<b>Total Equity</b>		<b>70,538.87</b>	<b>49,107.40</b>	<b>51,505.13</b>
<b>Liabilities</b>					
<b>Non-Current Liabilities</b>					
(a)	Financial Liabilities				
(i)	Borrowings	18	1,622.63	3,033.99	2,899.71
(ii)	Lease Liability		668.46	316.04	812.04
(iii)	Other financial liabilities	19	2,000.00	-	-
(b)	Other Non Current Liabilities	20	593.57	885.28	702.95
(c)	Provisions	21	577.93	486.36	450.91
			<b>5,462.59</b>	<b>4,721.67</b>	<b>4,865.61</b>
<b>Current Liabilities</b>					
(a)	Financial Liabilities				
(i)	Borrowings	22	9,129.43	6,609.14	4,564.01
(ii)	Lease Liability		618.21	266.14	554.99
(iii)	Trade Payables	23			
	Total Outstanding dues of Micro enterprises and Small Enterprises		1,992.23	2,621.89	3,383.81
	Total outstanding dues of creditors other than micro enterprises and small enterprise		8,354.71	11,591.37	8,572.78
(iv)	Other Financial Liabilities	24	7,597.51	3,283.51	4,692.23
(b)	Other Current Liabilities	25	4,474.48	5,063.60	5,419.58
(c)	Provisions	26	1,063.99	784.26	767.87
(d)	Current Tax Liabilities (net)	27	425.88	410.23	821.70
			<b>33,656.44</b>	<b>30,630.14</b>	<b>28,776.97</b>
<b>TOTAL</b>			<b>1,09,657.90</b>	<b>84,459.21</b>	<b>85,147.71</b>
Significant accounting policies		1-2			
The accompanying notes are an integral part of the Interim Condensed consolidated financial statements.		3- 42			

As per our attached report of even date  
FOR C K S P AND CO LLP  
Chartered Accountants  
Firm Registration No. 131228W/W100044

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

Debmalya Maitra  
Partner  
Membership No 053897

Paresh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Singapore  
Date : 03 April, 2024

Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai  
Date : 03 April, 2024

Place : Navi Mumbai  
Date : 03 April, 2024

Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai  
Date : 03 April, 2024

Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai  
Date : 03 April, 2024

# Aurionpro Solutions Limited

## Interim Condensed Consolidated Statement of Profit and Loss

		(₹ in lakhs)		
	Note	For the 9 months ended Dec 31, 2023 (Unaudited)	For the 9 months ended Dec 31, 2022 (Unaudited)	For the Year ended March 31, 2023 (Audited)
<b>1</b>	<b>Income</b>			
(a)	Revenue from Operations	28	64,060.08	46,867.36
(b)	Other Income	29	764.85	135.65
(c)	<b>Total Income ((a)+(b))</b>		<b>64,824.93</b>	<b>47,003.01</b>
<b>2</b>	<b>Expenses</b>			
(a)	Operating Expenses	30	21,348.20	18,324.26
(b)	Change in Inventories of Raw Material, Finished Goods and Stock-in-Trade	31	566.90	(970.73)
(c)	Employee Benefits Expense	32	23,839.00	15,840.37
(d)	Finance Costs	33	953.80	693.06
(e)	Depreciation and Amortisation Expenses	34	1,505.75	1,151.31
(f)	Other Expenses	35	4,222.14	3,212.49
(g)	<b>Total Expenses ((a) to (f))</b>		<b>52,435.79</b>	<b>38,250.76</b>
<b>3</b>	<b>Profit before Share of Profit of Associates, Exceptional Items and Tax (1(c)-2(g))</b>		<b>12,389.14</b>	<b>8,752.25</b>
<b>4</b>	Share of Profit/ (Loss) of Associates		-	(43.48)
<b>5</b>	<b>Profit before Exceptional Items and Tax</b>		<b>12,389.14</b>	<b>8,708.77</b>
<b>6</b>	Exceptional Items		-	-
<b>7</b>	<b>Profit before Tax (5-6)</b>		<b>12,389.14</b>	<b>8,708.77</b>
<b>8</b>	<b>Tax Expense:</b>			
(a)	Current Tax		1,834.87	1,134.16
(b)	Deferred Tax Charge/ (Credit)		207.93	46.28
	<b>Total Tax Expenses ( a+b)</b>		<b>2,042.80</b>	<b>1,180.44</b>
<b>9</b>	<b>Profit after Tax (7-8)</b>		<b>10,346.34</b>	<b>7,528.33</b>
<b>10</b>	<b>Other Comprehensive Income / (Loss) Items that will / will not be reclassified subsequently to profit and loss</b>			
	Re-measurement losses on defined benefit plans (net of tax)		(51.73)	(69.59)
	Exchange difference on translation of financial statements of foreign subsidiaries / joint venture		58.13	159.41
<b>11</b>	<b>Other Comprehensive Income</b>		<b>6.40</b>	<b>89.82</b>
<b>12</b>	<b>Total Comprehensive Income (9+11)</b>		<b>10,352.74</b>	<b>7,618.15</b>
<b>13</b>	<b>Profit for the year attributable to :</b>			
(a)	Equity holders of the company		10,249.47	7,224.45
(b)	Non Controlling Interest		96.87	303.88
<b>14</b>	<b>Total Comprehensive Income attributable to :</b>			
(a)	Equity holders of the company		10,253.22	7,315.39
(b)	Non Controlling Interest		99.52	302.76
<b>15</b>	<b>Earnings per equity share</b>	<b>38</b>		
	- Basic (in ₹)		44.31	31.69
	- Diluted (in ₹)		42.71	31.69

The accompanying notes 3 to 42 are an integral part of the Interim Condensed consolidated financial statements.

As per our attached report of even date  
FOR C K S P AND CO LLP  
Chartered Accountants  
Firm Registration No. 131228W/W100044

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

Debmalya Maitra  
Partner  
Membership No 053897

Paresh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Singapore  
Date : 03 April, 2024

Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai  
Date : 03 April, 2024

Place : Navi Mumbai  
Date : 03 April, 2024

Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai  
Date : 03 April, 2024

Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai  
Date : 03 April, 2024

# Aurionpro Solutions Limited

## Interim Condensed Consolidated Statement of Changes in Equity

### (a) Equity share capital

(₹ in lakhs)

Balance as at April 1, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the period	Balance as at Dec 31, 2023
2280.02	-	2,280.02	101.50	2,381.52

Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the period	Balance as at Dec 31, 2022	Changes in equity share capital during the period	Balance as at March 31, 2023
2280.02	-	2,280.02	-	2,280.02	-	2,280.02

### (b) Other Equity

(₹ in lakhs)

Particulars	Attributable to the equity holders of the parent									
	Reserves and Surplus						Foreign Currency Translation Reserve	Other Comprehensive Income	Restructuring Reserve	Total
	Capital Reserve	Employee Stock Option Outstanding	Securities Premium	Capital Redemption Reserve	Statutory Reserve	Retained Earnings				
Balance as at April 1, 2023	464.03	-	27,131.24	83.61	33.55	40,848.02	1,988.37	(864.42)	(22,192.00)	47,492.40
Surplus of Statement of Profit and Loss	-	-	-	-	-	10,249.47	-	-	-	10,249.47
Other comprehensive income/ (loss) for the period (net of tax)	-	-	-	-	-	-	-	6.40	-	6.40
<b>Total comprehensive income for the period</b>	-	-	-	-	-	<b>10,249.47</b>	-	<b>6.40</b>	-	<b>10,255.87</b>
Additions/ (Deduction) during the period	(264.44)	719.28	9,626.01	-	0.37	(602.50)	(895.71)	-	-	8,583.00
<b>Balance as at December 31, 2023</b>	<b>199.59</b>	<b>719.28</b>	<b>36,757.25</b>	<b>83.61</b>	<b>33.91</b>	<b>50,494.99</b>	<b>1,092.66</b>	<b>(858.02)</b>	<b>(22,192.00)</b>	<b>66,331.27</b>

# Aurionpro Solutions Limited

## Interim Condensed Consolidated Statement of Changes in Equity

(₹ in lakhs)

Particulars	Attributable to the equity holders of the parent									
	Reserves and Surplus						Foreign Currency Translation Reserve	Other Comprehensive Income	Restructuring Reserve	Total
	Capital Reserve	Employee Stock Option Outstanding	Securities Premium	Capital Redemption Reserve	Statutory Reserve	Retained Earnings				
<b>Balance as at April 1, 2022</b>	<b>466.77</b>	-	<b>27,131.24</b>	<b>83.61</b>	<b>30.84</b>	<b>31,685.09</b>	<b>1,251.12</b>	<b>(1,049.82)</b>	<b>(22,192.00)</b>	<b>37,406.85</b>
Surplus of Statement of Profit and Loss	-	-	-	-	-	7,224.45	-	-	-	7,224.45
Other comprehensive income/ (loss) for the period (net of tax)	-	-	-	-	-	-	-	89.82	-	89.82
<b>Total comprehensive income for the period</b>	-	-	-	-	-	<b>7,224.45</b>	-	<b>89.82</b>	-	<b>7,314.27</b>
Additions/ (Deduction) during the period	(14.65)	-	-	-	2.92	(570.00)	1,663.71	-	-	1,081.99
<b>Balance as at December 31, 2022</b>	<b>452.12</b>	-	<b>27,131.24</b>	<b>83.61</b>	<b>33.76</b>	<b>38,339.54</b>	<b>2,914.83</b>	<b>(960.00)</b>	<b>(22,192.00)</b>	<b>45,803.11</b>
Surplus of Statement of Profit and Loss	-	-	-	-	-	2,508.48	-	-	-	2,508.48
Other comprehensive income/ (loss) for the period (net of tax)	-	-	-	-	-	-	-	95.58	-	95.58
<b>Total comprehensive income for the period</b>	-	-	-	-	-	<b>2,508.48</b>	-	<b>95.58</b>	-	<b>2,604.06</b>
Additions/ (Deduction) during the period	11.91	-	-	-	(0.21)	-	(926.46)	-	-	(914.76)
<b>Balance as at March 31, 2023</b>	<b>464.03</b>	-	<b>27,131.24</b>	<b>83.61</b>	<b>33.55</b>	<b>40,848.02</b>	<b>1,988.37</b>	<b>(864.42)</b>	<b>(22,192.00)</b>	<b>47,492.40</b>

The accompanying notes 3 to 42 are an integral part of the Interim Condensed consolidated financial statements.

As per our attached report of even date  
FOR C K S P AND CO LLP  
Chartered Accountants  
Firm Registration No. 131228W/W100044

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

Debmalya Maitra  
Partner  
Membership No 053897

Paresh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Singapore  
Date : 03 April, 2024

Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai  
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Place : Navi Mumbai  
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Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai  
Date : 03 April, 2024

Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai  
Date : 03 April, 2024

# Aurionpro Solutions Limited

## Interim Condensed Consolidated Statement of Cash Flow

(₹ in lakhs)

	For the 9 months ended Dec 31, 2023 (Unaudited)	For the 9 months ended Dec 31, 2022 (Unaudited)	For the year ended March 31, 2023 (Audited)
<b>A Cash Flow from Operating Activities</b>			
Net Profit Before Tax	12,389.14	8,708.77	12,232.20
Adjustments :			
Depreciation and Amortisation Expense	1,505.75	1,151.31	1,585.00
Interest Income	(199.92)	(60.15)	(292.09)
Interest Expenses	721.82	534.93	820.58
Bad debts	29.64	59.01	462.50
Provision for doubtful debts	53.31	56.74	(160.03)
Stock based compensation cost	719.28	-	-
Profit on sale of Property, Plant and Equipment (PPE)	(25.65)	-	-
Foreign exchange differences (Gain)/ Loss (net)	(480.60)	430.28	651.62
<b>Operating Profit before working capital changes</b>	<b>14,712.77</b>	<b>10,880.89</b>	<b>15,299.78</b>
<b>Movements in Working Capital</b>			
Decrease/ (Increase) in Inventories	566.90	(659.56)	(697.06)
Decrease/ (Increase) in Trade Receivables and Other Assets	(4,470.47)	(17,795.13)	(15,218.29)
Increase/ (Decrease) in Trade Payables, Other Liabilities	(2,732.13)	7,663.69	6,770.04
<b>Cash Generated from Operations</b>	<b>8,077.07</b>	<b>89.89</b>	<b>6,154.47</b>
Income taxes paid (net of refunds)	(2,309.62)	(426.24)	(2,065.92)
<b>Net cash Generated/(used in) from Operating Activities (A)</b>	<b>5,767.45</b>	<b>(336.35)</b>	<b>4,088.55</b>
<b>B Cash flow from Investing Activities</b>			
Sale/(Purchase) of PPE and Other Intangible Assets (net)	(2,378.85)	(2,542.81)	(4,593.32)
Purchases of Business	(17,468.59)	-	-
Sale/ (Purchase) of Investment (net)	3,582.15	(1,505.20)	(1,166.57)
Interest received	164.71	45.50	281.88
Investments in Fixed deposits with Banks	(191.16)	(58.27)	(91.11)
<b>Net cash used in Investing Activities (B)</b>	<b>(16,291.74)</b>	<b>(4,060.78)</b>	<b>(5,569.12)</b>
<b>C Cash flow from Financing Activities</b>			
Proceeds/ (Repayment) Long-Term Borrowings (net)	(1,516.78)	105.56	59.34
Proceeds from Short-Term Borrowings (net)	4,805.11	3,486.76	1,674.73
Dividend paid	(602.50)	(570.00)	(570.00)
Proceeds from issue of Equity Shares	9,727.51	-	-
Repayment of Lease Liabilities	(502.33)	(448.62)	(608.71)
Interest paid	(644.40)	(564.45)	(716.79)
<b>Net cash Generated/ (used in) from Financing Activities (C)</b>	<b>11,266.61</b>	<b>2,009.25</b>	<b>(161.43)</b>
<b>Net Increase/ (Decrease) In Cash and Cash Equivalents (A+B+C)</b>	<b>742.32</b>	<b>(2,387.88)</b>	<b>(1,642.00)</b>
Cash and Cash Equivalents at beginning of Period/ year	2,402.12	4,044.12	4,044.12
<b>Cash and Cash Equivalents at end of Period/ year</b>	<b>3,144.44</b>	<b>1,656.24</b>	<b>2,402.12</b>

The accompanying notes 3 to 42 are an integral part of the Interim Condensed consolidated financial statements.

### Notes:

- Cash and Cash Equivalents includes cash and bank balances including Fixed Deposits with original maturity less than 3 months.
- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

As per our attached report of even date  
FOR C K S P AND CO LLP  
Chartered Accountants  
Firm Registration No. 131228W/W100044

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

Debmalya Maitra  
Partner  
Membership No 053897

Paresh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Singapore  
Date : 03 April, 2024

Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai  
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Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai  
Date : 03 April, 2024

Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai  
Date : 03 April, 2024

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

### General Information and Significant Accounting Policies

#### 1. Company overview

Aurionpro Solutions Limited ('hereinafter referred to as "the Company" or "the Parent Company") and its subsidiaries and Joint ventures (hereinafter collectively referred to as "the Group") is a public limited company incorporated and domiciled in India and has its registered office at Synergia IT Park, Plot No-R-270, T.T.C., Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai-400701 Maharashtra, India. The Company's equity shares are listed on the National Stock Exchange Limited and BSE Limited in India.

The Group leverage industry leading IP (Intellectual Property) to deliver tangible business results for global corporations. The Group's cutting-edge industry leading IP and products are designed to solve challenges for clients in areas of Transaction Banking Platform, Customer Experience (ACE Platform), Smart city and Smart Transportation experience.

The Group cater end-to-end transaction banking solutions through 'iCashpro+' and the next generation transaction banking platform that reflects our deep insight and knowledge gained over a decade of working with some of the marquee customers across region, lending platform 'SmartLender' continues to be the platform of choice across leading banks and facilitated their credit approval process through a completely automated mode and Customer Experience (ACE Platform), an integrated design platform which deliver automation and Self-service technologies to handle customer targeted needs in Banking and Financial services.

The Group has been also on the forefront of India's smart cities and mobility initiatives. The Group have successfully created Digital Urban Infrastructures that can help citizens realize their aspirations using a combination of disruptive technologies backed by a strong service network.

#### 2. Summary of Significant accounting policies

##### 2.1 Basis of preparation & presentation

These interim condensed consolidated financial statements of the group, which comprise the interim condensed consolidated balance sheet as at 31<sup>st</sup> December, 2023, interim condensed consolidated statement of profit and loss, interim condensed consolidated statement of changes in equity and interim condensed consolidated cash flow statement for the period then ended and others selected explanatory notes has been prepared in accordance recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' (Ind AS 34) prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015, as amended from time to time. These unaudited interim condensed consolidated financial statements have been prepared in connection with raising of funds in accordance with provisions of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (The "Regulations").

These Interim Condensed Consolidated financial statements have been prepared and presented under historical cost basis, except for certain financial instruments which are measured at fair values or at amortised cost at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to 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.

The accounting policy adopted in the preparation of these unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the annual audited consolidated financial statements for the year ended 31<sup>st</sup> March, 2023 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 interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the company's annual consolidated financial statements as at March 31<sup>st</sup>, 2023.

The interim condensed consolidated financial statements are presented in Indian Rupees (Rs.), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated. Per share data are presented in Indian Rupees.

# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

### 2.2 Principles of Consolidation

The interim condensed consolidated Financial Statements relate to the Group. The Group controls an entity when it has power over the entity, it is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interest in associates and the joint venture are accounted for using the equity method. The interim condensed consolidated financial statements of entities are included in the interim condensed consolidated financial statements from the date on which control commences and until the date on which control ceases. The interim condensed consolidated Financial Statements have been prepared on the following bases.

- (a) The interim condensed consolidated financial statements of the parent Company and its subsidiaries are consolidated by combining like items of assets, liabilities, incomes and expenses and cash flows after fully eliminating intra group balances and intra group transactions resulting in unrealized profit or loss in accordance with the Indian Accounting Standard (“Ind AS”) 110 “Consolidated Financial Statements” as referred to in the Indian Accounting Standards Rules, 2015 and as amended from time to time.
- (b) Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of investment or on the date of the financial statements immediately preceding the date of investment in subsidiaries are recognised as Goodwill or Capital Reserve, as the case may be. Investment in associates and joint ventures are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the interim condensed consolidated Financial Statements include the Group’s share of profit or loss and other comprehensive income (OCI) of equity accounted investees, until the date on which significant influence or joint control ceases. When the Group’s share of loss in an equity accounted investment equals or exceeds its interest in the entity, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.
- (c) Changes in ownership interests for transactions with non-controlling interests that do not result in loss of control are treated as the transactions with the equity owners of the Group. For purchases from non -controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes initial carrying amount for the purpose of subsequent accounting for the retained interest as an associate, joint venture or financial asset.

- (d) Share of Non-Controlling Interest in net profit or loss of consolidated subsidiaries for the year is identified and adjusted against income of the Group in order to arrive at the net income attributable to the Equity Shareholders of the Company.
- (e) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Parent Company.
- (f) Share of Non-Controlling Interest in net assets of consolidated subsidiaries is identified and presented in the consolidated statement of profit or loss, consolidated statement of changes in equity and consolidated balance sheet respectively as a separate item from liabilities and the Shareholders’ Equity.
- (g) The interim condensed Consolidated Financial Statements are prepared using uniform Accounting Policies for like transactions and other events in similar circumstances and are presented in the same manner as far as possible, as the interim condensed standalone financial statements of the Company.

### 2.3 Key Accounting Estimate and Judgements

The preparation of interim condensed consolidated financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at date of Interim Condensed consolidated financial statements and reported consolidated statement of income and expense for the period presented. Management believes that the estimates used in the preparation of the Interim Condensed consolidated financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

The areas involving critical estimates or judgements pertaining to in the respect of percentage of completion of contracts and recognition of probable loss, useful lives of property, plant and equipment, provision for income tax and valuation of deferred tax assets, fair value measurements and other provisions and contingent liabilities. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

### Percentage of completion of contracts

The Group uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method relies on estimates of total expected contract revenue and costs. This method is followed where reasonable dependable estimate of the revenue and costs applicable to various elements of the contract can be made. Key factors reviewed to estimate the future costs to complete include estimates of future manpower costs and productivity efficiency. These estimates are assessed continually during the term of the contracts and the recognised revenue and profit are subject to revision as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. (The policy for the same has been explained under Note 2.4)

### Useful lives of property, plant and equipment

The Group reviews the useful life and residual value of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**Income Taxes:** The Group provides for tax considering the applicable tax regulations and based on probable estimates. The recognition of deferred tax assets is based on estimates of sufficient taxable profits in the Group against which such assets can be utilized

**Provisions and contingent liabilities:** Provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**Fair Value Measurements:** When the fair value of the financial assets or financial liabilities recorded or disclosed in the Interim Condensed Consolidated Financial Statements cannot be measured at quoted price in the active markets, their fair value is measured using the valuation techniques. The input to these valuation techniques are taken from observable markets, wherever possible, but where these is not feasible, a degree of judgment is required in establishing fair values.

## 2.4 Revenue recognition

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material and job contracts is recognized as and when the related services are performed (units delivered, efforts expended, number of transactions processed etc.) and revenue from the end of last invoicing to reporting date is recognized as unbilled revenue. Invoicing in excess of revenues are recognized as unearned revenues. Revenue on fixed price contracts is recognized where performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration on the percentage of completion method. Efforts and costs expended have been used to measure progress towards completion since there is direct relationship between input and productivity. Revenue recognised for any fee or commission to which it expects to be entitled in exchange for arranging for the other party to provide its goods or services.

Revenue from sale of licenses / hardware, where the customer obtains a "right to use" the licenses / hardware is recognized at the point in time when the related license / hardware is made available to the customer. Revenue from licenses / hardware where the customer obtains a "right to access" is recognized over the access period

Arrangements to deliver software products generally have three elements: license, implementation and annual maintenance. In accordance with the principles of Ind AS 115, when implementation services are provided in conjunction with the licensing arrangement, the license and implementation have been identified as two separate performance obligations. The transaction price for such contracts are allocated to each performance obligations based on their respective selling prices. Maintenance revenue in respect of software products and other products/ equipment is recognised on pro rata basis over the period of the underlying maintenance agreement. Revenue is net of discounts/ price incentives which are estimated and accounted based on the terms of the contracts and excludes applicable indirect taxes.

Revenue from leasing income is recognised on pro-rata basis over the period of the contract.

Unearned and deferred revenue represents contractual billings/money received in excess of revenue recognised as per the terms of the contract.

Dividend income is recognised when the Group's right to receive payment is established.

Interest income is recognised on a time proportion basis using effective interest rate method.



# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

### 2.5. Property, Plant and Equipment

Property plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure directly attributable to the acquisition of the asset and cost incurred for bringing the asset to its present location and condition for its intended use.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital work-in-progress” and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- i. Computers is depreciated in 6 years and certain assets of Plant and machinery and Computers used for the projects is depreciated over its project useful life.
- ii. Leasehold improvements are amortized over the period of lease term or useful life, whichever is lower.
- iii. Assets given on lease are depreciated over the shorter of lease term or their useful lives.
- iv. Individual assets costing up to Rupees five thousand are depreciated in full in the period of purchase.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively.

### 2.6. Intangible assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straight line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. The estimated useful lives of the Computer Software in the range between 5 to 10 years.

Expenditure on development cost eligible for capitalisation are carried as intangible assets under development where such assets are not yet ready for their intended use.

Goodwill is initially recognised based on the accounting policy for business combinations. These assets are not amortised but are tested for impairment annually.

### 2.7 Leases

#### The Group as a lessee

The Group’s lease asset classes primarily consist of leases for Buildings and Lease hold improvement. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.
- (iv) the Group has the right to operate the asset; or
- (v) the Group designed the assets in a way that predetermined how and for what purpose it will be used

At the date of commencement of the lease, the Group recognises a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

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## Notes to the interim condensed consolidated financial statements

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### The Group as a lessor

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

### 2.08 Business Combinations

The Group accounts for its business combinations under the acquisition method of accounting using fair valuation of the net asset taken over as per Ind AS 103, Business Combination. Intangible assets acquired in a business combination are recognized and reported separately from goodwill

Goodwill arising on consolidation of acquisitions represents the excess of (a) consideration paid for acquiring control and (b) acquisition date fair value of previously held ownership interest, if any, in a subsidiary over the Group's share in the fair value of the net assets (including identifiable intangibles) of the subsidiary as on the date of acquisition of control. Where the fair value of the identifiable assets and liabilities exceed the cost of acquisition, the excess is recognised as Capital Reserve.

### 2.09. Inventories

Inventories include traded goods and are valued at lower of cost or net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on the first-in, first-out (FIFO) basis.

Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value of finished goods is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

### 2.10. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign subsidiaries recognize current tax/ deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

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## Notes to the interim consolidated condensed financial statements

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax liability/assets is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

The Group uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.

### 2.11. Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.12. Foreign currency transactions

The Group's Interim Condensed consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity/foreign operation, the Group determines the functional currency and items included in the Interim Condensed consolidated financial statements of each entity are measured using that functional currency. Functional currency of each entity/foreign operation within the Group has been determined based on the primary economic environment in which that entity/foreign operations operate in, the currency in which funds are generated, spent and retained by that entity

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Nonmonetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction

Interim Condensed Consolidated Financial statements of foreign operations whose functional currency is other than Indian Rupees are translated into Indian Rupees as follows:

- a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- b) income and expenses for each income statement are translated at average exchange rates; and
- c) all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations. The portion of foreign currency translation reserve attributed to non-controlling interest is reflected as part of non-controlling interest.

### 2.13 Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

### 2.14 Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

### 2.15. Employee benefits

#### i. Short-term employee benefits

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefits includes salaries and wages, bonus and ex- gratia and compensated absences. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

#### ii. Long term employee benefits

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

##### Defined benefit plans

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

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

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Group, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

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

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

### 2.16. Employee's Stock Options Plan

In respect of stock options granted pursuant to the Group's Employee Stock Option Scheme, fair value of the options as at grant date is treated as discount and accounted as employee compensation cost over the vesting period. Employee compensation cost recognised earlier on grant of options is reversed in the period when the options are surrendered by any employee or lapsed as per the terms of the scheme.

### 2.17. Share based payments

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity- settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

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## Notes to the interim consolidated condensed financial statements

### 2.18. Earnings per share (EPS)

In determining Earnings per Share, the Group considers net profit after tax attributable to equity shareholders and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any, except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

### 2.19. Provisions, contingent liabilities and contingent assets

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

### 2.20. Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks and corporations. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.21. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

#### Measurement and Recognition of financial instruments

The Group's accounting policies and disclosures require measurement of fair values for the financial instruments. The Group has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified. When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

#### (A) Financial Assets:

##### (i) Financial assets at amortised cost

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

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## Notes to the interim condensed consolidated financial statements

### (ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### (iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at FVTPL unless they are measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

### (iv) Derecognition

The Group derecognises a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

### (B) Financial Liabilities

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost. Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### Derecognition

The Group derecognizes a financial liability (or a part of a financial liability) from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### (C) Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. The Group is recognised equity instrument at the proceeds received net off direct issue cost.

### (D) Offsetting of financial instruments

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

## 2.22 Impairment of assets

### (i) Non-financial assets

Non-financial assets are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

### (ii) Financial assets (other than a fair value)

The Group recognise loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

### Note 3. Property, Plant and Equipment, Capital Work in Progress and Right-of-Use Assets

(i) As at December 31, 2023

(₹ in lakhs)

Particulars	Property , Plant and Equipment									Capital Work in Progress
	Computers	Furniture and fixtures	Office Equipments	Plant and machinery	Leasehold Improvements	Vehicles	Office Premises	Factory Premises	Total	
<b>Gross Carrying value</b>										
Balance as at 1 April 2023	4,619.76	705.53	545.69	6,248.65	759.20	283.71	2,142.81	513.85	15,819.20	326.11
Additions	249.17	170.82	79.26	45.38	39.08	-	-	-	583.70	450.69
Additions on account of acquisition	58.76	-	4.24	-	-	-	-	-	63.00	-
Deductions	-	-	-	-	-	(119.30)	-	-	(119.30)	-
Other adjustments	8.41	0.76	0.53	-	2.42	0.10	-	-	12.22	-
<b>Balance as at 31 December 2023</b>	<b>4,936.10</b>	<b>877.11</b>	<b>629.72</b>	<b>6,294.02</b>	<b>800.70</b>	<b>164.51</b>	<b>2,142.81</b>	<b>513.85</b>	<b>16,358.82</b>	<b>776.80</b>
<b>Accumulated Depreciation</b>										
Balance as at 1 April 2023	3,973.20	551.60	414.35	1,291.43	665.36	152.19	159.53	95.57	7,303.24	
Depreciation for the period	186.99	23.38	41.99	549.10	39.27	7.14	17.06	10.30	875.22	
Deductions	-	-	-	-	-	(75.14)	-	-	(75.14)	
<b>Balance as at 31 December 2023</b>	<b>4,160.19</b>	<b>574.99</b>	<b>456.35</b>	<b>1,840.52</b>	<b>704.63</b>	<b>84.18</b>	<b>176.59</b>	<b>105.87</b>	<b>8,103.32</b>	
<b>Net Carrying Value as 31 December 2023</b>	<b>775.91</b>	<b>302.12</b>	<b>173.37</b>	<b>4,453.50</b>	<b>96.07</b>	<b>80.32</b>	<b>1,966.22</b>	<b>407.98</b>	<b>8,255.50</b>	

(ii) As at December 31, 2022

(₹ in lakhs)

Particulars	Property , Plant and Equipment									Capital Work in Progress
	Computers	Furniture and fixtures	Office Equipments	Plant and machinery	Leasehold Improvements	Vehicles	Office Premises	Factory Premises	Total	
Balance as at 1 April 2022	4,230.97	694.67	433.59	3,330.39	744.87	323.80	2,142.81	361.44	12,262.53	1,281.17
Additions	267.09	3.04	85.54	2,320.47	3.07	-	-	-	2,679.21	-
Additions on account of Acquisition (net)	3.22	3.86	5.77	114.83	-	11.90	-	152.41	291.99	-
Deductions	-	-	-	-	-	-	-	-	-	(1,223.94)
Other adjustments	8.62	4.34	11.55	(13.83)	7.61	16.33	-	-	34.62	-
<b>Balance as at 31 December 2022</b>	<b>4,509.89</b>	<b>705.91</b>	<b>536.45</b>	<b>5,751.86</b>	<b>755.55</b>	<b>352.02</b>	<b>2,142.81</b>	<b>513.85</b>	<b>15,268.34</b>	<b>57.23</b>
Additions	151.41	4.42	19.52	485.09	12.92	-	-	-	673.37	326.11
Additions on account of Acquisition (net)	0.40	5.79	2.96	(0.00)	5.02	0.00	-	0.00	14.17	-
Deductions	(19.45)	(7.04)	(0.58)	(2.13)	(9.37)	(55.13)	-	-	(93.70)	(57.23)
Other adjustments	(22.50)	(3.56)	(12.66)	13.83	(4.92)	(13.19)	-	-	(42.98)	
<b>Balance as at 31 March 2023</b>	<b>4,619.76</b>	<b>705.53</b>	<b>545.69</b>	<b>6,248.65</b>	<b>759.20</b>	<b>283.71</b>	<b>2,142.81</b>	<b>513.85</b>	<b>15,819.20</b>	<b>326.11</b>

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

### Note 3. Property, Plant and Equipment, Capital Work in Progress and Right-of-Use Assets (Contd.)

(ii) As at December 31, 2022

(₹ in lakhs)

Particulars	Property , Plant and Equipment								Total
	Computers	Furniture and fixtures	Office Equipments	Plant and machinery	Leasehold Improvements	Vehicles	Office Premises	Factory Premises	
<b>Accumulated Depreciation:</b>									
Balance as at 1 April 2022	3,832.28	514.62	371.72	795.21	618.19	164.38	136.91	80.34	6,513.66
Depreciation for the period	118.89	30.55	32.15	345.52	37.63	28.77	17.05	11.18	621.75
Deductions				(13.33)					(13.33)
<b>Balance as at 31 December 2022</b>	<b>3,951.17</b>	<b>545.18</b>	<b>403.87</b>	<b>1,127.40</b>	<b>655.82</b>	<b>193.15</b>	<b>153.96</b>	<b>91.52</b>	<b>7,122.08</b>
Depreciation for the period	37.27	12.22	11.14	152.36	18.91	10.04	5.57	4.05	251.57
Deductions	(15.24)	(5.80)	(0.67)	11.67	(9.37)	(51.01)	-	-	(70.41)
<b>Balance as at 31 March 2023</b>	<b>3,973.20</b>	<b>551.60</b>	<b>414.35</b>	<b>1,291.43</b>	<b>665.36</b>	<b>152.19</b>	<b>159.53</b>	<b>95.57</b>	<b>7,303.24</b>
<b>Net Carrying Value as at 31 December 2022</b>	<b>558.73</b>	<b>160.73</b>	<b>132.58</b>	<b>4,624.46</b>	<b>99.73</b>	<b>158.87</b>	<b>1,988.84</b>	<b>422.33</b>	<b>8,146.26</b>
<b>Net Carrying Value as at 31 March 2023</b>	<b>646.56</b>	<b>153.92</b>	<b>131.34</b>	<b>4,957.22</b>	<b>93.84</b>	<b>131.52</b>	<b>1,983.27</b>	<b>418.28</b>	<b>8,515.96</b>

Note : Other adjustments Includes adjustment relating to foreign exchange gain/ (loss) on account of net translation of Gross Carrying Value and Accumulated Amortisation of foreign subsidiaries/ entities and reclassification.

#### Right-of-use assets

Particulars	As at December 31, 2023		
	Leasehold Improvements	Buildings	Total
Balance as at April 1, 2023	-	1,297.97	1,297.97
Additions	-	362.43	362.43
Deletions/other adjustments	-	-	-
Depreciation for the period	-	(442.50)	(442.50)
<b>Balance as at Dec 31, 2023</b>	<b>-</b>	<b>1,217.91</b>	<b>1,217.91</b>

Particulars	As at December 31, 2022		
	Leasehold Improvements	Buildings	Total
Balance as at April 1, 2022	58.57	347.29	405.86
Additions	-	540.95	540.95
Deletions/other adjustments	-	-	-
Depreciation for the period	(58.57)	(372.48)	(431.05)
<b>Balance as at Dec 31, 2022</b>	<b>0.00</b>	<b>515.76</b>	<b>515.76</b>
Additions	-	893.55	893.55
Deletions/other adjustments	-	-	-
Depreciation for the period	-	(111.34)	(111.34)
<b>Balance as at March 31, 2023</b>	<b>-</b>	<b>1,297.97</b>	<b>1,297.97</b>



# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

### Note 4. Goodwill, Other Intangible Assets and Intangible Assets under Development

(₹ in lakhs)

#### (i) Goodwill

Goodwill is recognised on consolidation of financial statements of the subsidiaries as per details given herein:

	As at Dec 31, 2023	As at Dec 31, 2022	As at Mar 31, 2023
Balance at the beginning of the year	8,498.09	6,731.11	6,731.11
On account of Business Purchase [Refer Note (a) and (b)]	19,818.63	-	-
Additions during the period/ year	-	2,311.38	1,072.57
Foreign currency exchange gain / (loss)	150.21	(577.77)	694.41
Closing Balance	<b>28,466.93</b>	<b>8,464.72</b>	<b>8,498.09</b>

#### Note :

- a) 4(i)(a): The Company has completed the acquisition of Interactive Communication Business (Interact DX) from Trejhara Solutions Limited (Trejhara) at all cash composite consideration of INR 14,000 lakhs equally between India and Singapore Business of Trejhara post obtaining shareholders' approval on 29/09/2023 and execution of the Business Transfer Agreement (BTA) on 30/09/2023. The Company has accounted this transaction as per Ind AS 103 "Business Combination".
- b) 4(i)(b): The Company acquired a business consisting of a comprehensive loan management system ("OmniFin") from A S Software Services Private Limited (AS Software) as per the approval of the Board of Directors at its meeting held on 11/10/2023 and execution of the Business Transfer Agreement (BTA) on 11/10/2023 in an all cash consideration of INR 8,187.50 Lakhs. The Company has accounted this transaction as per Ind AS 103 "Business Combination".

#### (ii) Other Intangible Assets and Intangible Assets under Development

##### (a) As at December 31, 2023

(₹ in lakhs)

Particulars	Software	Goodwill	Total	Intangible Assets under Development
<b>Gross Carrying value</b>				
Balance as at 1 April 2023	11,339.45	55.65	11,395.10	297.87
Additions	475.83	-	475.83	1,279.11
Deductions	-	-	-	-
Other adjustments	-	-	-	-
<b>Balance as at 31 December 2023</b>	<b>11,815.28</b>	<b>55.65</b>	<b>11,870.93</b>	<b>1,576.98</b>
<b>Accumulated Amortisation</b>				
Balance as at 1 April 2023	8,376.85	55.65	8,432.50	
Amortisation for the period	188.04	-	188.04	
Deductions	-	-	-	
<b>Balance as at 31 December 2023</b>	<b>8,564.89</b>	<b>55.65</b>	<b>8,620.54</b>	
<b>Net Carrying Value as 31 December 2023</b>	<b>3,250.39</b>	<b>-</b>	<b>3,250.39</b>	

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

### Note 4. Goodwill, Other Intangible Assets and Intangible Assets under Developments (Contd.)

(₹ in lakhs)

(b) As at December 31, 2022

Particulars	Software	Goodwill	Total	Intangible Assets under Development
<b>Gross Carrying value</b>				
Balance as at 1 April 2022	9,771.16	55.65	9,826.81	108.17
Additions	0.60	-	0.60	694.39
Deductions		-	-	-
Other adjustments		-	-	
<b>Balance as at 31 December 2022</b>	<b>9,771.76</b>	<b>55.65</b>	<b>9,827.41</b>	<b>802.56</b>
Additions	1,564.51	-	1,564.51	
Deductions	-	-	-	(504.69)
Other adjustments	3.18	-	3.18	
<b>Balance as at 31 March 2023</b>	<b>11,339.45</b>	<b>55.65</b>	<b>11,395.10</b>	<b>297.87</b>
<b>Accumulated Amortisation</b>				
Balance as at 1 April 2022	8,207.56	55.65	8,263.21	
Amortisation for the period	98.52	-	98.52	
Deductions		-	-	
<b>Balance as at 31 December 2022</b>	<b>8,306.08</b>	<b>55.65</b>	<b>8,361.73</b>	
Amortisation for the period	70.77	-	70.77	
Deductions		-	-	
<b>Balance as at 31 March 2023</b>	<b>8,376.85</b>	<b>55.65</b>	<b>8,432.50</b>	
<b>Net Carrying Value as at 31 December 2022</b>	<b>1,465.68</b>	<b>-</b>	<b>1,465.68</b>	
<b>Net Carrying Value as at 31 March 2023</b>	<b>2,962.60</b>	<b>-</b>	<b>2,962.60</b>	

Note : Other adjustments Includes adjustment relating to foreign exchange gain/ (loss) on account of net translation of Gross Carrying Value and Accumulated Amortisation of foreign subsidiaries/ entities and reclassification.

# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

(₹ in lakhs)

	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>Note 5. Non- Current Investments</b>			
(valued at cost unless stated otherwise)			
<b>Investment</b>			
<b>Other investments in company carried at cost (unquoted and fully paid up)</b>	-	3,582.00	3,582.00
Nil (December 2022: 3,58,20,000, 31 March 2023 : 3,58,20,000 ) of ₹ 10 each optionally convertible Debentures in Auroscient Outsourcing Limited			
<b>Other investments, unquoted (fully paid-up)</b>			
Investment in Treasury Bills of Philippines Govt.	9.37	9.32	9.54
Investment in New India Cooperative Bank	9.05	-	-
	<u>18.42</u>	<u>3,591.32</u>	<u>3,591.54</u>
<b>Note 6. Other Financial Assets</b>			
(Unsecured and Considered good)			
Bank Fixed Deposits with original Maturity of more than 12 months (held as margin money)	519.39	818.66	804.63
Security Deposits	141.56	48.98	140.80
	<u>660.95</u>	<u>867.64</u>	<u>945.43</u>
<b>Note 7. Deferred Tax Assets</b>			
Related to timing difference on depreciation/ amortisation on PPE and Other Intangible Assets	(106.03)	(91.02)	(100.74)
Related to Employee Benefits Provisions	521.61	370.86	380.92
Related to Provision for doubtful Debts	41.26	77.93	22.52
Related to carry forward Loss	170.09	429.64	535.31
Others	12.50	16.59	15.22
<b>Net Deferred Tax Assets</b>	<u>639.42</u>	<u>804.00</u>	<u>853.23</u>
<b>Note 8. Other Non Current Assets</b>			
(Unsecured and Considered good)			
Retention Money	748.57	690.99	633.40
Prepaid Expenses	595.10	74.14	666.40
	<u>1,343.66</u>	<u>765.13</u>	<u>1,299.80</u>
<b>Note 9. Inventories</b>			
(valued at lower of cost or net realisable value)			
Raw Material	16.53	16.18	18.15
Finished Goods (including goods in transit)	28.26	46.37	45.96
Stock-in-trade	2,185.83	3,299.58	2,733.41
	<u>2,230.62</u>	<u>3,362.13</u>	<u>2,797.52</u>

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

(₹ in lakhs)

	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>Note 10. Trade Receivables</b>			
[Unsecured and Considered good unless otherwise mentioned] (refer note 40 for related party)			
Considered Good	25,576.50	21,702.04	19,939.50
Considered doubtful	147.77	342.00	104.02
Less : Provisions for doubtful receivables	147.77	342.00	104.02
	<b>25,576.50</b>	<b>21,702.04</b>	<b>19,939.50</b>
<b>Note 11. Cash and Cash Equivalents</b>			
Bank Balance in Current Accounts	1,181.51	1,521.61	2,293.50
Cash on Hand	66.52	63.65	59.28
Bank Deposits with less than 3 months' maturity	1,896.41	70.98	49.34
	<b>3,144.44</b>	<b>1,656.24</b>	<b>2,402.12</b>
<b>Note 12. Bank Balance other than Cash and Cash Equivalents</b>			
Earmarked Balance- Unpaid Dividend	7.23	38.77	9.17
Bank Deposits with original maturity of more than 3 months but less than 12 months (held as margin money)	2,348.50	1,836.81	1,870.14
	<b>2,355.72</b>	<b>1,875.57</b>	<b>1,879.31</b>
<b>Note 13. Other Financial Assets</b>			
(Unsecured and Considered good)			
Unbilled Revenue	13,490.54	9,442.25	8,507.01
Interest Accrued on Deposits	120.66	89.89	85.45
Security Deposits	466.00	576.27	481.69
Other Receivables	2,385.50	761.59	2,066.68
	<b>16,462.69</b>	<b>10,870.00</b>	<b>11,140.82</b>
<b>Note 14. Other Current Assets</b>			
(Unsecured and Considered good unless otherwise mentioned)			
Prepaid Expenses	3,226.45	2,471.37	2,268.03
Retention Money	2,913.43	2,255.17	2,999.20
Advance\ Deposit to Supplier & Service Provider			
Considered Good	6,218.18	3,689.86	4,158.83
Considered doubtful	13.63	13.63	13.63
Less : Provisions for doubtful receivables	(13.63)	(13.63)	(13.63)
	<b>6,218.18</b>	<b>3,689.86</b>	<b>4,158.83</b>
Advances to Employees	233.04	59.62	31.48
Balance with Government Authorities	190.15	304.41	210.21
Due from Other Related Parties	-	10,437.74	8,135.33
Other Receivables	218.12	-	-
	<b>12,999.37</b>	<b>19,218.17</b>	<b>17,803.08</b>

# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

	(₹ in lakhs)		
	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>Note 15. Share capital</b>			
<b>Authorised Share Capital</b>			
66,150,000 (31 December 2022 : 66,150,000, 31 March 2023 : 66,150,000) equity shares of ₹ 10 each	6,615.00	6,615.00	6,615.00
<b>Issued, subscribed and paid-up Share Capital</b>			
23,815,165 ((31 December 2022 : 22,800,165, 31 March 2023: 22,800,165) equity shares of ₹ 10 each, fully paid-up	2,381.52	2,280.02	2,280.02
	<b>2,381.52</b>	<b>2,280.02</b>	<b>2,280.02</b>

### (1) Details of Shareholders holding more than 5% shares in the Company (Refer Note 2.1)

	As at Dec 31, 2023		As at Dec 31, 2022		As at March 31, 2023	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mr. Paresh Zaveri	42,71,301	17.94	42,71,301	18.73	42,71,301	18.73
Mr. Ashish Rai	18,31,965	7.69	18,11,965	7.95	18,31,965	8.03
Mr. Amit Sheth	16,09,011	6.76	17,09,011	7.50	17,09,011	7.50
Kairoleaf Holdings Pte.Ltd	14,51,818	6.10	14,51,818	6.36	14,51,818	6.36
Mr. Ajay Sarupriya (Refer Note below 2.1)	-	-	11,68,094	5.12	11,68,094	5.12

### (2) Reconciliation of Equity Shares

	Number of Shares	₹ In Lacs
<b>Balance as at 1 April 2023</b>	2,28,00,165	2,280.02
Additions	20,15,000	201.50
Deductions (Refer Note 2.1)	(10,00,000)	(100.00)
<b>Balance as at 31 December 2023</b>	<b>2,38,15,165</b>	<b>2,381.52</b>
<b>Balance as at 1 April 2022</b>	2,28,00,165	2,280.02
Additions	-	-
Deductions	-	-
<b>Balance as at 31 December 2022</b>	<b>2,28,00,165</b>	<b>2,280.02</b>
Additions	-	-
Deductions	-	-
<b>Balance as at 31 March 2023</b>	<b>2,28,00,165</b>	<b>2,280.02</b>

#### Note:

2.1. Pursuant to the approval from the Board of Directors on 25/07/2022 and Shareholders on 26/09/2022, Aurionpro Solutions Limited Employee Stock Purchase Scheme 2022 ('ASL ESPS 2022') was instituted and Aurionpro Solutions Ltd - Employee Benefit Trust ('ASL ESPS Trust') was formed to administer the ESPS plan. The Company has made allotment of 10,00,000 equity shares of INR 10 each to ASL ESPS Trust' on 15/05/2023 under ASL ESPS 2022. The Company at its board meeting held on 25/10/2023 has approved the issuance of 600,000 equity shares of ₹10/- each to ASL ESPS Trust under ASL ESPS Scheme 2022.

During the current period, ASL ESPS Trust is consolidated in the standalone financial statements of the Company and accordingly 10,00,000 equity shares issued to the ASL ESPS trust is net off in standalone financial statements and percentage on number of shares is calculated on net basis.

2.2. During the period, the Company issued and allotted 8,00,000 equity shares which includes 5,00,000 share warrants exercised by allottees and converted in to equity shares on receipt of funds.

2.3. During the period, the Company has issued 215,000 equity shares on preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, post approval of the Allotment Committee of the Board of Directors.

2.4. The Board of Directors at their meeting held on 16/05/2023 had proposed the dividend of INR 2.5/- per equity share for the year ended 31/03/2023, which was duly approved by the shareholders at the Annual General Meeting held on 29/09/2023 and it has been subsequently paid.

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

### Note 15. Share capital (Contd.)

#### (3) Disclosure of Shareholding of Promoters/ Promoter Group in Equity Shares

Promoter Name	As at Dec 31, 2023	As at Dec 31, 2022	As at March 31, 2023
(i) Paresh Zaveri			
- No of Shared held	42,71,301	42,71,301	42,71,301
- Percentage of Holding	17.94%	18.73%	18.73%
- Percentage Changes	-0.80%	0.00%	0.00%
(ii) Amit Sheth			
- No of Shared held	16,09,011	17,09,011	17,09,011
- Percentage of Holding	6.76%	7.50%	7.50%
- Percentage Changes	-0.74%	0.00%	0.00%
(iii) Ashish Sheth			
- No of Shared held	200	200	200
- Percentage of Holding	-	-	-
- Percentage Changes	-	-	-
(iv) Ramesh Sheth			
- No of Shared held	300	300	300
- Percentage of Holding	-	-	-
- Percentage Changes	0.00%	0.00%	0.00%
(v) Niharika Zaveri			
- No of Shared held	89,338	89,338	89,338
- Percentage of Holding	0.38%	0.39%	0.39%
- Percentage Changes	-0.01%	0.00%	0.00%
(vi) Nalini Sheth			
- No of Shared held	1,400	1,400	1,400
- Percentage of Holding	0.01%	0.01%	0.01%
- Percentage Changes	0.00%	0.01%	0.00%
(vii) Insight Holdings Pte.Ltd			
- No of Shared held	-	-	-
- Percentage of Holding	0.00%	0.00%	0.00%
- Percentage Changes	0.00%	-2.97%	0.00%
(viii) Kairoleaf Holdings Pte.Ltd			
- No of Shared held	14,51,818	14,51,818	14,51,818
- Percentage of Holding	6.10%	6.36%	6.36%
- Percentage Changes	-0.27%	2.97%	0.00%

# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

(₹ in lakhs)

	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>Note 16. Other Equity</b>			
<b>Capital Reserves</b>			
Opening Balance	464.03	466.77	466.77
Additions/ (Deduction) during the Period/ year	(264.44)	(14.65)	(2.74)
<b>Closing Balance</b>	<b>199.59</b>	<b>452.12</b>	<b>464.03</b>
<b>Employee Stock Option Outstanding</b>			
Opening Balance	-	-	-
Additions/ (Deduction) during the Period/ year	719.28	-	-
<b>Closing Balance</b>	<b>719.28</b>	<b>-</b>	<b>-</b>
<b>Securities premium reserve</b>			
At the commencement of the year	27,131.24	27,131.24	27,131.24
Additions/ (Deduction) during the Period/ year	9,626.01	-	-
At the end of the year	<b>36,757.25</b>	<b>27,131.24</b>	<b>27,131.24</b>
<b>Capital Redemption Reserve</b>			
Opening and closing Balance	<b>83.61</b>	<b>83.61</b>	<b>83.61</b>
<b>Statutory Reserve</b>			
Opening Balance	33.55	30.84	30.84
Additions/ (Deduction) during the Period/ year	0.36	2.92	2.71
<b>Closing Balance</b>	<b>33.91</b>	<b>33.77</b>	<b>33.55</b>
<b>Surplus in Retained Earnings</b>			
Opening Balance	40,848.02	31,685.09	31,685.09
Add: Profit for the period/ year	10,249.47	7,224.45	9,732.93
Less : Appropriation of Dividend	(602.50)	(570.00)	(570.00)
<b>Closing Balance</b>	<b>50,494.99</b>	<b>38,339.54</b>	<b>40,848.02</b>
<b>Foreign Currency Translation Reserve</b>			
Opening Balance	1,988.37	1,251.12	1,251.12
Additions/ (Deduction) during the Period/ year	(895.71)	1,663.71	737.25
<b>Closing Balance</b>	<b>1,092.67</b>	<b>2,914.83</b>	<b>1,988.37</b>
<b>Other Comprehensive Income</b>			
Opening Balance	(864.42)	(1,049.82)	(1,049.82)
Additions/ (Deduction) during the Period/ year	6.40	89.82	185.40
<b>Closing Balance</b>	<b>(858.02)</b>	<b>(960.00)</b>	<b>(864.42)</b>
<b>Restructuring Reserve</b>			
Opening and closing Balance	<b>(22,192.00)</b>	<b>(22,192.00)</b>	<b>(22,192.00)</b>
	<b>66,331.27</b>	<b>45,803.11</b>	<b>47,492.40</b>

**Note:**

16.1 The Board of Directors at their meeting held on 16/05/2023 had proposed the dividend of INR 2.5/- per equity share for the year ended 31/03/2023, which was duly approved by the shareholders at the Annual General Meeting held on 29/09/2023 and it has been subsequently paid.

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

(₹ in lakhs)

	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>Note 17. Non controlling interest</b>			
Opening Balance	1,732.71	668.47	668.47
Add: Loss/ (Gain) of control in subsidiary (net)	-	185.34	601.08
Add: Net Profit for the period/ year	99.52	302.76	463.93
Add: Foreign currency exchange gain	(6.13)	(132.30)	(0.77)
Closing Balance	<u>1,826.08</u>	<u>1,024.27</u>	<u>1,732.71</u>
<b>Note 18. Borrowings-Non Current</b>			
<b>Loans from :-</b>			
a) Banks in foreign currency (secured)	-	103.56	58.26
b) Bank (secured)	1,027.79	1,947.65	1,721.43
d) Financial institutions (unsecured)	594.84	982.78	1,120.02
	<u>1,622.63</u>	<u>3,033.99</u>	<u>2,899.71</u>
<b>Note 19. Other Non-current Financial Liabilities</b>			
[Refer note 4 (i) (a) and (b)]			
Business Purchase Consideration Payable	2,000.00	-	-
	<u>2,000.00</u>	<u>-</u>	<u>-</u>
<b>Note 20. Other Non Current Liabilities</b>			
Unearned and deferred revenue	593.57	885.28	702.95
	<u>593.57</u>	<u>885.28</u>	<u>702.95</u>
<b>Note 21. Provisions -Non Current</b>			
Provision for Gratuity	577.93	486.36	450.91
	<u>577.93</u>	<u>486.36</u>	<u>450.91</u>
<b>Note 22. Borrowings-Current</b>			
Foreign Currency Loans from Bank (Secured)	1,339.27	1,305.30	490.70
Foreign Currency Loans from Bank (unsecured)	28.19	-	27.32
Rupee Loans from Banks (Secured)	2,112.68	1,664.34	375.82
Rupee Loans from Bank (Unsecured)	-	-	128.54
Rupee Loans from Financial Institutions (Unsecured)	3,879.26	1,563.65	1,408.94
Rupee Loans from Related Parties (Unsecured)	52.69	143.92	175.67
	<u>7,412.09</u>	<u>4,677.21</u>	<u>2,606.98</u>
<b>Current Maturities of Long-Term Borrowings</b>			
Foreign Currency Loans from Banks (secured)	119.87	342.11	303.52
From Banks (secured)	902.87	893.28	896.82
From Financial Institutions (secured)	-	205.00	126.56
From Financial Institutions (unsecured)	694.60	491.54	630.13
	<u>1,717.34</u>	<u>1,931.93</u>	<u>1,957.03</u>
	<u>9,129.43</u>	<u>6,609.14</u>	<u>4,564.01</u>



# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

(₹ in lakhs)

	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>Note 23. Trade Payables</b>			
(Refer note 40 for related party)			
Total Outstanding dues of Micro enterprises and Small Enterprises	1,992.23	2,621.89	3,383.81
Total outstanding dues of creditors other than Micro enterprises and Small Enterprises	8,354.71	11,591.37	8,572.78
	<b>10,346.94</b>	<b>14,213.26</b>	<b>11,956.59</b>
<b>Note 24. Other Financials Liabilities</b>			
Interest accrued and not due on Borrowings	25.22	9.39	7.32
Unclaimed Dividend	7.23	38.76	9.17
Employee Payables	3,085.34	1,257.88	1,377.06
Provision for Expenses	1,502.13	1,485.94	2,885.26
Security Deposits	290.10	491.53	413.42
Business Purchase Consideration Payable [Refer note 4 (i) (a) and (b)]	2,687.50	-	-
	<b>7,597.51</b>	<b>3,283.51</b>	<b>4,692.23</b>
<b>Note 25. Other Current Liabilities</b>			
Unearned and Deferred Revenue	2,097.42	1,773.24	3,899.01
Advance Received from Customers	191.30	2,148.96	125.55
Statutory Dues Payable	1,069.20	662.08	967.63
Other Liabilities	1,116.56	479.32	427.40
	<b>4,474.48</b>	<b>5,063.60</b>	<b>5,419.58</b>
<b>Note 26. Provisions</b>			
Provision for Gratuity	703.68	568.02	590.11
Provision for Compensated absences	360.31	216.24	177.76
	<b>1,063.99</b>	<b>784.26</b>	<b>767.87</b>
<b>Note 27. Current Tax Liabilities (net)</b>			
Current Tax Liabilities (net)	425.88	410.23	821.70
	<b>425.88</b>	<b>410.23</b>	<b>821.70</b>

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

(₹ in lakhs)

	For the 9 months ended Dec 31, 2023 (Unaudited)	For the 9 months ended Dec 31, 2022 (Unaudited)	For the Year ended March 31, 2023 (Audited)
<b>Note 28. Revenue from operations</b>			
Sale of Software Services	43,987.96	32,770.23	44,156.88
Sale of Equipment and Product License	20,072.12	14,097.13	21,776.28
	<b>64,060.08</b>	<b>46,867.36</b>	<b>65,933.16</b>

### Note 28.1 Disaggregate Revenue Information

The disaggregated revenue from contracts with the customers

#### (i) Product and Services wise

Sale of Software Services	43,987.96	32,770.23	44,156.88
Sale of Equipment and Product License	20,072.12	14,097.13	21,776.28
<b>Total</b>	<b>64,060.08</b>	<b>46,867.36</b>	<b>65,933.16</b>

#### (ii) Geography wise

Asia-Pacific	57,357.97	41,258.83	58,985.81
Rest of world	6,702.11	5,608.53	6,947.35
<b>Total</b>	<b>64,060.08</b>	<b>46,867.36</b>	<b>65,933.16</b>

### Note 29. Other Income

#### Interest income on

- Fixed deposits with banks	199.92	60.15	240.31
- Interest Income Ind AS 116 Deposits	10.05	11.00	15.88
- Others	4.39	35.88	35.90
Foreign exchange fluctuation gain	480.60	1.02	-
Rent Income	13.50	13.50	61.26
Sundry Balances Written back	2.95	-	36.80
Profit on Sale of Fixed Assets	25.65	-	-
Miscellaneous Income	27.78	14.10	43.04
	<b>764.85</b>	<b>135.65</b>	<b>433.19</b>

# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

(₹ in lakhs)

	For the 9 months ended Dec 31, 2023 (Unaudited)	For the 9 months ended Dec 31, 2022 (Unaudited)	For the Year ended March 31, 2023 (Audited)
<b>Note 30. Operating Expenses</b>			
Software, Hardware and Other Material Cost	21,348.20	18,324.26	25,490.11
	<b>21,348.20</b>	<b>18,324.26</b>	<b>25,490.11</b>
<b>Note 31. Changes in Inventories of Raw Material, Finished Goods and Stock-in-trade</b>			
<b>Stock at the beginning of the period</b>			
Raw Material	18.15	26.56	26.56
Finished Goods (including goods in transit)	45.96	150.37	150.37
Stock-in-Trade	2,733.41	1,923.53	1,923.53
<b>Total (A)</b>	<b>2,797.52</b>	<b>2,100.46</b>	<b>2,100.46</b>
<b>Stock at the end of the period</b>			
Raw Material	16.53	16.18	18.15
Finished Goods (including goods in transit)	28.26	46.37	45.96
Stock-in-Trade	2,185.83	3,008.64	2,733.41
<b>Total (B)</b>	<b>2,230.62</b>	<b>3,071.19</b>	<b>2,797.52</b>
<b>Changes in Inventories (A-B)</b>	<b>566.90</b>	<b>(970.73)</b>	<b>(697.06)</b>
<b>Note 32. Employee Benefits Expense</b>			
Salaries, Wages and Bonus	21,418.75	14,785.32	20,304.59
Stock based compensation cost	719.28	-	-
Contributions to Provident and Other Funds	962.41	624.24	898.79
Staff Welfare Expenses	738.56	430.81	750.43
	<b>23,839.00</b>	<b>15,840.37</b>	<b>21,953.81</b>

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

(₹ in lakhs)

	For the 9 months ended Dec 31, 2023 (Unaudited)	For the 9 months ended Dec 31, 2022 (Unaudited)	For the Year ended March 31, 2023 (Audited)
<b>Note 33. Finance Costs</b>			
Interest Expense on			
- Borrowings	662.29	450.94	685.20
- Lease	59.53	83.99	135.38
Other Borrowing charges	231.98	158.13	256.48
	<b>953.80</b>	<b>693.06</b>	<b>1,077.06</b>
<b>Note 34. Depreciation and Amortisation Expenses</b>			
Depreciation on Property, Plant and Equipment	875.21	621.75	873.32
Amortisation on Other Intangible Assets	188.04	98.52	169.29
Depreciation on Right-of-Use Asset	442.50	431.05	542.39
	<b>1,505.75</b>	<b>1,151.31</b>	<b>1,585.00</b>
<b>Note 35. Other Expenses</b>			
Travelling and Conveyance Expenses	1,302.54	925.39	1,120.28
Legal and Professional Charges	797.03	729.94	1,028.00
Short Term Lease	144.24	187.33	212.94
Rates and Taxes	284.32	134.49	164.07
Electricity Expenses	89.07	60.74	82.14
Communication Expenses	152.33	170.36	288.60
Repairs and Maintenance Expenses	267.83	112.39	246.49
Subscription and Membership	134.06	75.26	134.24
Commission and Business Promotions	384.78	185.38	188.22
Recruitment Expenses	110.24	143.73	248.86
Insurance Charges	107.56	52.97	71.04
Housekeeping and Security Charges	-	56.74	57.99
Provisions for doubtful receivables (net of reversal)	53.31	59.01	(160.03)
Bad debts of receivables/advances	29.64	-	462.50
Foreign exchange fluctuation Loss	-	-	194.58
Expenditure on Corporate Social Responsibility	23.25	-	56.38
Others Miscellaneous Expenses	341.94	318.77	285.44
	<b>4,222.14</b>	<b>3,212.49</b>	<b>4,681.75</b>

# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

(₹ in lakhs)

	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
<b>Note 36 Contingent Liabilities and Commitment</b>			
<b>Contingent Liabilities and Commitment</b> (as represented by the Management)			
(i) Guarantees given by the Company on behalf of its Subsidiaries	4,046.21	3,839.39	3,847.24
(ii) Disputed Liabilities not provided for Taxation matters and legal cases	1,157.21	17.90	17.90
(iii) Commitments:			
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	1,349.23	2,141.48	1,842.46

### Note 37 Segment information

The Group has identified and disclosed segment information, as “Sale of Software Services” and “Sale of Equipment and Product License”. The operating segment has been identified and reported taking into account its internal financial reporting, performance evaluation and organisational structure by geographical locations of its operations, where its service rendering activities are based. Operating Segment is reported in the manner evaluated by Board, considered as Chief Operating Decision Maker under Ind AS 108 “Operating Segment”. The accounting policies adopted for segment reporting are in line with the accounting policy of the Group.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.

Particulars	For the 9 months ended Dec 31, 2023 (Unaudited)	For the 9 months ended Dec 31, 2022 (Unaudited)	For the Year ended March 31, 2023 (Audited)
<b>Segment Revenue</b>			
(a) Sale of Software Services	43,987.96	32,770.23	44,156.88
(b) Sale of Equipment and Product License	20,072.12	14,097.13	21,776.28
<b>Total income from operations (a+b)</b>	<b>64,060.08</b>	<b>46,867.36</b>	<b>65,933.16</b>
<b>Segment Results</b>			
(a) Sale of Software Services	36,106.97	25,230.40	34,744.48
(b) Sale of Equipment and Product License	6,038.02	4,283.43	6,395.63
<b>Total (a+b)</b>	<b>42,144.99</b>	<b>29,513.83</b>	<b>41,140.11</b>
<b>Less: Unallocable expenses</b>			
Employee benefits expense	23,839.00	15,840.37	21,953.81
Finance costs	953.80	693.06	1,077.06
Depreciation and amortisation expenses	1,505.75	1,151.31	1,585.00
Other expenses	4,222.14	3,212.49	4,681.75
Add: Unallocable other income	764.85	135.65	433.19
Add: 'Share of Profit/(Loss) of the associates	-	(43.48)	(43.48)
<b>Profit before tax</b>	<b>12,389.14</b>	<b>8,708.77</b>	<b>12,232.20</b>

Assets & liabilities used in the Company’s business are not identified to any of the reportable segment, as these are used interchangeably between segments. The Management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

	For the 9 months ended Dec 31, 2023 (Unaudited)	For the 9 months ended Dec 31, 2022 (Unaudited)	For the Year ended March 31, 2023 (Audited)
<b>Note 38</b>			
<b>Earnings Per Share (EPS)</b>			
Basic and Diluted EPS			
(a) Profit attributable to Equity Shareholders	10,249.47	7,224.45	9,732.93
(c) Weighted average number of Equity Shares (Basic )	2,31,29,740	2,28,00,165	2,28,00,165
(c) Weighted average number of Equity Shares (Diluted)	2,40,00,110	2,28,00,165	2,28,00,165
(d) Earnings per Share			
- Basic Earnings per Share of ₹ 10 each ( In ₹)	44.31	31.69	42.69
- Diluted Earnings per Share of ₹ 10 each ( In ₹)	42.71	31.69	42.69

### Note 39

#### Financial Instruments

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

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

The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

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

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(₹ in lakhs)

The carrying values of the financial instruments by categories were as follows:

Particulars	As at Dec 31, 2023		As at Dec 31, 2022		As at March 31, 2023	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
<b>At Amortised Cost</b>						
(i) Investments	18.42	-	3,591.32	-	3,591.54	-
(ii) Trade receivables	25,576.50	-	21,702.04	-	19,939.50	-
(iii) Cash and Bank Balance	5,500.16	-	3,531.81	-	4,281.43	-
(vi) Other financial assets	17,123.64	-	11,737.64	-	12,086.25	-
At FVTPL	Nil	-	Nil	-	Nil	-
At FVOCI	Nil	-	Nil	-	Nil	-
<b>Financial Liabilities</b>						
<b>At Amortised Cost</b>						
(i) Borrowings	10,752.06	-	9,643.13	-	7,463.72	-
(ii) Lease Liability	1,286.67	-	582.18	-	1,367.03	-
(iii) Trade payables	10,346.94	-	14,213.26	-	11,956.59	-
(iv) Other financial liabilities	9,597.51	-	3,283.51	-	4,692.23	-
At FVTPL	Nil	-	Nil	-	Nil	-
At FVOCI	Nil	-	Nil	-	Nil	-

# Aurionpro Solutions Limited

## Notes to the interim consolidated condensed financial statements

### Note 40

#### (A) Related Parties : where control exists

##### (i) Key Managerial Person

- 1 Paresh Zaveri (Chairman and Director)
- 2 Ashish Rai (Chief Executive Officer) (w.e.f.October 26,2023)
- 3 Ninad Kelkar (Company Secretary)
- 4 Vipul Parmar (Chief Financial Officer)

##### (ii) Other Related Parties Company

- 1 Trejhara Solutions Limited
- 2 Auroscient Outsourcing Ltd
- 3 Trejhara Pte. Ltd.
- 4 Groei Consultancy LLP
- 5 Sena Systems India Pvt Ltd

##### (iii) Independent Directors

- 1 Dr. Mahendra Mehta
- 2 Frank Osusky
- 3 Sudha Bhushan
- 4 Dr. Rajeev Uberoi (w.e.f. 14/12/2022)

##### (iv) Non Executive Directors

- 1 Amit Sheth (Co-Chairman and Director)
- 2 Ashish Rai (Vice Chairman and Director) (upto October 25,2023)
- 3 Ajay Sarupria (Non Executive Directors)

##### (v) Individual

- 1 Ashish Sheth (Relative of Co-Chairman and Director)

#### (B) Transactions during the year with Related Parties

Particulars	(₹ in lakhs)		
	As at Dec 31, 2023 (Unaudited)	As at Dec 31, 2022 (Unaudited)	As at March 31, 2023 (Audited)
Revenue from Operations	1,688.31	539.84	808.78
Other Income	13.50	56.64	58.51
Operating Expenses	1,201.43	1,684.13	2,247.31
Other Expenses	83.25	62.00	82.67
Recovery of Expenses	-	316.59	566.64
Investment	-	3,582.00	3,582.00
Trade Receivable	692.34	157.48	155.30
Other Financial Assets			
(i) Other Receivables	-	234.00	-
Other Current Assets			
(i) Prepaid Expenses	-	-	948.07
(ii) Advance to Supplier & Service Provider	659.53	-	1,833.92
(iii) Other Receivables	-	10,437.74	8,135.45
Borrowings-Current	52.69	91.23	175.67
Trade Payables	6.75	2.75	-
Other Current Liabilities	702.07	358.00	283.00
Dividend Paid	266.23	268.99	268.99
Managerial Remuneration			
(i) Salaries and Other Benefits	375.61	172.07	229.58
(ii) Contributions to Defined Contribution Plans	3.77	3.28	4.37

# Aurionpro Solutions Limited

## Notes to the interim condensed consolidated financial statements

### Note 41. Prior Periods Comparative

The previous period/year figures have been regrouped / reclassified wherever necessary to make them comparable with those of the current period.

### Note 42. Authorisation of Interim Condensed Financial Statements

The Interim Condensed Financial Statements were approved by the Board of Directors on 03 April, 2024.

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As per our attached report of even date  
FOR C K S P AND CO LLP  
Chartered Accountants  
Firm Registration No. 131228W/W100044

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

Debmalya Maitra  
Partner  
Membership No 053897

Paresh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place: Singapore  
Date : 03 April, 2024

Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place: Navi Mumbai  
Date : 03 April, 2024

Place: Navi Mumbai  
Date : 03 April, 2024

Ninad Kelkar  
Company Secretary  
Place: Navi Mumbai  
Date : 03 April, 2024

Vipul Parmar  
Chief Financial Officer  
Place: Navi Mumbai  
Date : 03 April, 2024



### INDEPENDENT AUDITOR'S REPORT

To the Members of Aurionpro Solutions Limited

Report on the Audit of the Consolidated Financial Statements

#### Opinion

1. We have audited the accompanying consolidated financial statements of Aurionpro Solutions Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together to be referred to as 'the Group') and joint ventures, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements')

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at 31<sup>st</sup> March, 2023, the consolidated profit and consolidated total comprehensive profit, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

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



## Key Audit Matters

3. Key Audit Matters ('KAM') are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current audit period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the KAM to be communicated in our report.

Key Audit Matter	Auditors' Response
<p><b>(1) Revenue from Fixed Price Contracts:</b></p> <p>Revenue from fixed price contracts, where the performance obligations are satisfied over time, has been recognized using the percentage of completion method and computed as per the input method based on the Company's estimate of contract costs.</p> <p>Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.</p> <p>The application of Ind AS 115 "Revenue from Contracts with Customers" involves Key judgements relating to (1) identification of distinct performance obligations (2) determination of transaction price of the said identified performance obligations (3) allocation of transaction price to the said performance obligations (4) basis for recognition of revenue over a period.</p> <p>Refer Note 27.1 to the Consolidated Financial Statements.</p>	<p>We tested the effectiveness of controls relating to recording and computing revenue and associated contract assets, unearned and deferred revenue balances.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as under:</p> <ul style="list-style-type: none"> <li>▪ Selected samples of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We performed procedures involving enquiry and observation, verification of evidence in respect of operation of these controls.</li> <li>▪ Tested the IT systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the said Ind AS.</li> <li>▪ Selected a sample of continuing and new contracts and performed certain procedures.</li> </ul>
<p><b>(2) Net realisable value (NRV) of Inventory</b></p> <p>The Company deals in information technology products, which includes hardware, software and assembling of machines which may be subject to changing customer demands and technology evolution over the time.</p> <p>Company uses IT technology / products primarily in assembling / resale of the above products. Significant degree of judgment is thereby required to assess the NRV of the</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient audit evidence:</p> <p>Assessed the appropriateness of the accounting policy for inventories as per relevant Indian accounting standards.</p> <ul style="list-style-type: none"> <li>• Evaluated the design and implementation of key internal financial controls with respect to</li> </ul>



<p>inventories and appropriate write down of items.</p> <p>Such judgment includes Company's expectations for future sale, inventory liquidation plans and future selling prices less cost to sell &amp; modification cost.</p> <p>In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of software &amp; hardware including assemble machines has been identified as a key audit matter.</p> <p>Refer Note 9 to the Consolidated Financial Statements.</p>	<p>determination of NRV and tested the operating effectiveness of such controls on selected transactions.</p> <ul style="list-style-type: none"> <li>• Verified inventory ageing report by testing samples, selected using statistical sampling method.</li> <li>• Tested the weighted average rate computation of inventory samples, selected using statistical sampling method.</li> </ul> <p>Evaluated the judgement and assumptions taken for valuation of inventory.</p>
<p><b>(3) Allowance for credit losses</b></p> <p>The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the geographical location where it operates.</p> <p>In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.</p> <p>We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.</p> <p>Refer Note 34 to the Consolidated Financial Statements.</p>	<p>Our audit procedures related to the allowance for credit losses for trade receivables and unbilled revenue included the following, among others:</p> <p>We tested the effectiveness of controls over the</p> <ol style="list-style-type: none"> <li>(1) development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions</li> <li>(2) completeness and accuracy of information used in the estimation of probability of default and</li> <li>(3) Computation of the allowance for credit losses.</li> </ol> <p>For a sample of customers:</p> <p>We tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information.</p> <p>We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.</p>

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

4. The Holding Company's management and Board of Directors are responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including annexures to Director's Report, Corporate Governance Report and Shareholder's information, but does not include the consolidated financial statements and our auditors' report thereon.



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

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

If, based on the work we have performed on the other information obtained prior to date of this audit report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibilities for the Consolidated Financial Statements**

6. The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group, including its joint venture, in accordance with the Ind AS and other accounting principles generally accepted in India. The respective management and Board of Directors of the Companies included in the Group and of its joint venture are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, and of its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by management and directors of the Holding Company, as aforesaid.
7. In preparing the consolidated financial statements, the respective management and Board of Directors of the Companies included in the Group and of its joint venture, are responsible for assessing the ability of the Group and its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management and Board of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

8. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and



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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India, have adequate internal financial controls with reference to financial statements 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 and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.



We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in para (a) of the section titled 'Other Matters' in this audit report, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

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

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

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

## Other Matters

9. a) The consolidated financial statements include the audited consolidated (where applicable) financial statements of certain subsidiaries and joint venture whose financial statements / financial information reflect Group's share of total assets of Rs.66,678.53 lakhs as at 31st March 2023, Group's share of total revenue of Rs.22,031.94 lakhs, Group's share of total net profit after tax of Rs.9,338.76 lakhs and Group's share of net cash inflows of Rs.431.41 lakhs for the year ended on that date, as considered in the consolidated financial statements, which have been audited by their respective independent auditors whose reports have been furnished to us by the management of the Company and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture and our report in terms of section 143(11)(3) of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

Of the aforesaid subsidiaries companies and joint venture, certain subsidiaries, are located outside India whose financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the audited financial statements of these subsidiaries companies and joint venture, located outside



India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments made by the Company's management have been compiled and certified by the independent chartered accountants. Our opinion in so far as it relates to the amounts and disclosures of these subsidiary companies and joint venture, located outside India is based on the report of other auditors and conversion adjustments prepared by management of the Holding Company and compiled by the independent chartered accountants.

- b) The consolidated financial statements include the unaudited financial statements of certain subsidiaries whose financial statements / financial information reflect Group's share of total assets of Rs.17,804.76 lakhs as at 31st March 2023, Group's share of total revenue of Rs.10,173.16 lakhs, Group's share of total net profit after tax of Rs.5,629.70 lakhs and Group's share of net cash outflow of Rs.196.30 lakhs for the year ended on that date, as considered in the consolidated financial statements. These unaudited financial statements / financial information have been prepared by the management based on the financial statements as approved by the respective Board of Directors of these subsidiaries companies which have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(11)(3) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such board approved financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors of the Holding Company, this financial statements/financial information are material to the Group.

Of the aforesaid subsidiaries, certain subsidiaries companies are located outside India whose financial information have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's management has converted the financial statements of these subsidiaries entities, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments made by the Company's management have been compiled and certified by the independent chartered accountants. Our opinion in so far as it relates to the amounts and disclosures of these subsidiaries companies, located outside India is based on the conversion adjustments prepared by management of the Holding Company and compiled by the independent chartered accountants.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on work done and the reports of the other auditors referred into sub-paragraph (a) above, and the financial statements / financial information approved by the Board referred in sub-paragraph (b) above.

### Report on Other Legal and Regulatory Requirements

10.

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order" / "CARO"), issued by the Central Government of India in terms of section 143(11) of the Act, according to information and explanations provided to us, based on our audit and on consideration of the reports issued by the respective independent auditors of such group Companies incorporated



in India, as noted in the 'Other Matter' paragraph, we give in the 'Annexure 1', a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on consideration of reports of other auditors on separate financial statements and the other financial information of subsidiaries and joint venture as noted in sub-paragraph (a) of 'Other Matters' paragraph, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of the subsidiary companies incorporated in India, none of the directors of any such company is disqualified as on 31st March, 2023 from being appointed as a director of that company in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, subsidiary companies and joint venture incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' report on the Holding Company and its subsidiary companies incorporated in India. Based on these reports, our report expresses an unmodified opinion on the existence and operating effectiveness of the Group's internal financial control with reference to Consolidated financial statements;
- g) In our opinion and to the best of our information and according to the explanations given to us, the holding company and none of its subsidiaries, which are incorporated in India, has paid any remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statement of subsidiaries as noted in the "Other Matter" paragraph:






- i. The Holding Company and its subsidiary companies included in the consolidation does not have any pending litigations which have impact on its financial positions on its consolidated financial statements.
- ii. The Holding Company and its subsidiary companies included in the consolidation did not have any long-term contracts, including derivative contracts, and hence there are no material foreseeable losses from these contracts.
- iii. There is no amount as on 31st March 2023, which is required to be transferred by the Holding Company and its subsidiaries to the Investors Education and Protection Fund.
- iv.
  - a) The respective Management of the Holding Company and its subsidiaries which are incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies), 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 or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The Management of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented, that, to the best of its knowledge and belief, no funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. 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 w.e.f. 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 31st March, 2023.
- vi. As stated in Note 16.2 to the consolidated financial statements,



- a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
11. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us and auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable as provided to us by the Management of the Parent, we report that, there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

**For CHOKSHI & CHOKSHI LLP**  
**Chartered Accountants**  
**FRN - 101872W/W100045**

  
**Vineet Saxena**  
**(Partner)**  
**M. No: 100770**  
**UDIN: 23100770BGXLHB2925**



**Place: Navi Mumbai**  
**Date: 16<sup>th</sup> May 2023**

**ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT**  
(Referred to in paragraph 11(f) under 'Report on Other Legal and Regulatory Requirements'  
section of our report to the members of Aurionpro Solutions Limited of even date.)

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Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to consolidated financial statements of Aurionpro Solutions Limited ("the Holding Company") and its subsidiary companies incorporated in India, as of and for the year ended 31st March 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether existence of internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial statements of the Holding Company and its subsidiary companies, which are companies incorporated in India.



## Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that-

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. 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
- iii. 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 with reference to financial statements

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

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have maintained, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2023, based on the internal control with reference to financial statements criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
FRN - 101872W/W100045

  
Vineet Saxena  
(Partner)  
M. No: 100770  
UDIN - 23100770BGXLHB2925



Place: Navi Mumbai  
Date: 16<sup>th</sup> May 2023

**Annexure 1 referred to in Paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date**

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, and based on the consideration of reports of auditors in respect of subsidiaries, we state that the qualifications or adverse remarks by the respective auditors in their reports on Companies (Auditor's Report) Order, 2020 of the companies included in the Consolidated Financial Statements as under:

Sr.No	Name	CIN	Nature of Relationship	Clause number of the CARO report which is qualified or is adverse
1	Aurionpro Toshi Automatic Systems Private Limited	U31903DL2011PTC218013	Subsidiary	xvii
2	Aurofide! Outsourcing Limited	U72900MH2008PLC179836	Subsidiary	xvii
3	Aurionpro Payment Solutions Private Limited	U72900MH2021PTC364601	Subsidiary	xvii

**For CHOKSHI & CHOKSHI LLP**  
**Chartered Accountants**  
**FRN - 101872W/W100045**

  
**Vineet Saxena**  
**(Partner)**  
**M. No: 100770**  
**UDIN - 23100770BGXLHB2925**



**Place: Navi Mumbai**  
**Date: 16<sup>th</sup> May 2023**

# Aurionpro Solutions Limited

## Consolidated Balance Sheet as at 31st March, 2023

(₹ in lakhs)

	Note	As at 31 March, 2023	As at 31 March, 2022
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	8,515.96	5,748.87
(b) Capital Work-in-Progress	3	326.11	1,281.17
(c) Right-of-Use Assets	3	1,297.97	405.86
(d) Goodwill	4	8,498.09	6,731.11
(e) Other Intangible Assets	4	2,962.60	1,563.60
(f) Intangible Assets under Development	4	297.87	108.17
(g) Financial Assets			
(i) Investments	5	3,591.54	4,041.20
(ii) Other Financials Assets	6	945.43	990.70
(h) Income Tax Assets (net)		596.76	883.70
(i) Deferred Tax Assets (net)	7	853.23	696.97
(j) Other Non Current Assets	8	1,299.80	919.56
		<b>29,185.36</b>	<b>23,370.91</b>
<b>Current Assets</b>			
(a) Inventories	9	2,797.52	2,100.46
(b) Financial Assets			
(i) Trade Receivables	10	19,939.50	13,036.72
(ii) Cash and Cash Equivalents	11	2,402.12	4,044.12
(iii) Bank Balance other than (ii) above	12	1,879.31	1,726.15
(iv) Other Financial Assets	13	11,140.82	7,424.62
(c) Other current assets	14	17,520.08	12,995.43
		<b>55,679.35</b>	<b>41,327.50</b>
<b>TOTAL ASSETS</b>		<b>84,864.71</b>	<b>64,698.41</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	2,280.02	2,280.02
(b) Other Equity	16	47,492.40	37,406.85
<b>Equity attributable to Equity Shareholders</b>		<b>49,772.42</b>	<b>39,686.87</b>
Non Controlling Interest	17	1,732.71	668.47
<b>Total Equity</b>		<b>51,505.13</b>	<b>40,355.34</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	2,899.71	3,216.33
(ii) Lease Liability	39	812.04	71.51
(b) Other Non Current Liabilities	19	702.95	974.47
(c) Provisions	20	450.91	515.71
		<b>4,865.61</b>	<b>4,778.02</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	4,564.01	2,513.32
(ii) Lease Liability	39	554.99	334.48
(iii) Trade Payables	22		
Total Outstanding dues of Micro enterprises and Small Enterprises		3,383.81	441.88
Total outstanding dues of creditors other than micro enterprises and small enterprise		8,572.78	6,906.11
(iv) Other Financial Liabilities	23	4,692.23	3,437.08
(b) Other Current Liabilities	24	5,136.58	4,730.14
(c) Provisions	25	767.87	533.31
(d) Current Tax Liabilities (net)	26	821.70	668.73
		<b>28,493.97</b>	<b>19,565.05</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>84,864.71</b>	<b>64,698.41</b>
Significant accounting policies	1-2		
The accompanying notes are an integral part of the consolidated financial statements.	3-47		

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045

  
**Vineet Saxena**  
 Partner  
 Membership No 100770



For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN- L99999MH1997PLC111637

  
**Parash Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Navi Mumbai

  
**Ninad Kelkar**  
 Company Secretary  
 Place : Navi Mumbai

  
**Amit Sheth**  
 Co-Chairman & Director  
 DIN : 00122523  
 Place : Navi Mumbai

  
**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai

Date : 16<sup>th</sup> May, 2023  
 Place : Navi Mumbai

# Aurionpro Solutions Limited

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

(₹ in lakhs)

	Note	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>1 Income</b>			
(a) Revenue from Operations	27	65,933.16	50,501.22
(b) Other Income	28	433.19	509.77
<b>(c) Total Income ((a)+(b))</b>		<b>66,366.35</b>	<b>51,010.99</b>
<b>2 Expenses</b>			
(a) Operating Expenses	29	25,490.11	17,987.98
(b) Change in Inventories of Raw Material, Finished Goods and Stock-in-Trade	30	(697.06)	499.89
(c) Employee Benefits Expense	31	21,953.81	17,595.03
(d) Finance Costs	32	1,077.06	783.84
(e) Depreciation and Amortisation Expenses	33	1,585.00	1,397.91
(f) Other Expenses	34	4,681.75	3,280.65
<b>(g) Total Expenses ((a) to (f))</b>		<b>54,090.67</b>	<b>41,545.30</b>
<b>3 Profit before Share of Profit of Associates, Exceptional Items and Tax (1(c)-2(g))</b>		<b>12,275.68</b>	<b>9,465.69</b>
4 Share of Profit of Associates		(43.48)	-
<b>5 Profit before Exceptional Items and Tax (3+4)</b>		<b>12,232.20</b>	<b>9,465.69</b>
6 Exceptional Items		-	-
<b>7 Profit before Tax (5-6)</b>		<b>12,232.20</b>	<b>9,465.69</b>
<b>8 Tax Expense:</b>	7		
(a) Current Tax		2,269.66	1,818.56
(b) Deferred Tax Charge/ (Credit)		(226.03)	89.75
<b>Total Tax Expenses (a+b)</b>		<b>2,043.63</b>	<b>1,908.31</b>
<b>9 Profit after Tax (7-8)</b>		<b>10,188.57</b>	<b>7,557.38</b>
<b>10 Other Comprehensive Income / (Loss) Items that will not be reclassified subsequently to profit and loss</b>			
Re-measurement losses on defined benefit plans (net of tax)		(82.85)	(83.70)
Foreign Exchange gain on translation of financial statements of foreign subsidiaries / joint venture		268.25	30.61
<b>11 Other Comprehensive Income/ (Loss)</b>		<b>185.40</b>	<b>(53.09)</b>
<b>12 Total Comprehensive Income (9+11)</b>		<b>10,373.97</b>	<b>7,504.29</b>
<b>13 Profit for the year attributable to :</b>			
(a) Equity holders of the company		9,732.93	7,067.18
(b) Non Controlling Interest		455.64	490.20
<b>14 Total Comprehensive Income attributable to :</b>			
(a) Equity holders of the company		9,910.04	7,017.53
(b) Non Controlling Interest		463.93	486.76
<b>15 Earnings per equity share</b>	38		
-Basic and Diluted (in Rs.)		42.69	31.00
The accompanying notes are an integral part of the consolidated financial statements.	3-47		

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045

  
**Vineet Saxena**  
 Partner  
 Membership No 100770



For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN-L99999MH1997PLC111637

  
**Paresh Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Navi Mumbai

  
**Amit Sheth**  
 Co-Chairman & Director  
 DIN : 00122623  
 Place : Navi Mumbai

Date : 16<sup>th</sup> May, 2023  
 Place : Navi Mumbai



  
**Nishad Kelkar**  
 Company Secretary  
 Place : Navi Mumbai

  
**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai

# Aurionpro Solutions Limited

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

(₹ in lakhs)

### (a) Equity share capital

Balance as at 1 April, 2022	Changes in equity share capital due to prior period errors	Restated balance as at 1 April, 2022	Changes in equity share capital during the year	Balance as at 31 March, 2023
2280.02	-	2,280.02	-	2,280.02

Balance as at 1 April, 2021	Changes in equity share capital due to prior period errors	Restated balance as at 1 April, 2021	Changes in equity share capital during the year	Balance as at 31 March, 2022
2280.02	-	2,280.02	-	2,280.02

### (b) Other Equity

Particulars	Attributable to the equity holders of the parent								Total
	Reserves and Surplus					Foreign Currency Translation Reserve	Other Comprehensive Income	Restructuring Reserve	
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Statutory Reserve	Retained Earnings				
<b>Balance as at 31 March, 2021</b>	485.70	27,131.24	83.61	29.90	24,617.91	2,207.06	(996.73)	(22,192.00)	31,366.70
Surplus of Statement of Profit and Loss	-	-	-	-	7,067.18	-	-	-	7,067.18
Other comprehensive income/ (loss) for the year (net of tax)	-	-	-	-	-	-	(53.09)	-	(53.09)
<b>Total comprehensive income for the year</b>	-	-	-	-	7,067.18	-	(53.09)	-	7,014.09
Additions/ (Deduction) during the year	(18.93)	-	-	0.94	-	(955.94)	-	-	(973.93)
<b>Balance as at 31 March, 2022</b>	466.77	27,131.24	83.61	30.84	31,685.09	1,251.12	(1,049.82)	(22,192.00)	37,406.85
Surplus of Statement of Profit and Loss	-	-	-	-	9,732.93	-	-	-	9,732.93
Other comprehensive income/ (loss) for the year (net of tax)	-	-	-	-	-	-	185.40	-	185.40
<b>Total comprehensive income for the year</b>	-	-	-	-	9,732.93	-	185.40	-	9,918.33
Additions/ (Deduction) during the year	(2.74)	-	-	2.71	(570.00)	737.25	-	-	167.22
<b>Balance as at 31 March, 2023</b>	464.03	27,131.24	83.61	33.55	40,848.02	1,988.37	(864.42)	(22,192.00)	47,492.40

The accompanying notes 3 to 47 are an integral part of the consolidated financial statements.

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN- L99999MH1997PLC111637

  
**Vineet Saxena**  
 Partner  
 Membership No 100770




  
**Paresh Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Navi Mumbai

  
**Amit Sheth**  
 Co-Chairman & Director  
 DIN : 00122623  
 Place : Navi Mumbai

Date : 16<sup>th</sup> May, 2023  
 Place : Navi Mumbai



  
**Ninad Kelkar**  
 Company Secretary  
 Place : Navi Mumbai

  
**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai



# Aurionpro Solutions Limited

## Consolidated Statement of Cash Flow for the year ended 31st March, 2023

(₹ in lakhs)

		For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>A</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit before tax	12,232.20	9,465.69
	<b>Adjustments :</b>		
	Depreciation and Amortisation Expense	1,585.00	1,397.91
	Interest Income	(292.09)	(146.44)
	Interest Expenses	820.58	617.72
	Bad debts	462.50	5.93
	Provision for doubtful debts	(160.03)	(40.40)
	Loss on sale of Property, Plant and Equipment (PPE)	-	8.66
	Foreign exchange differences (Gain)/ Loss (net)	651.62	(391.62)
	<b>Operating Profit before working capital changes</b>	<b>15,299.78</b>	<b>10,917.45</b>
	<b>Movements in Working Capital</b>		
	Decrease/ (Increase) in Inventories	(697.06)	227.63
	Decrease/ (Increase) in Trade Receivables and Other Assets	(15,218.29)	(6,313.54)
	Increase/ (Decrease) in Trade Payables, Other Liabilities	6,770.04	3,386.65
		<b>(9,145.31)</b>	<b>(2,699.26)</b>
	<b>Cash Generated from Operations</b>	<b>6,154.47</b>	<b>8,218.19</b>
	Income taxes paid (net of refunds)	(2,065.92)	(2,014.08)
	<b>Net cash Generated from Operating Activities</b>	<b>4,088.55</b>	<b>6,204.11</b>
		(A)	
<b>B</b>	<b>Cash flow from Investing Activities</b>		
	Purchase of PPE and Other Intangible Assets	(4,593.32)	(1,301.54)
	Sale/ (Purchase) of Investment (net)	(1,166.57)	3,951.47
	Interest received	281.88	146.03
	Proceeds from/ (Used in) Fixed deposits with Banks	(91.11)	285.97
	<b>Net cash Generated/ (used in) from Investing Activities</b>	<b>(5,569.12)</b>	<b>3,081.93</b>
		(B)	
<b>C</b>	<b>Cash flow from Financing Activities</b>		
	Proceeds/ (Repayment) Long-Term Borrowings (net)	59.34	(2,881.60)
	Proceeds/ (Repayment) of Short-Term Borrowings (net)	1,674.73	(3,218.24)
	Dividend paid	(570.00)	-
	Repayment of Lease Liabilities	(608.71)	(558.48)
	Interest paid	(716.79)	(802.91)
	<b>Net cash Used in Financing Activities</b>	<b>(161.43)</b>	<b>(7,461.23)</b>
		(C)	
	<b>Net Increase/ (Decrease) In Cash and Cash Equivalents</b>	<b>(1,642.00)</b>	<b>1,824.81</b>
	Cash and Cash Equivalents at beginning of year	4,044.12	2,219.31
	<b>Cash and Cash Equivalents at end of year</b>	<b>2,402.12</b>	<b>4,044.12</b>

**Notes:**

- Cash and Cash Equivalents includes cash and bank balances including Fixed Deposits with original maturity less than 3 months.
- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

The accompanying notes 3 to 47 are an integral part of the consolidated financial statements.

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN- L99999MH1997PLC111637

  
**Vineet Saxena**  
 Partner  
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**Paresh Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Navi Mumbai

  
**Amit Sheth**  
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 Place : Navi Mumbai

Date : 16<sup>th</sup> May, 2023  
 Place : Navi Mumbai



  
**N. P. K. Kelkar**  
 Company Secretary  
 Place : Navi Mumbai

  
**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai

# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

### General Information and Significant Accounting Policies

#### 1. Company overview

Aurionpro Solutions Limited (hereinafter referred to as "the Company" or "the Parent Company") and its subsidiaries and Joint ventures (hereinafter collectively referred to as "the Group") is a public limited company incorporated and domiciled in India and has its registered office at Synergia IT Park, Plot No-R-270, T.T.C., Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai-400701 Maharashtra, India. The Company's equity shares are listed on the National Stock Exchange Limited and BSE Limited in India.

The Group leverage industry leading IP (Intellectual Property) to deliver tangible business results for global corporations. The Group's cutting-edge industry leading IP and products are designed to solve challenges for clients in areas of Transaction Banking Platform, Customer Experience (ACE Platform), Smart city and Smart Transportation experience.

The Group cater end-to-end transaction banking solutions through 'iCashpro+' and the next generation transaction banking platform that reflects our deep insight and knowledge gained over a decade of working with some of the marquee customers across region, lending platform 'SmartLender' continues to be the platform of choice across leading banks and facilitated their credit approval process through a completely automated mode and Customer Experience (ACE Platform), an integrated design platform which deliver automation and Self-service technologies to handle customer targeted needs in Banking and Financial services.

The Group has been also on the forefront of India's smart cities and mobility initiatives. The Group have successfully created Digital Urban Infrastructures that can help citizens realize their aspirations using a combination of disruptive technologies backed by a strong service network.

#### 2. Significant accounting policies

##### 2.1 Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, and other provisions of the Act to the extent notified and applicable.

##### 2.2 Basis of preparation & presentation

These consolidated financial statements have been prepared and presented under historical cost basis, except for certain financial instruments which are measured at fair values or at amortised cost at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The statement of Consolidated financial position (including Consolidated statement of changes in equity) and the Consolidated statement of profit and loss are prepared and presented in the format prescribed in Division II of Schedule III to the Companies Act, 2013.

The Consolidated cash flow statement has been prepared under indirect method and presented as per the requirements of Ind AS 7

"Cash Flow Statements". The disclosure requirements with respect to items in the Consolidated balance sheet and Consolidated statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to 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.

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 consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated. Per share data are presented in Indian Rupees.

##### 2.3 Principles of Consolidation

The Consolidated Financial Statements relate to the Group. The Group controls an entity when it has power over the entity, it is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interest in associates and the joint venture are accounted for using the equity method. The financial statements of entities are included in the consolidated financial statements from the date on which control commences and until the date on which control ceases. The Consolidated Financial Statements have been prepared on the following bases.

(a) The financial statements of the parent Company and its subsidiaries are consolidated by combining like items of assets, liabilities, incomes and expenses and cash flows after fully eliminating intra group balances and intra group transactions resulting in unrealized profit or loss in accordance with the Indian Accounting Standard ("Ind AS") 110 "Consolidated Financial Statements" as referred to in the Indian Accounting Standards Rules, 2015 and as amended from time to time.

(b) Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of investment or on the date of the financial statements immediately preceding the date of investment in subsidiaries are recognised as Goodwill or Capital Reserve, as the case may be. Investment in associates and joint ventures are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and other comprehensive income (OCI) of equity accounted investees, until the date on which significant influence or joint control ceases. When the Group's share of loss in an equity accounted



## Notes to the Consolidated financial statements

investment equals or exceeds its interest in the entity, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

- (c) Changes in ownership interests for transactions with non-controlling interests that do not result in loss of control are treated as the transactions with the equity owners of the Group. For purchases from non-controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes initial carrying amount for the purpose of subsequent accounting for the retained interest as an associate, joint venture or financial asset.

- (d) Share of Non-Controlling Interest in net profit or loss of consolidated subsidiaries for the year is identified and adjusted against income of the Group in order to arrive at the net income attributable to the Equity Shareholders of the Company.
- (e) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Parent Company.
- (f) Share of Non-Controlling Interest in net assets of consolidated subsidiaries is identified and presented in the consolidated statement of profit or loss, consolidated statement of changes in equity and consolidated balance sheet respectively as a separate item from liabilities and the Shareholders' Equity.
- (g) The Consolidated Financial Statements are prepared using uniform Accounting Policies for like transactions and other events in similar circumstances and are presented in the same manner as far as possible, as the standalone financial statements of the Company.

### 2.4 Key Accounting Estimate and Judgements

The preparation of consolidated financial statements in conformity with the recognition and measurement principal of Ind AS requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at date of consolidated financial statements and reported consolidated statement of income and expense for the period presented. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The areas involving critical estimates or judgements pertaining to in the respect of percentage of completion of contracts and recognition of probable loss, useful lives of property, plant and equipment, provision for income tax and valuation of deferred tax assets, fair value measurements and other provisions and contingent liabilities. Estimates and judgements are continually evaluated. They are based on historical experience and other

factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

### Percentage of completion of contracts

The Group uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method relies on estimates of total expected contract revenue and costs. This method is followed where reasonable dependable estimate of the revenue and costs applicable to various elements of the contract can be made. Key factors reviewed to estimate the future costs to complete include estimates of future manpower costs and productivity efficiency. These estimates are assessed continually during the term of the contracts and the recognised revenue and profit are subject to revision as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. (The policy for the same has been explained under Note 2.5)

### Useful lives of property, plant and equipment

The Group reviews the useful life and residual value of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. (The policy for the same has been explained under Note 2.6).

**Income Taxes:** The Group provides for tax considering the applicable tax regulations and based on probable estimates. The recognition of deferred tax assets is based on estimates of sufficient taxable profits in the Group against which such assets can be utilized. (The policy for the same has been explained under Note 2.11).

**Provisions and contingent liabilities:** Provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. (The policy for the same has been explained under Note 2.20)

**Fair Value Measurements:** When the fair value of the financial assets or financial liabilities recorded or disclosed in the Consolidated Financial Statements cannot be measured at quoted price in the active markets, their fair value is measured using the valuation techniques. The input to these valuation techniques are taken from observable markets, wherever possible, but where these is not feasible, a degree of judgment is required in establishing fair values. (The policy for the same has been explained under Note 2.22 and Note 2.23)

### 2.5 Revenue recognition

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material and job contracts is recognized as and when the related services are performed (units delivered, efforts expended, number of transactions processed etc.) and revenue from the end of last invoicing to reporting date is recognized as unbilled revenue. Invoicing in excess of revenues are recognized as unearned revenues. Revenue on fixed price contracts is recognized where performance obligations are satisfied over time and there is no uncertainty as to measurement.



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

or collectability of consideration on the percentage of completion method. Efforts and costs expended have been used to measure progress towards completion since there is direct relationship between input and productivity. Revenue recognised for any fee or commission to which it expects to be entitled in exchange for arranging for the other party to provide its goods or services.

Revenue from sale of licenses / hardware, where the customer obtains a "right to use" the licenses / hardware is recognized at the point in time when the related license / hardware is made available to the customer. Revenue from licenses / hardware where the customer obtains a "right to access" is recognized over the access period

Arrangements to deliver software products generally have three elements: license, implementation and annual maintenance. In accordance with the principles of Ind AS 115, when implementation services are provided in conjunction with the licensing arrangement, the license and implementation have been identified as two separate performance obligations. The transaction price for such contracts are allocated to each performance obligations based on their respective selling prices. Maintenance revenue in respect of software products and other products/ equipment is recognised on pro rata basis over the period of the underlying maintenance agreement. Revenue is net of discounts/ price incentives which are estimated and accounted based on the terms of the contracts and excludes applicable indirect taxes.

Revenue from leasing income is recognised on pro-rata basis over the period of the contract.

Unearned and deferred revenue represents contractual billings/ money received in excess of revenue recognised as per the terms of the contract.

Dividend income is recognised when the Group's right to receive payment is established.

Interest income is recognised on a time proportion basis using effective interest rate method.

### 2.6. Property, Plant and Equipment

Property plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure directly attributable to the acquisition of the asset and cost incurred for bringing the asset to its present location and condition for its intended use.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress" and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- i. Computers are depreciated in 6 years and certain assets of Plant and machinery and Computers used for the projects are depreciated over its project useful life.
- ii. Leasehold improvements are amortized over the period of lease term or useful life, whichever is lower.
- iii. Assets given on lease are depreciated over the shorter of lease term or their useful lives.
- iv. Individual assets costing up to Rupees five thousand are depreciated in full in the period of purchase.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively.

### 2.7. Intangible assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straightline basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. The estimated useful lives of the Computer Software in the range between 5 to 10 years.

Expenditure on development cost eligible for capitalisation are carried as intangible assets under development where such assets are not yet ready for their intended use.

Goodwill is initially recognised based on the accounting policy for business combinations. These assets are not amortised but are tested for impairment annually.

### 2.8 Leases

#### The Group as a lessee

The Group's lease asset classes primarily consist of leases for Buildings and Lease hold improvement. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.
- (iv) the Group has the right to operate the asset; or
- (v) the Group designed the assets in a way that predetermined how and for what purpose it will be used

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### The Group as a lessor

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

### 2.9 Business Combinations

The Group accounts for its business combinations under the acquisition method of accounting using fair valuation of the net asset taken over as per Ind AS 103, Business Combination. Intangible assets acquired in a business combination are recognized and reported separately from goodwill

Goodwill arising on consolidation of acquisitions represents the excess of (a) consideration paid for acquiring control and (b) acquisition date fair value of previously held ownership interest, if any, in a subsidiary over the Group's share in the fair value of the net assets (including identifiable intangibles) of the subsidiary as on the date of acquisition of control. Where the fair value of the identifiable assets and liabilities exceed the cost of acquisition, the excess is recognised as Capital Reserve.

### 2.10. Inventories

Inventories include traded goods and are valued at lower of cost or net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on the first-in, first-out (FIFO) basis.

Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value of finished goods is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

### 2.11. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign subsidiaries recognize current tax/ deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable income.

A deferred tax liability / assets is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

The Group uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.

### 2.12. Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.13. Foreign currency transactions

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity/foreign operation, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. Functional currency of each entity/foreign operation within the Group has been determined based on the primary economic environment in which that entity/foreign operations operate in, the currency in which funds are generated, spent and retained by that entity

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Nonmonetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction

Financial statements of foreign operations whose functional currency is other than Indian Rupees are translated into Indian Rupees as follows:

- a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- b) income and expenses for each income statement are translated at average exchange rates; and
- c) all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations. The portion of foreign currency translation reserve attributed to non-controlling interest is reflected as part of non-controlling interest.

### 2.14 Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as " when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

### 2.15 Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

### 2.16. Employee benefits

#### i. Short-term employee benefits

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefits includes salaries and wages, bonus and ex- gratia and compensated absences. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

#### ii. Long term employee benefits

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

##### Defined benefit plans

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

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

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

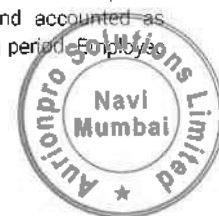
When the calculation results in a benefit to the Group, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

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

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

### 2.17. Employee's Stock Options Plan

In respect of stock options granted pursuant to the Group's Employee Stock Option Scheme, fair value of the options as at grant date is treated as discount and accounted as employee compensation cost over the vesting period. Employee



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## Notes to the Consolidated financial statements

compensation cost recognised earlier on grant of options is reversed in the period when the options are surrendered by any employee or lapsed as per the terms of the scheme.

### 2.18. Share based payments

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### 2.19. Earnings per share (EPS)

In determining Earnings per Share, the Group considers net profit after tax attributable to equity shareholders and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any, except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

### 2.20. Provisions, contingent liabilities and contingent assets

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

### 2.21. Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks and corporations. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.22. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit

or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

### Measurement and Recognition of financial instruments

The Group's accounting policies and disclosures require measurement of fair values for the financial instruments. The Group has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified. When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

#### (A) Financial Assets:

##### (i) Financial assets at amortised cost

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

##### (ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at FVTPL unless they are measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to





# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

**(iv) Derecognition**

The Group derecognises a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

**(B) Financial Liabilities**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost. Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Derecognition**

The Group derecognizes a financial liability (or a part of a financial liability) from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**(C) Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. The Group is recognised equity instrument at the proceeds received net off direct issue cost.

**(D) Offsetting of financial instruments**

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

**2.23 Impairment of assets**

**(i) Non-financial assets**

Non-financial assets are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

**(ii) Financial assets (other than a fair value)**

The Group recognise loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

**2.24 Standards issued but not effective**

Ministry of Corporate Affairs (MCA), vide notification dated 31st March, 2023, has made the following amendments to Ind AS which are effective 1st April, 2023:

- a) Amendments to Ind AS 1, Presentation of Financial Statements where the companies are now required to disclose material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.
- b) Amendments to Ind AS 8, Accounting policies, Changes in Accounting Estimates and Errors where the definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'.
- c) Amendments to Ind AS 12, Income Taxes clarify, how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

Based on preliminary assessment, the Group does not expect these amendments to have any significant impact on financial statements.





# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

### Note 3. Property, Plant and Equipment, Capital Work in Progress and Right-of-Use Assets

Particulars	(i) Property, Plant and Equipment										(ii) Capital Work in Progress	
	Computers	Furniture and fixtures	Office Equipments	Plant and machinery	Leasehold Improvements	Vehicles	Office Premises	Factory Premises	Total			
Gross Carrying value												
<b>Balance as at 31 March 2021</b>	<b>4,000.91</b>	<b>710.66</b>	<b>577.57</b>	<b>2,677.42</b>	<b>755.81</b>	<b>327.52</b>	<b>2,142.81</b>	<b>361.44</b>	<b>11,554.14</b>		<b>1,340.66</b>	
Additions	318.92	2.98	8.63	674.96	-	-	-	-	1,005.49		637.83	
Deductions	(95.47)	(20.33)	(154.56)	(21.99)	(20.58)	-	-	-	(312.93)		(697.32)	
Other adjustments	6.61	1.36	1.95	-	9.64	(3.73)	-	-	15.83		-	
<b>Balance as at 31 March 2022</b>	<b>4,230.97</b>	<b>694.67</b>	<b>433.59</b>	<b>3,330.39</b>	<b>744.87</b>	<b>323.80</b>	<b>2,142.81</b>	<b>361.44</b>	<b>12,262.53</b>		<b>1,281.17</b>	
Additions	418.50	7.46	105.06	2,805.56	15.99	-	-	-	3,352.57		326.11	
Additions on account of Acquisition (net)	3.62	9.65	8.73	114.83	5.02	11.90	-	152.41	306.16		-	
Deductions	(19.45)	(7.04)	(0.58)	(2.13)	(9.37)	(55.13)	-	-	(93.70)		(1,281.17)	
Other adjustments	(13.88)	0.78	(1.11)	-	2.69	3.14	-	-	(8.39)		-	
<b>Balance as at 31 March 2023</b>	<b>4,619.76</b>	<b>705.53</b>	<b>545.69</b>	<b>6,248.65</b>	<b>759.20</b>	<b>283.71</b>	<b>2,142.81</b>	<b>513.85</b>	<b>15,819.20</b>		<b>326.11</b>	
<b>Accumulated Depreciation</b>												
Balance as at 31 March 2021	3,766.63	489.21	490.22	476.27	555.00	128.57	114.27	66.69	6,086.86		-	
Depreciation for the year	161.12	45.74	33.38	332.26	83.02	35.81	22.64	13.65	727.63		-	
Deductions	(95.47)	(20.33)	(151.88)	(13.33)	(19.83)	-	-	-	(300.83)		-	
<b>Balance as at 31 March 2022</b>	<b>3,832.28</b>	<b>514.62</b>	<b>371.72</b>	<b>795.21</b>	<b>618.19</b>	<b>164.38</b>	<b>136.91</b>	<b>80.34</b>	<b>6,513.66</b>		-	
Depreciation for the year	156.16	42.78	43.30	497.88	56.54	38.82	22.63	15.23	873.32		-	
Deductions	(15.24)	(5.80)	(0.67)	(1.66)	(9.37)	(51.01)	-	-	(83.74)		-	
<b>Balance as at 31 March 2023</b>	<b>3,973.20</b>	<b>551.60</b>	<b>414.35</b>	<b>1,291.43</b>	<b>665.36</b>	<b>152.19</b>	<b>159.53</b>	<b>95.57</b>	<b>7,303.24</b>		-	
<b>Net Carrying Value</b>												
As at 31 March 2022	398.68	180.05	61.87	2,535.18	126.69	159.41	2,005.90	281.09	5,748.87		-	
<b>As at 31 March 2023</b>	<b>646.56</b>	<b>153.92</b>	<b>131.34</b>	<b>4,957.22</b>	<b>93.84</b>	<b>131.52</b>	<b>1,983.28</b>	<b>418.28</b>	<b>8,515.96</b>		-	

**Note 3.01** The Company has leased out certain Plant and machinery for a period of 1-3 years. The lease rental income recognised in the Statement of Profit and Loss is Rs 222.88 lakhs (31 March 2022: Rs. 246.20 lakhs).

**Note 3.02** The Company has purchased assets for the IOT based integrated bus ticketing system for SPV project, whereby the Company is providing project management services and infrastructure to the SPV in consideration of project infrastructure charges and management services fee.

**Note 3.03** Refer Note 18.1 and 21.1 for Security in favour of the Lenders.

**Note 3.04** Other adjustments includes adjustment relating to foreign exchange gain/ (loss) on account of net translation of Gross Carrying Value and Accumulated Depreciation of foreign subsidiaries/entities and reclassification.



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

Particulars	Note 3. Right-of-use assets		
	Leasehold Improvements	Buildings	Total
<b>Balance as at 1 April, 2021</b>	<b>206.55</b>	<b>700.23</b>	<b>906.78</b>
Additions	6.73	-	6.73
Deletions/other adjustments	-	13.26	13.26
Depreciation for the year	(154.71)	(366.20)	(520.91)
<b>Balance as at 31 March, 2022</b>	<b>58.57</b>	<b>347.29</b>	<b>405.86</b>
Additions	-	1,434.50	1,434.50
Deletions/other adjustments	-	-	-
Depreciation for the year	(58.57)	(483.82)	(542.39)
<b>Balance as at 31 March, 2023</b>	<b>-</b>	<b>1,297.97</b>	<b>1,297.97</b>

### Note 4. Goodwill, Other Intangible Assets and Intangible Assets under Developments

#### (i) Goodwill on Consolidation

	As at 31 March, 2023	As at 31 March, 2022
Balance at the beginning of the year	6,731.11	6,588.57
Additions during the year	1,072.57	-
Foreign currency exchange gain	694.41	142.54
Balance at the end of the year	<b>8,498.09</b>	<b>6,731.11</b>

#### The Group tests goodwill annually for impairment

Goodwill of Rs 8,498.09 lakhs (31 March, 2022: Rs.6,731.11 lakhs) has been allocated to the Aurionpro business in Singapore. The estimated value-in-use of this CGU is based on the future cash flows using a 2.94% annual growth rate for periods subsequent to the forecast period of 5 years. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonably probable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

Goodwill of Rs 1,072.57 lakhs (31 March, 2022: Nil) has been allocated to the Aurionpro business in India. The estimated value-in-use of this CGU is based on the future cash flows using a 7.16% annual growth rate for periods subsequent to the forecast period of 5 years. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonably probable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

#### (ii) Other Intangible Assets and Intangible Assets under Developments

Particulars	Software	Goodwill	Total	Intangible Assets under Development
<b>Gross Carrying value</b>				
<b>Balance as at 31 March, 2021</b>	<b>9,405.99</b>	<b>55.65</b>	<b>9,461.64</b>	-
Additions	379.33	-	379.33	108.17
Other adjustments	(14.16)	-	(14.16)	-
<b>Balance as at 31 March, 2022</b>	<b>9,771.16</b>	<b>55.65</b>	<b>9,826.81</b>	<b>108.17</b>
Additions	1,565.11	-	1,565.11	691.82
Deductions	-	-	-	(502.12)
Other adjustments	3.18	-	3.18	-
<b>Balance as at 31 March, 2023</b>	<b>11,339.45</b>	<b>55.65</b>	<b>11,395.10</b>	<b>297.87</b>
<b>Accumulated Amortisation</b>				
Balance as at 31 March 2021	8,058.19	55.65	8,113.84	
Amortisation for the year	149.37	-	149.37	
<b>Balance as at 31 March, 2022</b>	<b>8,207.56</b>	<b>55.65</b>	<b>8,263.21</b>	
Amortisation for the year	169.29	-	169.29	
<b>Balance as at 31 March, 2023</b>	<b>8,376.85</b>	<b>55.65</b>	<b>8,432.50</b>	
<b>Net Carrying Value</b>				
As at 31 March, 2022	1,563.60	-	1,563.60	
As at 31 March, 2023	2,962.60	-	2,962.60	

Note 4.01 Other adjustments Includes adjustment relating to foreign exchange gain/ (loss) on account of net translation of Gross Carrying Value and Accumulated Amortisation of foreign subsidiaries/ entities and reclassification.



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Intangible Assets Under Development as on 31 March, 2023

Particulars	Amount in Intangible Assets Under Development for a period of		Total
	< 1 Year	1-2 Years	
a) Projects in Progress	297.87	-	297.87
b) Projects temporary Suspended	-	-	-
<b>Total</b>	<b>297.87</b>	<b>-</b>	<b>297.87</b>

### Intangible Assets Under Development as on 31 March, 2022

(₹ in lakhs)

Particulars	Amount in Intangible Assets Under Development for a period of		Total
	< 1 Year	1-2 Years	
a) Projects in Progress	108.17	-	108.17
b) Projects temporary Suspended	-	-	-
<b>Total</b>	<b>108.17</b>	<b>-</b>	<b>108.17</b>

Project execution plans are modulated on the annual assessment basis and all the projects are executed as per the annual plan.

### Note 5. Non- Current Investments

(valued at cost unless stated otherwise)

	As at 31 March, 2023	As at 31 March, 2022
<b>Investment</b>		
<b>Other investments in company carried at cost (unquoted and fully paid up)</b>		
3,58,20,000 units (31 March 2022 : 3,58,20,000 ) of Rs 10 each optionally convertible Debentures in Auroscient Outsourcing Limited	3,582.00	3,582.00
<b>Equity instruments in other company carried at cost (unquoted and fully paid up)</b>		
Nil ( 31 March 2022 : 49,180) fully paid up ordinary shares of Rs. 10 each in Aurionpro Toshi Automatic Systems Private Limited	-	450.00
<b>Other investments, unquoted (fully paid-up)</b>		
Investment in Treasury Bills of Philippines Govt.	9.54	9.20
	<b>3,591.54</b>	<b>4,041.20</b>
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	<b>3,591.54</b>	<b>4,041.20</b>

### Note 5.1

- (i) The Company entered into a share purchase agreement dated 15/11/2021 for acquisition of majority stake 51% (through combination of subscription and acquisition i.e. partly by subscription of fresh equity to be issued and partly by acquiring the equity stake from existing shareholders) for consideration upto INR 1,400 Lakhs by June,2022 in Toshi Automatic System Private Limited (TASPL), a Gaziabad, Uttar Pradesh based company and an innovator with products and solutions in Industrial, Public safety, Mass Transit segments after obtaining approval of the Board on 25/10/2021. Pursuant to which, the Company has completed transaction during the quarter ended 30/09/2022 and acquired 1,53,000 Equity Shares representing majority stake (51%) in TASPL at consideration of INR 1,400 Lakhs.
- (ii) Aurionpro Payment Solutions Pvt. Ltd (AuroPay) has received an in-principle approval from the Reserve Bank of India (RBI) on 04/05/2023 to operate as a Payment Aggregator under the Payment and Settlement Act, 2007. AuroPay can commence Payment Aggregator business upon receiving the final Certificate of Authorization from RBI.

### Note 6. Other Financial Assets

(Unsecured and Considered good)

	As at 31 March, 2023	As at 31 March, 2022
Bank Fixed Deposits with original Maturity of more than 12 months (held as margin money)	804.63	866.69
Security Deposits	140.80	124.01
	<b>945.43</b>	<b>990.70</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 7. Deferred Tax Assets

	As at 31 March, 2023	As at 31 March, 2022
<b>(A) Deferred Tax Assets</b>		
Related to timing difference on depreciation/ amortisation on PPE and Other Intangible Assets	(100.74)	(44.20)
Related to Employee Benefits Provisions	380.92	318.43
Related to Provision for doubtful Debts	22.52	69.22
Related to carry forward Loss	535.31	348.56
Others	15.22	4.95
<b>Net Deferred Tax Assets</b>	<b>853.23</b>	<b>696.97</b>

Management judgement considered in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income for the period over which deferred income tax assets will be recovered. Deferred Tax Assets as on 31 March, 2023 includes foreign exchange gain of Rs 69.76 lakhs (Previous year: Rs.30.87 lakhs).

	As at 31 March, 2023	As at 31 March, 2022
<b>(B) Amounts recognised in Statement of Profit and Loss</b>		
(i) Current income tax	2,269.66	1,818.56
(ii) Deferred tax credit	(226.03)	89.75
<b>Tax expense for the year</b>	<b>2,043.63</b>	<b>1,908.31</b>
<b>(C) Reconciliation of Tax Expenses</b>		
<b>Profit before Tax</b>	<b>12,232.20</b>	<b>9,465.69</b>
<b>Applicable Tax Rate</b>	<b>25.17%</b>	<b>25.17%</b>
Computed Tax Expenses	3,078.60	2,382.32
Add/ (Less):		
Tax effect of :		
Effect of expenses disallowed for tax purpose	475.65	416.78
Effect of expenses allowed for tax purpose	(690.02)	(422.43)
Effect of tax impact in Foreign jurisdiction	(594.57)	(558.11)
<b>Current Tax Provision (i)</b>	<b>2,269.66</b>	<b>1,818.56</b>
Incremental Deferred Tax Charge on account of PPE and Other Intangible Assets	56.54	130.78
Incremental Deferred Tax Credit on account of Other Assets/ Liabilities	(282.57)	(41.03)
<b>Deferred tax Charge/ (Credit) (ii)</b>	<b>(226.03)</b>	<b>89.75</b>
<b>Income Tax Expenses (i+ii)</b>	<b>2,043.63</b>	<b>1,908.31</b>

The Company's weighted average tax rates for the years ended March 31, 2023 and 2022 have been 16.71% and 20.16% respectively. The effective tax rate for the year ended March 31, 2023 has been relatively lower primarily as a result of the facts mentioned above.

### Note 8. Other Non Current Assets (Unsecured and Considered good)

	As at 31 March, 2023	As at 31 March, 2022
Retention Money	633.40	863.73
Prepaid Expenses	666.40	55.83
	<b>1,299.80</b>	<b>919.56</b>

### Note 9. Inventories (valued at lower of cost or net realisable value)

	As at 31 March, 2023	As at 31 March, 2022
Raw Material	18.15	26.56
Finished Goods (including goods in transit)	45.96	150.37
Stock-in-trade	2,733.41	1,923.53
	<b>2,797.52</b>	<b>2,100.46</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 10. Trade Receivables (Refer Note 43)

(Unsecured and Considered good unless otherwise mentioned)

	As at 31 March, 2023	As at 31 March, 2022
Considered Good	19,939.50	13,036.72
Considered doubtful	104.02	286.20
Less : Provisions for doubtful receivables	104.02	286.20
	<b>19,939.50</b>	<b>13,036.72</b>

### Ageing of Trade Receivable as on 31 March, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade Receivables - Considered good	11,981.51	2,597.21	3,805.64	905.62	421.05	228.48	19,939.50
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	14.53	89.49	-	-	104.02
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	<b>11,981.51</b>	<b>2,597.21</b>	<b>3,820.17</b>	<b>995.11</b>	<b>421.05</b>	<b>228.48</b>	<b>20,043.52</b>
Less : Allowance for doubtful trade receivables - Billed	-	-	(14.53)	(89.49)	-	-	(104.02)
<b>Total Trade Receivables</b>							<b>19,939.50</b>
Trade Receivables unbilled (refer note 13)							<b>8,507.01</b>

### Ageing of Trade Receivable as on 31 March, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade Receivables - Considered good	6,698.96	3,965.94	789.10	994.58	357.93	230.22	13,036.72
Undisputed Trade Receivables - Which have significant increase in credit risk	-	11.15	25.10	14.13	97.08	138.74	286.20
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	<b>6,698.96</b>	<b>3,977.09</b>	<b>814.20</b>	<b>1,008.71</b>	<b>455.01</b>	<b>368.96</b>	<b>13,322.92</b>
Less : Allowance for doubtful trade receivables - Billed	-	(11.15)	(25.10)	(14.13)	(97.08)	(138.74)	(286.20)
<b>Total Trade Receivables</b>							<b>13,036.72</b>
Trade Receivables unbilled (refer note 13)							<b>6,202.60</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 11. Cash and Cash Equivalents

	As at 31 March, 2023	As at 31 March, 2022
Bank Balance in Current Accounts	2,293.50	3,741.50
Cash on Hand	59.28	22.20
Bank Deposits with less than 3 months' maturity	49.34	280.42
	<b>2,402.12</b>	<b>4,044.12</b>

### Note 12. Bank Balance other than Cash and Cash Equivalents

	As at 31 March, 2023	As at 31 March, 2022
Earmarked Balance- Unpaid Dividend	23.99	12.51
Bank Deposits with original maturity of more than 3 months but less than 12 months (held as margin money)	1,855.32	1,713.64
	<b>1,879.31</b>	<b>1,726.15</b>

### Note 13. Other Financial Assets (Unsecured and Considered good)

	As at 31 March, 2023	As at 31 March, 2022
Unbilled Revenue	8,507.01	6,202.60
Interest Accrued on Deposits	85.45	75.24
Security Deposits	481.69	294.59
Other Receivables	2,066.67	852.19
	<b>11,140.82</b>	<b>7,424.62</b>

### Note 14. Other Current Assets

(Unsecured and Considered good unless otherwise mentioned)

	As at 31 March, 2023	As at 31 March, 2022
Prepaid Expenses	2,268.03	821.63
Retention Money	2,999.20	2,580.88
Advance to Supplier & Service Provider		
Considered Good	4,158.83	2,183.30
Considered doubtful	13.63	13.63
Less : Provisions for doubtful receivables	(13.63)	(13.63)
	<b>4,158.83</b>	<b>2,183.30</b>
Advances to Employees	31.48	28.30
Balance with Government Authorities	210.21	84.14
Due from Other Related Parties	7,852.33	7,297.18
	<b>17,520.08</b>	<b>12,995.43</b>

### Note 15. Share capital

	As at 31 March, 2023	As at 31 March, 2022
<b>Authorised Share Capital</b>		
66,150,000 (31 March 2022 : 66,150,000) equity shares of ₹ 10 each	6,615.00	6,615.00
<b>issued, subscribed and paid-up Share Capital</b>		
22,800,165 (31 March 2022 : 22,800,165) equity shares of ₹ 10 each, fully paid-up	2,280.02	2,280.02
	<b>2,280.02</b>	<b>2,280.02</b>

#### (1) Details of Shareholders holding more than 5% shares in the Company

	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares	%	No. of Shares	%
Mr. Paresh Zaveri	42,71,301	18.73	42,71,301	18.73
Mr. Ashish Rai	18,31,965	8.03	-	-
Mr. Amit Sheth	17,09,011	7.50	17,09,011	7.50
Kairoleaf Holdings Pte.Ltd	14,51,818	6.36	-	-
Ms. Jay Sarupriya	11,68,094	5.12	-	-



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 15. Share capital (contd.)

#### (2) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (3) Shares issue under ESPS

During the year, the Company had launched Aurionpro Solutions Limited Employee Stock Purchase Scheme 2022('ASL ESPS 2022') and formed Aurionpro Solutions Limited-Employee Benefit Trust ('ASL ESPS Trust') to administer the ESPS scheme as per the approval of the Board of Directors on 25th July, 2022 and Shareholders on 26th September, 2022. The Company has allotted & earmarked 10,00,000 shares to ASL ESPS Trust under ASL ESPS 2022.

#### (4) Reconciliation of Equity Shares

	31 March, 2023		31 March, 2022	
	Number	₹ in lakhs	Number	₹ in lakhs
At the beginning of the year	2,28,00,165	2,280.02	2,28,00,165	2,280.02
Add : Addition during the Year	-	-	-	-
<b>At the end of the year</b>	<b>2,28,00,165</b>	<b>2,280.02</b>	<b>2,28,00,165</b>	<b>2,280.02</b>

#### (5) Disclosure of Shareholding of Promoters/ Promoter Group in Equity Shares

Name of Promoter/ Promoter Group	Equity Shares Held by Promoters		Equity Shares Held by Promoters		% Change during the year
	As at 31 March, 2023		As at 31 March, 2022		
	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares	
Paresh Zaveri	42,71,301	18.73	42,71,301	18.73	-
Amit Sheth	17,09,011	7.50	17,09,011	7.50	-
Ashish Sheth	200	-	200	-	-
Ramesh Sheth	300	-	300	-	-
Niharika Zaveri	89,338	0.39	89,338	0.39	-
Nalini Sheth	1,400	0.01	1,400	0.01	-
Insight Holdings Pte.Ltd	-	-	6,77,771	2.97	(2.97)
Kairoleaf Holdings Pte.Ltd	14,51,818	6.36	7,74,047	3.39	2.97
<b>Total</b>	<b>75,23,368</b>	<b>32.99</b>	<b>75,23,368</b>	<b>32.99</b>	

Name of Promoter/ Promoter Group	Equity Shares Held by Promoters		Equity Shares Held by Promoters		% Change during the year
	As at 31 March, 2023		As at 31 March, 2022		
	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares	
Paresh Zaveri	42,71,301	18.73	39,81,301	17.46	1.27
Amit Sheth	17,09,011	7.50	17,09,011	7.50	-
Ashish Sheth	200	-	200	-	-
Ramesh Sheth	300	-	300	-	-
Niharika Zaveri	89,338	0.39	2,39,338	1.05	(0.66)
Nalini Sheth	1,400	0.01	1,400	0.01	-
Kavita Zaveri	-	-	21,000	0.09	(0.09)
Insight Holdings Pte.Ltd	6,77,771	2.97	-	-	2.97
Kairoleaf Holdings Pte.Ltd	7,74,047	3.39	7,74,047	3.39	-
<b>Total</b>	<b>75,23,368</b>	<b>32.99</b>	<b>67,26,597</b>	<b>29.50</b>	



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 16. Other Equity

	As at 31 March, 2023	As at 31 March, 2022
<b>Capital Reserves</b>		
Opening Balance	466.77	485.70
Add: Foreign currency exchange gain	(2.74)	(18.93)
Closing Balance	<b>464.03</b>	<b>466.77</b>
<b>Securities Premium</b>		
Opening and closing Balance	<b>27,131.24</b>	<b>27,131.24</b>
<b>Capital Redemption Reserve</b>		
Opening and closing Balance	<b>83.61</b>	<b>83.61</b>
<b>Statutory Reserve</b>		
Opening Balance	30.84	29.90
Add: Foreign currency exchange loss	2.71	0.94
Closing Balance	<b>33.55</b>	<b>30.84</b>
<b>Surplus in Retained Earnings</b>		
Opening Balance	31,685.09	24,617.91
Add: Profit for the year	9,732.93	7,067.18
Less : Appropriation of Dividend	(570.00)	-
Closing Balance	<b>40,848.02</b>	<b>31,685.09</b>
<b>Foreign Currency Translation Reserve</b>		
Opening Balance	1,251.12	2,207.06
Additions/ (Deduction) during the year	737.25	(955.94)
Closing Balance	<b>1,988.37</b>	<b>1,251.12</b>
<b>Other Comprehensive Income</b>		
Opening Balance	(1,049.82)	(996.73)
Additions/ (Deduction) during the year	185.40	(53.09)
Closing Balance	<b>(864.42)</b>	<b>(1,049.82)</b>
<b>Restructuring Reserve</b>		
Opening and closing Balance	<b>(22,192.00)</b>	<b>(22,192.00)</b>
	<b>47,492.40</b>	<b>37,406.85</b>

### Note 16.1

#### (i) Capital Reserve

The Company recognise profit and loss on sale, purchase and cancellation of the Company's own equity instruments to capital reserve.

#### (ii) Securities Premium

Securities Premium Reserve is used to record premium on issuance of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

#### (iii) Capital Redemption Reserve

As per Companies Act 2013, capital redemption reserve is created when company purchases its own shares out of profits. A sum equal to nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of Companies Act, 2013

#### (iv) Statutory Reserves

Statutory Reserve is created in compliance for statutory requirement.

#### (v) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.





# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

### (vi) Foreign Currency Translation Reserve

(₹ in lakhs)

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

### (vii) Restructuring Reserve

Pursuant to the Demerger, the difference between the net assets & liabilities transferred is included in Restructuring Reserve (after adjusting Capital Reserve & General Reserve).

### (viii) Other Comprehensive Income

Other Comprehensive Income refers to items of income and expenses that are not recognized as a part of the profit and loss account.

#### Note 16.2

##### Dividend on Equity Shares

	For the year ended 31 March 2023	For the year ended 31 March 2022
Dividend on equity shares paid during the year :		
Final dividend of ₹ 2.5/- per share for FY 2021-22 ( FY 2020-21: ₹ Nil per share)	570.00	-
Proposed dividend on equity shares not recognised as liability :		
Final dividend of ₹ 2.5/- per share for FY 2022-23 ( FY 2021-22: ₹ 2.5/- per share)	570.00	570.00

Proposed dividend on equity shares is subject to the approval of the shareholders of the Company at the Annual General Meeting and not recognised as liability as at the Balance Sheet date.

#### Note 17. Non controlling interest

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening Balance	668.47	311.82
Add: Loss/ (Gain) of control in subsidiary (net)	601.08	-
Add: Net Profit for the year	463.93	486.76
Add: Foreign currency exchange gain	(0.77)	(130.11)
<b>Closing Balance</b>	<b>1,732.71</b>	<b>668.47</b>

#### Note 18. Borrowings-Non Current

##### Loans from :-

	As at 31 March, 2023	As at 31 March, 2022
a) Banks in foreign currency (secured)	58.26	294.24
b) Bank (secured)	1,721.43	2,854.20
c) Financial institutions (secured)	-	67.89
d) Financial institutions (unsecured)	1,120.02	-
	<b>2,899.71</b>	<b>3,216.33</b>

#### Note 18.1

- Loans from bank of Rs.2,584.29 lakhs secured by pari passu charge on entire receivables, stock in process and computers, furniture and fixtures and Plant & Machinery, this loans is also secured by 19,70,000 Shares and certain immovable assets owned by the promoters.
- Foreign Currency Loans from Banks of Rs. 25.66 lakhs secured equitable mortgage on the underlying vehicles and Rs.336.12 lakhs secured by receivable and personal guarantee by Promoter.
- Loan from financial institutions is secured by equipments & machines purchased by the company
- Refer note 21 for above points (i), (ii) and (iii).
- Repayment schedule of Long term Borrowings

Rate of Interest	Within 1 year	2 - 3 years	4 - 5 years
upto 11.5%	1,963.08	2,903.80	-
more than 11.5%	-	-	-

#### Note 19. Other Non Current Liabilities

	As at 31 March, 2023	As at 31 March, 2022
Unearned and deferred revenue	702.95	974.47
	<b>702.95</b>	<b>974.47</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 20. Provisions -Non Current

	As at 31 March, 2023	As at 31 March, 2022
Provision for Gratuity	450.91	515.71
	<b>450.91</b>	<b>515.71</b>

(₹ in lakhs)

### Note 21. Borrowings-Current

	As at 31 March, 2023	As at 31 March, 2022
Foreign Currency Loans from Bank (Secured)	490.70	301.11
Foreign Currency Loans from Bank (unsecured)	27.32	-
Rupee Loans from Banks (Secured)	375.82	-
Rupee Loans from Bank (Unsecured)	128.54	-
Rupee Loans from Financial Institutions (Unsecured)	1,408.94	454.42
Rupee Loans from Related Parties (Unsecured)	175.67	176.72
	<b>2,606.98</b>	<b>932.25</b>
<b>Current Maturities of Long-Term Borrowings</b>		
Foreign Currency Loans from Banks (secured)	303.52	334.32
From Banks (secured)	896.82	790.31
From Financial Institutions (secured)	126.56	452.23
From Financial Institutions (unsecured)	630.13	4.21
	<b>1,957.03</b>	<b>1,581.07</b>
	<b>4,564.01</b>	<b>2,513.32</b>

#### Note 21.1

- (i) Loans from bank Rs Nil (sanctioned amount Rs. 690 lakhs) is secured by first pari passu charge on entire receivables, stock in process and computers, furniture and fixtures and Plant & Machinery, this loans is also secured by 19,70,000 Shares and certain immovable assets owned by the Promoters
- (ii) Loans from bank Rs Nil (sanctioned amount Rs. 500 lakhs) is secured by first pari passu charge on Current assets.
- (iii) Loans from bank Rs Nil (sanctioned amount Rs. 100 lakhs) is secured by first pari passu charge on Current assets.
- (iv) Loans from bank of Rs. 490.70 lakhs secured by property owned by and personal guarantee of then Company's Promoters along with corporate guarantee from the Company.
- (v) Loans from bank Rs. 375.82 lakhs (sanctioned amount Rs. 500 lakhs) is secured against stock and book debts and personal property.
- (vi) Loans and advances from related parties are interest free and repayable on demand.

### Note 22. Trade Payables (Refer Note 43)

	As at 31 March, 2023	As at 31 March, 2022
Total Outstanding dues of Micro enterprises and Small Enterprises	3,383.81	441.88
Total outstanding dues of creditors other than micro enterprises and small enterprise	8,572.78	6,906.11
	<b>11,956.59</b>	<b>7,347.99</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Ageing of Trade Payables as on 31 March, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) MSME	-	3,383.81	-	-	-	3,383.81
(ii) Others	7,907.89	176.84	385.12	9.42	93.51	8,572.78
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
	<b>7,907.89</b>	<b>3,560.65</b>	<b>385.12</b>	<b>9.42</b>	<b>93.51</b>	<b>11,956.59</b>

### Ageing of Trade Payables as on 31 March, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) MSME	-	441.88	-	-	-	441.88
(ii) Others	5,397.00	972.94	226.84	199.16	110.17	6,906.11
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
	<b>5,397.00</b>	<b>1,414.82</b>	<b>226.84</b>	<b>199.16</b>	<b>110.17</b>	<b>7,347.99</b>

**Note 22.1** Trade payables are non interest bearing and are normally settled on 30 days to 365 days credit term.

**Note 22.2** Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Disclosures under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (as amended)

	As at 31 March, 2023	As at 31 March, 2022
(i) Principal amount remaining unpaid	3,383.81	441.88
(ii) Interest amount remaining unpaid	10.05	8.91
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v) Interest accrued and remaining unpaid	1.05	4.00
(vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

**Note:** Identification of micro and small enterprises is basis intimation received from vendors

### Note 23. Other Financial Liabilities

	As at 31 March, 2023	As at 31 March, 2022
Interest accrued and not due on Borrowings	7.32	38.93
Unclaimed Dividend	9.17	12.51
Employee Payables	1,377.06	1,131.80
Provision for Expenses	2,885.26	2,005.84
Security Deposits	413.42	248.00
	<b>4,692.23</b>	<b>3,437.08</b>

### Note 24. Other Current Liabilities

	As at 31 March, 2023	As at 31 March, 2022
Unearned and Deferred Revenue	3,899.01	3,174.30
Advance Received from Customers	125.55	876.44
Statutory Dues Payable	967.63	615.23
Other Liabilities	144.41	-
	<b>5,136.58</b>	<b>4,630.14</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 25. Provisions

#### Provision for employee benefits

	As at 31 March, 2023	As at 31 March, 2022
Provision for Gratuity	590.11	394.85
Provision for Compensated absences	177.76	138.46
	<b>767.87</b>	<b>533.31</b>

### Note 26. Current Tax Liabilities (net)

	As at 31 March, 2023	As at 31 March, 2022
Current Tax Liabilities (net)	821.70	668.73
	<b>821.70</b>	<b>668.73</b>

### Note 27. Revenue from operations

	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of Software Services	44,156.88	34,055.76
Sale of Equipment and Product License	21,776.28	16,445.46
	<b>65,933.16</b>	<b>50,501.22</b>

#### Note 27.1 Disaggregate Revenue Information

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>The disaggregated revenue from contracts with the customers</b>		
<b>(i) Product and Services wise</b>		
Sale of Software Services	44,156.88	34,055.76
Sale of Equipment and Product License	21,776.28	16,445.46
<b>Total</b>	<b>65,933.16</b>	<b>50,501.22</b>
<b>(ii) Geography wise</b>		
Asia-Pacific	58,985.81	39,686.32
Rest of world	6,947.35	10,814.90
<b>Total</b>	<b>65,933.16</b>	<b>50,501.22</b>

Revenues in excess of invoicing are classified as contract assets (which is referred as unbilled revenues). Changes in contract assets are directly attributable to revenue recognised based on the accounting policy defined and the invoicing done during the year. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures as the revenue recognised corresponds directly with the value to the customer of the Company's performance completed to date.

### Note 28. Other Income

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Interest income on</b>		
- Fixed deposits with banks	240.31	113.12
- Interest Income Ind AS 116 Deposits	15.88	12.63
- Others	35.90	20.69
Foreign exchange fluctuation gain	-	215.63
Rent Income	61.26	66.31
Sundry Balances Written back	36.80	26.97
Miscellaneous Income	43.04	54.42
	<b>433.19</b>	<b>509.77</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 29. Operating Expenses

	For the year ended 31 March 2023	For the year ended 31 March 2022
Software, Hardware and Other Material Cost	25,490.11	17,987.98
	<b>25,490.11</b>	<b>17,987.98</b>

### Note 30. Changes in Inventories of Raw Material, Finished Goods and Stock-in-trade

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Stock at the beginning of the year</b>		
Raw Material	26.56	23.24
Finished Goods (including goods in transit)	150.37	489.62
Stock-in-Trade	1,923.53	2,087.49
<b>Total (A)</b>	<b>2,100.46</b>	<b>2,600.35</b>
<b>Stock at the end of the year</b>		
Raw Material	18.15	26.56
Finished Goods (including goods in transit)	45.96	150.37
Stock-in-Trade	2,733.41	1,923.53
<b>Total (B)</b>	<b>2,797.52</b>	<b>2,100.46</b>
<b>Changes in Inventories (A-B)</b>	<b>(697.06)</b>	<b>499.89</b>

### Note 31. Employee Benefits Expense

	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, Wages and Bonus	20,304.59	16,494.01
Contributions to Provident and Other Funds	898.79	627.91
Staff Welfare Expenses	750.43	473.11
	<b>21,953.81</b>	<b>17,595.03</b>

### Note 32. Finance Costs

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Interest Expense on</b>		
- Borrowings	685.20	580.04
- Lease	135.38	37.69
Other Borrowing charges	256.48	166.11
	<b>1,077.06</b>	<b>783.84</b>

### Note 33. Depreciation and Amortisation Expenses

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on Property, Plant and Equipment	873.32	727.63
Amortisation on Other Intangible Assets	169.29	149.37
Depreciation on Right-of-Use Asset	542.39	520.91
	<b>1,585.00</b>	<b>1,397.91</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 34. Other Expenses

	For the year ended 31 March 2023	For the year ended 31 March 2022
Travelling and Conveyance Expenses	1,120.28	515.50
Legal and Professional Charges	1,028.00	760.25
Short Term Lease (refer note 39)	212.94	117.10
Rates and Taxes	164.07	505.45
Electricity Expenses	82.14	77.37
Communication Expenses	288.60	140.91
Repairs and Maintenance Expenses	246.49	191.01
Subscription and Membership	134.24	81.48
Commission and Business Promotions	188.22	532.00
Recruitment Expenses	248.86	82.41
Insurance Charges	71.04	71.28
Housekeeping and Security Charges	57.99	57.74
Provisions for doubtful receivables (net of reversal)	(160.03)	(62.06)
Bad debts of receivables/advances	462.50	5.93
Foreign exchange fluctuation Loss	194.58	-
Loss on Sale of PPE	-	8.66
Expenditure on Corporate Social Responsibility (refer note 37)	56.38	55.00
Others Miscellaneous Expenses	285.44	140.61
	<b>4,681.75</b>	<b>3,280.65</b>

### Note 35

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Contingent Liabilities and Commitment (as represented by the Management)</b>		
(i) Guarantees given by the Company on behalf of its Subsidiaries (SG\$ 3.8 Mn)	2,348.24	2,119.28
(ii) Disputed Liabilities not provided for Taxation matters and legal cases	17.90	17.90
(iii) Commitments:		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	1,842.46	3,737.13

### Note 36 Segment information

The Group has identified and disclosed segment information, as "Sale of Software Services" and "Sale of Equipment and Product License". The operating segment has been identified and reported taking into account its internal financial reporting, performance evaluation and organisational structure by geographical locations of its operations, where its service rendering activities are based. Operating Segment is reported in the manner evaluated by Board, considered as Chief Operating Decision Maker under Ind AS 108 "Operating Segment". The accounting policies adopted for segment reporting are in line with the accounting policy of the Group.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Segment Revenue</b>		
(a) Sale of Software Services	44,156.89	34,055.76
(b) Sale of Equipment and Product License	21,776.28	16,445.46
<b>Total income from operations (a+b)</b>	<b>65,933.17</b>	<b>50,501.22</b>
<b>Segment Results</b>		
(a) Sale of Software Services	34,744.48	26,624.21
(b) Sale of Equipment and Product License	6,395.63	5,389.14
<b>Total (a+b)</b>	<b>41,140.11</b>	<b>32,013.35</b>
<b>Less: Unallocable expenses</b>		
Employee benefits expense	21,953.81	17,595.03
Finance costs	1,077.06	783.84
Depreciation and amortisation expenses	1,585.00	1,397.91
Other expenses	4,681.75	3,280.65
Add: Unallocable other income	433.19	509.77
Add: Share of Profit/(Loss) of the associates	(43.48)	
<b>Profit before tax</b>	<b>12,232.20</b>	<b>9,465.69</b>



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

Assets & liabilities used in the Company's business are not identified to any of the reportable segment, as these are used interchangeably between segments. The Management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

### Note 37

#### Corporate Social Responsibility

The details of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013 is as follows:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
1. Amount required to be spent by the company during the year	50.55	53.84
2. Amount spent during the year on:		
i) Construction/ acquisition of any asset	-	-
ii) For purposes other than (i) above	56.38	55.00
3. Shortfall at the end of the year	-	-
4. Total of previous years shortfall	-	-
5. Reason for shortfall	-	-
6. Nature of CSR activities.	Development Project, Needy, Poor & Handicapped people & Education	Education, vocational training, Health related and welfare of society
7. Details of related party transactions in relation to CSR expenditure	Nil	Nil

### Note 38

#### Earnings Per Share (EPS)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Basic and Diluted EPS		
(a) Profit attributable to Equity Shareholders	9,732.93	7,067.18
(c) Weighted average number of Equity Shares (Basic and Diluted)	2,28,00,165	2,28,00,165
(d) Earnings per Share		
- Basic and Diluted Earnings per Share of ₹ 10 each ( In ₹)	42.69	31.00

### Note 39 Lease

Details regarding the contractual maturities of lease liabilities as at 31 March 2023 on an discounted basis:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Less than one year	554.99	334.48
One to five years	812.04	71.51
More than five years	-	-
<b>Total</b>	<b>1,367.03</b>	<b>405.99</b>

Details regarding the contractual maturities of lease liabilities as at 31 March 2023 on an undiscounted basis:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Less than one year	625.13	352.54
One to five years	838.29	73.86
More than five years	-	-
<b>Total</b>	<b>1,463.42</b>	<b>426.40</b>

- (i) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- (ii) Rental expense recorded for short-term leases was Rs 212.94 lakhs (Previous year Rs 117.10 lakhs) for the year ended 31 March 2023.
- (iii) Effective interest rate in the range of 5% to 12.50% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.
- (iv) Applied the exemption not to recognize right to use assets and liabilities for leases with less than 12 months of lease term on the date of initial application and Leases for which the underlying asset is of low value.



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 40 Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using gearing ratio, which is net debt divided by total capital.

#### Details regarding the contractual maturities of lease liabilities as at 31 March 2023 on an undiscounted basis:

	As at 31 March, 2023	As at 31 March, 2022
(i) Debt	7,463.72	5,729.65
Less : Cash and Marketable Securities	(4,281.43)	(5,770.26)
Net Debt (A)	3,182.30	(40.61)
(ii) Equity (B)	49,772.42	39,686.87
Capital Gearing Ratio ( A/B )	6.4%	NA

### Note 41

#### Financial Instruments

##### (i) Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

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

The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

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

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

#### The carrying values of the financial instruments by categories were as follows:

	As at 31 March, 2023		As at 31 March, 2022	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
<b>Financial Assets</b>				
<b>At Amortised Cost</b>				
(i) Investments	3,591.54	-	4,041.20	-
(ii) Trade receivables	19,939.50	-	13,036.72	-
(iii) Cash and Bank Balance	4,281.43	-	5,770.26	-
(vi) Other financial assets	12,086.25	-	8,415.32	-
<b>At FVTPL</b>	Nil	-	Nil	-
<b>At FVOCI</b>	Nil	-	Nil	-
<b>Financial Liabilities</b>				
<b>At Amortised Cost</b>				
(i) Borrowings	7,463.72	-	5,729.65	-
(ii) Lease Liability	1,367.03	-	405.99	-
(iii) Trade payables	11,956.59	-	7,347.99	-
(iv) Other financial liabilities	4,692.23	-	3,437.08	-
<b>At FVTPL</b>	Nil	-	Nil	-
<b>At FVOCI</b>	Nil	-	Nil	-





# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 41

#### Financial instruments (contd.)

##### (ii) Financial risk management

The Company's business activities expose it to a variety of financial risks, namely market risks, credit risk and liquidity risk

The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Company's financial liabilities comprise of borrowings, trade payable and other liabilities to manage its operation and the financial assets include trade receivables, deposits, cash and bank balances, other receivables etc. arising from its operation.

- (i) Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: Foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk.
- (ii) Foreign currency risk : Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The carrying amounts of the Company's net foreign currency exposure denominated monetary assets and monetary liabilities at the end of the reporting period as follows:

#### Foreign Currency Risk from financial instruments as of:

	As at 31 March, 2023		As at 31 March, 2022	
	USD	Other Currency	USD	Other Currency
(i) Trade receivables	509.56	75.65	173.31	1.86
(ii) Advance to vendors	11.74	5.93	25.48	5.93
(iii) Trade payables	(2.04)	-	(67.31)	-
(iv) Borrowings	-	-	(3,663.41)	-
<b>Total</b>	<b>519.26</b>	<b>81.58</b>	<b>(3,531.93)</b>	<b>7.79</b>
The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments as mentioned below:				
Impact of 2% increase in exchange rate - gain/ (loss)	10.39	1.63	(70.64)	0.16

If exchange rate is unfavorably affected with decrease by 2%, gain/ (loss) shall also accordingly be affected.

#### Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

#### Exposure to Interest Rate Risk

Interest rate risk of the Company arises from borrowings. The Company endeavor to adopt a policy of ensuring that maximum of its interest rate risk exposure is at fixed rate. The Company's interest-bearing financial instruments are reported as below:

	As at 31 March, 2023	As at 31 March, 2022
<b>Fixed Rate Instruments</b>		
Financial Assets	5,088.23	6,673.44
Financial Liabilities	8,838.08	6,174.56
<b>Floating Rate Instruments</b>		
Financial Assets	-	-
Financial Liabilities	-	-



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 41

#### Financial instruments (contd.)

##### Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for floating-rate instruments: Since floating-rate instruments is Nil. Hence, impact for the reporting period is Nil.

##### Equity Price Risk

The Company is exposed to equity price risks arising from equity investments which is not material.

##### Derivative financial instruments

The Company does not hold derivative financial instruments.

##### Credit Risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

##### Trade Receivables

Our historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. Credit risk has always been managed by each business segment through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

##### Other Financial Assets

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and/or domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by Government and Quasi Government organizations and certificates of deposit which are funds deposited at a bank for a specified time period.

##### Liquidity Risk

Liquidity risk refers to risk of financial distress or extra ordinary high financing cost arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The Company's objective is to maintain at all times optimum levels of liquidity to meet its cash and collateral requirements. Processes and policies related to such risk are overseen by senior management and management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

The tables below analyse the Company's financial liabilities into relevant maturities based on their contractual maturities for:

Particulars	As at 31 March, 2023	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	7,463.72	4,564.01	1,432.65	1,467.06
(ii) Lease Liabilities	1,367.03	554.99	487.84	324.20
(iii) Trade Payables	11,956.59	11,956.59	-	-
(iv) Other Financial Liabilities	4,692.23	4,692.23	-	-

Particulars	As at 31 March, 2023	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	5,729.65	2,503.17	1,278.00	1,948.48
(ii) Lease Liabilities	405.99	334.48	71.51	-
(iii) Trade Payables	7,347.99	7,347.99	-	-
(iv) Other Financial Liabilities	3,437.08	3,437.08	-	-

### Note 42

#### Employee Benefits

##### Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, ESIC and other funds which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

##### Defined benefit plans

The Company has a scheme for payment of gratuity to all its employees as per the provisions of the Payment of Gratuity Act, 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by independent actuary. The gratuity plan is a funded plan.



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

The following table sets out the status of the Gratuity Plan as required under Indian Accounting Standard ("Ind AS") 19 "Employee Benefits."

	Particulars	Gratuity	
		As at 31 March, 2023	As at 31 March, 2022
(i)	<b>Reconciliation of opening and closing balances of the present value of the defined benefit obligation</b>		
	Obligation at the beginning of the year	897.18	808.04
	Interest Cost	49.27	40.21
	Current Service Cost	106.27	98.62
	Past Service Cost	-	-
	Actuarial (gain) / loss recognised in other comprehensive income	-	-
	- Change in Demographic Assumptions	8.50	0.09
	- Change in financial assumptions	(38.53)	(18.94)
	- Experience adjustments	102.45	98.52
	Benefits Paid directly by the Employer	(91.59)	(59.16)
	Benefits paid from the fund	(8.78)	(70.21)
	Liabilities Extinguished on Settlement		
	<b>Obligation at the end of the year</b>	<b>1,024.77</b>	<b>897.17</b>
(ii)	<b>Change in plan assets</b>		
	Plan assets at the beginning of the year, at fair value	80.09	143.44
	Interest income	3.03	5.78
	Expected return on plan assets	-	5.11
	Actuarial gain / (loss) recognised in other comprehensive income	-	-
	Contributions	(10.42)	(4.03)
	Benefits paid from the fund	(8.78)	(70.21)
	Assets distributed on settlement	-	-
	<b>Plan assets at the end of the year, at fair value</b>	<b>63.92</b>	<b>80.09</b>
(iii)	<b>Reconciliation of present value of the obligation and the fair value of the plan assets</b>		
	Fair value of plan assets at the end of the year	63.92	80.10
	Present value of the defined benefit obligation at the end of the year	1024.77	897.18
	<b>Net Liability recognized in the Balance Sheet</b>	<b>960.85</b>	<b>817.08</b>
(iv)	<b>Expense Recognised in Profit or Loss</b>		
	Current Service Cost	106.27	98.62
	Past Service Cost	-	-
	Net Interest Cost	46.25	34.43
	<b>Total</b>	<b>152.52</b>	<b>133.05</b>
(v)	<b>Amount Recognised in Other Comprehensive Income</b>		
	Actuarial (gain) / loss recognised in other comprehensive income	72.42	79.67
	Expected return on plan assets	10.42	4.03
	<b>Total</b>	<b>82.84</b>	<b>83.70</b>
(vi)	<b>Assumptions</b>		
	Interest rate	7.29%	5.66%
	Estimated return on plan assets	7.29%	5.66%
	Salary growth rate	10.15%	9.25%
	Employee turnover rate	For service 4 years and below 30.48% p.a. For service 5 years and above 19.60% p.a.	For service 4 year and below 33.75%, 19% thereafter
	Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

The estimate of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

(vii) Particulars of the amounts for the year and Previous years

	Gratuity				
	As at 31 March				
	2023	2022	2021	2020	2019
Present Value of benefit obligation	1,024.77	897.18	808.04	895.73	669.46
Fair value of plan assets	63.92	80.10	143.44	146.53	130.87
Excess of obligation over plan assets (plan assets over obligation)	960.85	817.08	664.60	749.20	538.59

(viii) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at 31 March, 2023	As at 31 March, 2022
Discount rate (+ 1% movement)	(39.77)	(36.75)
Discount rate (- 1% movement)	43.55	40.51
Future salary growth (+ 1% movement)	34.86	32.42
Future salary growth (- 1% movement)	(33.63)	(31.06)
Employee turnover (+ 1% movement)	(6.69)	(7.38)
Employee turnover (- 1% movement)	7.07	7.92
Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.		
<b>(ix) Maturity analysis of defined benefit plan (fund)</b>		
Project benefit payable in future from the date of reporting (Undiscounted)		
1 <sup>st</sup> following year	171.31	161.33
2 <sup>nd</sup> following year	161.32	126.41
3 <sup>rd</sup> following year	143.44	118.46
4 <sup>th</sup> following year	130.07	104.29
5 <sup>th</sup> following year	118.45	93.41
Sum of 6 to 10 years	416.38	323.70
Sum of years 11 and above	331.56	268.09
<b>(x) Expenses Recognized in the Statement of Profit or Loss for Next Year</b>		
Current Service Cost	142.15	
Net Interest Cost	70.05	
(Expected Contributions by the Employees)	-	
Expenses Recognized	212.19	



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

(₹ in lakhs)

### Note 43

#### (A) Related Parties

##### (i) Key Managerial Person

- 1 Paresh Zaveri (Chairman and Director)
- 2 Ninad Kelkar (Company Secretary)
- 3 Vipul Parmar (Chief Financial Officer)

##### (ii) Other Related Parties Company

- 1 Trejhara Solutions Limited
- 2 Auroscient Outsourcing Ltd
- 3 Trejhara Pte. Ltd.
- 4 Groei Consultancy LLP
- 5 Sena Systems India Pvt Ltd

##### (iii) Independent Directors

- 1 Dr. Mahendra Mehta
- 2 Frank Osusky
- 3 Sudha Bhushan
- 4 Dr. Rajeev Uberoi (w.e.f. 14/12/2022)

##### (iv) Non Executive Directors

- 1 Amit Sheth (Co-Chairman and Director)
- 2 Ashish Rai (Vice Chairman and Director)
- 3 Ajay Sarupria (Non Executive Directors)

##### (IV) Individual

- 1 Ashish Sheth (Relative of Co-Chairman and Director)

#### (B) Transactions during the year with Related Parties

Particulars	As at 31 March, 2023	As at 31 March, 2022
Revenue from Operations	808.78	1,011.86
Other Income	58.51	65.85
Operating Expenses	2,247.31	1,727.84
Other Expenses	82.67	572.59
Recovery of Expenses	566.64	421.50
Investment	3,582.00	3,582.00
Trade Receivable	155.30	467.57
Other Financial Assets		
(i) Unbilled Revenue	-	368.04
(ii) Other Receivables	-	98.91
Other Current Assets		
(i) Prepaid Expenses	948.07	-
(ii) Advance to Supplier & Service Provider	1,833.92	215.14
(iii) Other Receivables	7,852.33	7,297.19
Borrowings-Current	175.67	176.72
Trade Payables	-	3.75
Other Financial Liabilities	283.00	358.00
Dividend Paid	268.99	-
Managerial Remuneration		
(i) Salaries and Other Benefits	232.67	198.09
(ii) Contributions to Defined Contribution Plans	4.37	4.00



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

Note. 44 Financial information pursuant to Schedule III of Companies Act, 2013

Sr	Name of Entity	Net Assets i.e total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated Net Assets	Amount (Rs. in lakhs)	As % of Consolidated profit & loss	Amount (Rs. in lakhs)	As % of other comprehensive income	Amount (Rs. in lakhs)	As % of Total other comprehensive income	Amount (Rs. in lakhs)
<b>A</b>	<b>Parents</b>								
1	Aurionpro Solutions Limited	52.7%	27,153.02	37.9%	3,861.17	(44.7%)	(82.85)	36.4%	3,778.32
<b>B</b>	<b>Indian Subsidiaries</b>								
2	Aurofidel Outsourcing Limited	0.2%	93.05	(0.5%)	(48.20)	0.0%	-	(0.5%)	(48.20)
3	Intellvisions Solutions Private Limited	0.4%	194.68	(0.1%)	(9.47)	0.0%	-	(0.1%)	(9.47)
4	SC Soft Technologies Pvt Ltd	(0.1%)	(52.22)	1.5%	151.83	0.0%	-	1.5%	151.83
5	Aurionpro Payment Solutions Pvt Ltd	4.4%	2,272.31	(0.1%)	(8.92)	0.0%	-	(0.1%)	(8.92)
6	Aurionpro Transit Solutions Pvt Ltd	0.1%	32.20	0.3%	32.35	0.0%	-	0.3%	32.35
7	Aurionpro Toshi Automatic Systems Pvt Ltd	1.5%	773.97	0.0%	5.01	0.0%	-	0.0%	5.01
8	Aurionpro Foundation (Section 8 Company)	0.0%	-	0.0%	-	0.0%	-	0.0%	-
<b>C</b>	<b>Foreign Subsidiaries</b>								
9	Aurionpro Solutions Pte Limited	26.2%	13,484.01	34.0%	3,466.36	42.5%	78.87	34.2%	3,545.23
10	Integro Technologies Pte Ltd.*	19.6%	10,107.04	31.2%	3,177.13	87.8%	162.83	32.2%	3,339.97
11	Aurionpro Fintech Inc.*	1.7%	881.85	7.7%	781.52	9.9%	18.30	7.7%	799.82
12	SC Soft Pte Ltd*	6.9%	3,553.09	9.2%	935.90	(17.8%)	(32.93)	8.7%	902.97
13	PT Aurionpro Solutions	2.2%	1,109.66	0.7%	68.01	0.8%	1.55	0.7%	69.56
14	Neo BNK Pte Ltd.	0.0%	8.65	0.1%	10.08	0.0%	-	0.1%	10.08
15	Aurionpro Payment Solutions Pte Ltd	(0.2%)	(118.10)	(0.3%)	(26.07)	(0.7%)	(1.34)	(0.3%)	(27.41)
16	Aurionpro Technology Solutions Pty Ltd	0.0%	0.01	0.0%	-	0.0%	-	0.0%	-
17	Aurionpro Solutions (Africa) Ltd	0.6%	327.52	0.0%	90.88	(1.4%)	(2.58)	0.9%	88.30
<b>D</b>	<b>Joint Venture/Associate</b>								
18	Intellvisions Software LLC	9.5%	4,913.61	9.9%	1,368.57	23.2%	43.03	13.6%	1,411.59
19	Aurionpro Middle East for Information Technology Company	0.0%	-	0.0%	-	0.0%	-	0.0%	-
	<b>Sub Total</b>	<b>125.7%</b>	<b>64,734.35</b>	<b>136.0%</b>	<b>13,856.16</b>	<b>99.7%</b>	<b>184.88</b>	<b>135.3%</b>	<b>14,041.04</b>
20	Less : CFS adjustments and eliminations	(25.7%)	(13,229.21)	(36.0%)	(3,667.59)	0.3%	0.51	(35.3%)	(3,667.08)
	<b>Total Share</b>	<b>100.0%</b>	<b>51,505.13</b>	<b>100.0%</b>	<b>10,188.57</b>	<b>100.0%</b>	<b>185.40</b>	<b>100.0%</b>	<b>10,373.97</b>
21	Non Controlling Interest		1,732.71		455.64		8.29		463.93
22	Attributable to Equity Owners of the Company		<b>49,772.42</b>	-	<b>9,732.93</b>		<b>177.11</b>	-	<b>9,910.04</b>

\* Consolidated Financial Statements Numbers



# Aurionpro Solutions Limited

## Notes to the Consolidated financial statements

### Note 45: Disclosure requirements as notified by MCA pursuant to amended Schedule III

- (i) **Disclosure of Transactions with struck off Companies**  
The Group did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- (ii) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (iii) The Group has not been declared as a willful defaulter by any lender who has powers to declare a Group as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has 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 Group (Ultimate Beneficiaries), or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Group has 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,
- (vii) The Group does not have 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)
- (viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

### Note 46. Prior Periods Comparative

The previous year figures have been regrouped / reclassified wherever necessary to make them comparable with those of the current year.

### Note 47. Authorisation of Financial Statements

The financial statements were approved by the Board of Directors on May 16, 2023.

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
Chartered Accountants  
Firm Registration No. 101872W/W100045

  
**Vineet Saxena**  
Partner  
Membership No 100770



For and on behalf of the Board of Directors of **Aurionpro Solutions Limited**  
CIN- L99999MH1997PLC111637

  
**Paresh Zaveri**  
Chairman & Managing Director  
DIN : 01240552  
Place : Navi Mumbai

  
**Amit Sheth**  
Co-Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai

Date : 16<sup>th</sup> May, 2023  
Place : Navi Mumbai



  
**Ninad Kelkar**  
Company Secretary  
Place : Navi Mumbai

  
**Vipul Parmar**  
Chief Financial Officer  
Place : Navi Mumbai

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Aurionpro Solutions Limited

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

1. We have audited the accompanying consolidated financial statements of Aurionpro Solutions Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together to be referred to as 'the Group') and joint ventures, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements')

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at 31<sup>st</sup> March, 2022, the consolidated profit and consolidated total comprehensive profit, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

**Basis for Opinion**

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



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**Key Audit Matters**

3. Key Audit Matters ('KAM') are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current audit period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

<b>Key Audit Matter</b>	<b>Auditors' Response</b>
<p><b>Revenue from Fixed Price Contracts:</b></p> <p>Revenue from fixed price contracts, where the performance obligations are satisfied over time, has been recognized using the percentage of completion method and computed as per the input method based on the Group's estimate of contract costs.</p> <p>Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.</p> <p>The application of Ind AS 115 "Revenue from Contracts with Customers" involves Key judgements relating to (1) identification of distinct performance obligations (2) determination of transaction price of the said identified performance obligations (3) allocation of transaction price to the said performance obligations (4) basis for recognition of revenue over a period.</p> <p>Refer Note 27.1 to the Consolidated Financial Statements.</p>	<p><b>Principal Audit Procedures:</b></p> <p>We tested the effectiveness of controls relating to recording and computing revenue and associated contract assets, unearned and deferred revenue balances.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as under:</p> <ul style="list-style-type: none"> <li>▪ Selected samples of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We performed procedures involving enquiry and observation, verification of evidence in respect of operation of these controls.</li> <li>▪ Tested the IT systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the said Ind AS.</li> <li>▪ Selected a sample of continuing and new contracts and performed certain procedures.</li> </ul>



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Key Audit Matter	Auditors' Response
<p><u>External Confirmations:</u></p> <p>This matter is considered to be key audit matter given the circumstances of the year-end confirmations under COVID-19 vis-à-vis non-COVID-19 scenario. COVID-19 has impacted the procedure of external confirmation request to vendors and customers at the year-end and therefore, external confirmation request was sent through electronic mode by the Group.</p> <p>In view of this, we have performed alternative audit procedures.</p> <p>Refer Note 10 to the Consolidated Financial Statements.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"><li>Revised the assessed risk and modified our audit procedures to mitigate these risks;</li><li>Obtained a reliable assurance pertaining to transactions with confirming parties, for accurate and complete process of routine and significant classes of transactions such as revenue, purchases, etc.;</li><li>Selected samples and tested the effectiveness of controls related to accuracy and completeness of transactions in totality, considering the frequency and regularity of transactions;</li><li>Obtained representations from the management regarding any impairment in the receivables</li></ul>
<p><u>Net realisable value (NRV) of Inventory</u></p> <p>The Group deals in information technology products, which include hardware, software and assembling of machines which may be subject to changing customer demands and technology evolution over the time.</p> <p>Group uses IT technology / products primarily in assembling / resale of the above products. Significant degree of judgment is thereby required to assess the NRV of the inventories and appropriate write down of items.</p> <p>Such judgment includes Group's expectations for future sale, inventory liquidation plans and future selling prices less cost to sell &amp; modification cost.</p> <p>In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of software &amp; hardware including assemble machines has been identified as a key audit matter.</p> <p>Refer Note 9 to the Consolidated Financial Statements.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient audit evidence:</p> <p>Assessed the appropriateness of the accounting policy for inventories as per relevant Indian accounting standards.</p> <ul style="list-style-type: none"><li>Evaluated the design and implementation of key internal financial controls with respect to determination of NRV and tested the operating effectiveness of such controls on selected transactions.</li><li>Verified inventory ageing report by testing samples, selected using statistical sampling method.</li><li>Tested the weighted average rate computation of inventory samples, selected using statistical sampling method.</li></ul> <p>Evaluated the judgement and assumptions taken for valuation of inventory.</p>



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Key Audit Matter	Auditors' Response
<p><b>Allowance for credit losses</b></p> <p>The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the geographical location where it operates.</p> <p>In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.</p> <p>We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.</p> <p>Refer Note 34 to the Consolidated Financial Statements.</p>	<p>Our audit procedures related to the allowance for credit losses for trade receivables and unbilled revenue included the following, among others:</p> <p>We tested the effectiveness of controls over the</p> <p>(1) development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions</p> <p>(2) completeness and accuracy of information used in the estimation of probability of default and</p> <p>(3) Computation of the allowance for credit losses.</p> <p>For a sample of customers:</p> <p>We tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information.</p> <p>We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.</p>

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

4. The Holding Company's management and Board of Directors are responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including annexures to Director's Report, Corporate Governance Report and Shareholder's information, but does not include the consolidated financial statements and our auditors' report thereon.

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

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

If, based on the work we have performed on the other information obtained prior to date of this audit report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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**Management's Responsibilities for the Consolidated Financial Statements**

6. The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group, including its joint venture, in accordance with the Ind AS and other accounting principles generally accepted in India. The respective management and Board of Directors of the Companies included in the Group and of its joint venture are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, and of its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by management and directors of the Holding Company, as aforesaid.
7. In preparing the consolidated financial statements, the respective management and Board of Directors of the Companies included in the Group and of its joint venture, are responsible for assessing the ability of the Group and its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management and Board of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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



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## CHOKSHI & CHOKSHI LLP

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- 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 Holding Company and its subsidiary companies which are companies incorporated in India, have adequate internal financial controls with reference to financial statements 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 and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in para (a) of the section titled 'Other Matters' in this audit report, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

We communicate with those charged with governance of the Holding Company 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.



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## CHOKSHI & CHOKSHI LLP

### Chartered Accountants

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

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

#### Other Matters

9. a) The consolidated financial statements include the audited consolidated (where applicable) financial statements of certain subsidiaries and joint venture whose financial statements / financial information reflect Group's share of total assets of Rs.51,495.93 lakhs as at 31<sup>st</sup> March 2022, Group's share of total revenue of Rs.19,035.84 lakhs, Group's share of total net profit after tax of Rs. 3,109.68 lakhs and Group's share of net cash inflows of Rs.362.08 lakhs for the year ended on that date, as considered in the consolidated financial statements, which have been audited by their respective independent auditors whose reports have been furnished to us by the management of the Company and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture and our report in terms of section 143(11)(3) of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

Of the aforesaid subsidiaries companies and joint venture, certain subsidiaries, are located outside India whose financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the audited financial statements of these subsidiaries companies and joint venture, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments made by the Company's management have been compiled and certified by the independent chartered accountants. Our opinion in so far as it relates to the amounts and disclosures of these subsidiary companies and joint venture, located outside India is based on the report of other auditors and conversion adjustments prepared by management of the Holding Company and compiled and certified by the independent chartered accountants.

- b) The consolidated financial statements include the unaudited financial statements of certain subsidiaries whose financial statements / financial information reflect Group's share of total assets of Rs.6,944.36 lakhs as at 31<sup>st</sup> March 2022, Group's share of total revenue of Rs.7664.09 lakhs, Group's share of total net profit after tax of Rs.1812.40 lakhs and Group's share of net cash outflow of Rs. 30.23 lakhs for the year ended on that date, as considered in the consolidated financial statements. These unaudited financial statements / financial information have been prepared by the management based on the financial statements as approved by the respective Board of Directors of these subsidiaries companies which have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms



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## CHOKSHI & CHOKSHI LLP

Chartered Accountants

of section 143(11)(3) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such board approved financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors of the Holding Company, this financial statements/financial information are material to the Group.

Of the aforesaid subsidiaries, certain subsidiaries companies are located outside India whose financial information have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's management has converted the financial statements of these subsidiaries entities, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments made by the Company's management have been compiled and certified by the independent chartered accountants. Our opinion in so far as it relates to the amounts and disclosures of these subsidiaries companies, located outside India is based on the conversion adjustments prepared by management of the Holding Company and complied and certified by the independent chartered accountants.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on work done and the reports of the other auditors referred into sub-paragraph (a) above, and the financial statements / financial information approved by the Board referred in sub-paragraph (b) above.

### Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, based on our audit and on consideration of reports of other auditors on separate financial statements and the other financial information of subsidiaries and joint venture as noted in sub-paragraph (a) of 'Other Matters' paragraph, 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 purposes of our audit of the aforesaid consolidated financial statements.
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and reports of the other auditors;
  - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
  - In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;



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- e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors of the Holding Company and the report of the other statutory auditors of the subsidiary companies incorporated in India, none of the directors of any such company is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director of that company in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, subsidiary companies and joint venture incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' report on the Holding Company and its subsidiary companies. Based on these reports, our report expresses an unmodified opinion on the existence and operating effectiveness of the Group's internal financial control with reference to financial statements;
- g) In our opinion and to the best of our information and according to the explanations given to us, the holding company and none of its subsidiaries, which are incorporated in India, has paid any remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Holding Company and its subsidiary companies included in the consolidation did not have any pending litigations which have impact on its financial position on its consolidated financial statements.
  - ii. The Holding Company and its subsidiary companies included in the consolidation did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
  - iii. There is no amount as on 31<sup>st</sup> March 2022, which is required to be transferred by the Company to the Investors Education and Protection Fund.
  - iv. a) The respective Management of the Company and its subsidiaries which are incorporated in India whose financial statement have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies), 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 or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



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- b) The Management of the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented, that, to the best of its knowledge and belief, no funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. As stated in Note 16.2 to the consolidated financial statements, the final dividend proposed in the current year by the Company is in accordance with Section 123 of the Act, as applicable.
11. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order" / "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us and auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable as provided to us by the Management of the Parent, we report that in respect of those companies where audits have been completed under section 143 of the Act, there are no qualifications or adverse remarks by the respective auditors in their CARO reports of the said companies included in the consolidated financial statements.

For CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
FRN - 101872W/W100045

  
Vineet Saxena  
(Partner)

M. No: 100770

UDIN: 22100770ALGIAQ5604

Place: Navi Mumbai

Date: 18<sup>th</sup> May 2022



**ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 11(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Aurionpro Solutions Limited of even date.)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to consolidated financial statements of Aurionpro Solutions Limited ("the Holding Company") and its subsidiary companies incorporated in India, as of and for the year ended 31<sup>st</sup> March 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether existence of internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial statements of the Holding Company and its subsidiary companies, which are companies incorporated in India.



## CHOKSHI & CHOKSHI LLP

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### Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that-

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. 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
- iii. 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 with reference to financial statements

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, has maintained, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2022, based on the internal control with reference to financial statements criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For CHOKSHI & CHOKSHI LLP

Chartered Accountants

FRN - 101872W/W100045

  
Vineet Saxena  
(Partner)

M. No: 100770

UDIN: 22100770ALGIAQ5604



Place: Navi Mumbai

Date: 18<sup>th</sup> May 2022

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# Aurionpro Solutions Limited

## Consolidated Balance Sheet as at 31<sup>st</sup> March, 2022

(₹ in lakhs)

	Note	As at 31 March, 2022	As at 31 March, 2021
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	5,748.87	5,467.28
(b) Capital Work-in-Progress	3	1,008.91	1,340.66
(c) Right-of-Use Assets	3	405.86	906.78
(d) Goodwill	4	6,731.11	6,588.57
(e) Other Intangible Assets	4	1,563.60	1,348.27
(f) Intangible Assets under Developments	4	108.17	-
<b>(g) Financial Assets</b>			
(i) Investments	5	4,041.20	3,591.97
(ii) Other Financials Assets	6	922.25	1,304.37
(h) Income Tax Assets (net)		891.19	812.01
(i) Deferred Tax Assets (net)	7	696.97	817.59
(j) Other Non Current Assets	8	55.83	8.48
		<b>22,173.96</b>	<b>22,185.98</b>
<b>Current Assets</b>			
(a) Inventories	9	2,372.72	2,600.35
<b>(b) Financial Assets</b>			
(i) Trade Receivables	10	13,900.45	10,305.44
(ii) Cash and Cash Equivalents	11	4,044.12	2,219.31
(iii) Bank Balance other than (ii) above	12	1,726.15	1,637.53
(iv) Other Financial Assets	13	7,316.72	6,250.07
(c) Other current assets	14	12,987.94	11,103.97
(d) Assets held for sale	44	-	5,200.70
		<b>42,348.10</b>	<b>39,317.37</b>
<b>TOTAL</b>		<b>64,522.06</b>	<b>61,503.35</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	2,280.02	2,280.02
(b) Other Equity	16	37,406.85	31,366.70
<b>Equity attributable to Equity Shareholders</b>		<b>39,686.87</b>	<b>33,646.72</b>
<b>Non Controlling Interest</b>	17	<b>668.47</b>	<b>311.82</b>
<b>Total Equity</b>		<b>40,355.34</b>	<b>33,958.54</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	18	3,216.33	4,956.87
(ii) Lease Liability	39	71.51	402.57
<b>(b) Other Non Current Liabilities</b>	19	<b>974.47</b>	<b>994.67</b>
<b>(c) Provisions</b>	20	<b>515.71</b>	<b>440.58</b>
		<b>4,778.02</b>	<b>6,794.69</b>
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	21	2,058.90	6,418.21
(ii) Lease Liability	39	334.48	630.37
(iii) Trade Payables	22		
Due to Micro and Small Enterprises		441.88	60.75
Due to Others		7,360.53	5,351.99
(iv) Other Financial Liabilities	23	3,260.73	3,289.73
<b>(b) Other Current Liabilities</b>	24	<b>4,730.14</b>	<b>4,022.38</b>
<b>(c) Provisions</b>	25	<b>533.31</b>	<b>455.20</b>
<b>(d) Current Tax Liabilities (net)</b>	26	<b>668.73</b>	<b>521.49</b>
		<b>19,388.70</b>	<b>20,750.12</b>
<b>TOTAL</b>		<b>64,522.06</b>	<b>61,503.35</b>
Significant accounting policies	1-2		
The accompanying notes are an integral part of these financial statements.	1-48		

As per our attached report of even date  
FOR CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
Firm Registration No. 101872W/W100045

  
Vineet Saxena  
Partner  
Membership No 100770



For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

  
Paresh Zavert  
Chairman & Managing Director  
DIN : 01240552  
Place : Navi Mumbai

  
Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai

Date : 18<sup>th</sup> May, 2022  
Place : Navi Mumbai



  
Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai

  
Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai

# Aurionpro Solutions Limited

## Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2022

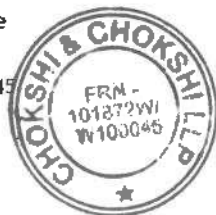
(₹ in lakhs)

	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>1 Income</b>			
(a) Revenue from Operations	27	50,501.22	37,401.77
(b) Other Income	28	531.43	297.45
(c) Total Income ((a)+(b))		<b>51,032.65</b>	<b>37,699.22</b>
<b>2 Expenses</b>			
(a) Operating Expenses	29	18,260.24	10,791.45
(b) Change in Inventories of Raw Material, Finished Goods and Stock-in-Trade	30	227.63	63.70
(c) Employee Benefits Expense	31	17,595.03	14,978.15
(d) Finance Costs	32	826.39	1,579.78
(e) Depreciation and Amortisation Expenses	33	1,397.91	13,939.06
(f) Other Expenses	34	3,259.76	3,191.97
(g) Total Expenses ((a) to (f))		<b>41,566.96</b>	<b>44,544.11</b>
<b>3 Profit/ (Loss) before Exceptional Items and Tax (1(c)-2(g))</b>		<b>9,465.69</b>	<b>(6,844.89)</b>
<b>4 Exceptional Items</b>		-	4,618.37
<b>5 Profit/ (Loss) before Tax (3-4)</b>		<b>9,465.69</b>	<b>(11,463.26)</b>
<b>6 Tax Expense:</b>	7		
(a) Current Tax		1,818.56	738.95
(b) Deferred Tax Charge/ (Credit)		89.75	(445.66)
<b>Total Tax Expenses</b>		<b>1,908.31</b>	<b>293.29</b>
<b>7 Profit/(Loss) after Tax (5-6)</b>		<b>7,557.38</b>	<b>(11,756.55)</b>
<b>8 Profit/ (Loss) before Tax from Discontinued Operations</b>	44	-	(7,443.82)
<b>9 Tax Expenses of Discontinued Operations</b>		-	-
<b>10 Profit/ (Loss) after Tax from Discontinued Operations (8-9)</b>		-	<b>(7,443.82)</b>
<b>11 Profit/ (Loss) after tax from continuing operations &amp; discontinued operations (7+10)</b>		<b>7,557.38</b>	<b>(19,200.37)</b>
<b>12 Other Comprehensive Income / (Loss)</b>			
Items that will not be reclassified subsequently to profit and loss			
Re-measurement gains/ (losses) on defined benefit plans (net of tax)		(83.70)	226.74
Exchange difference on translation of financial statements of foreign subsidiaries / joint venture		30.61	47.55
<b>13 Other Comprehensive Income/ (Loss) for the year</b>		<b>(53.09)</b>	<b>274.29</b>
<b>14 Total Comprehensive Income/ (Loss) (11+13)</b>		<b>7,504.29</b>	<b>(18,926.08)</b>
<b>15 Profit/ (Loss) for the period attributable from Continued Operations</b>			
(a) Equity holders of the company		7,067.18	(9,961.72)
(b) Non Controlling Interest		490.20	(1,794.83)
<b>17 Profit/ (Loss) for the period attributable from discontinued Operations</b>			
(a) Equity holders of the company		-	(2,233.15)
(b) Non Controlling Interest		-	(5,210.67)
<b>18 Earnings per equity share (for continuing operation)</b>	38		
-Basic and Diluted (in ₹)		31.00	(43.69)
<b>19 Earnings per equity share (for discontinued operation)</b>			
-Basic and Diluted (in ₹)		-	(9.79)
<b>20 Earnings per equity share (for continuing and discontinuing operation)</b>			
-Basic and Diluted (in ₹)		31.00	(53.48)


The accompanying notes are an integral part of these financial statements.


As per our attached report of even date  
FOR CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
Firm Registration No. 101872W/W100045

  
Vineet Saxena  
Partner  
Membership No 100770



For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

  
Paresh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Navi Mumbai

  
Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai

Date : 18<sup>th</sup> May, 2022  
Place : Navi Mumbai



  
Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai

  
Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai

# Aurionpro Solutions Limited

## Consolidated Statement of Changes in Equity for the year ended 31<sup>st</sup> March, 2022

(Currency: in lakhs of Indian Rupees)

### (a) Equity share capital

Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
2280.02	-	2,280.02	-	2,280.02

Balance as at April 1, 2020	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
2280.02	-	2,280.02	-	2,280.02

### (b) Other Equity

Particulars	Attributable to the equity holders of the parent									Total
	Reserves and Surplus				Retained Earnings	Foreign Currency Translation Reserve	Other Comprehensive Income	Stock Option	Restructuring Reserve	
Capital Reserve	Securities Premium	Capital Redemption Reserve	Statutory Reserve	Capital Reserve						Statutory Reserve
Balance as at March 31, 2020	467.12	33,622.70	83.61	30.51	36,812.78	2,518.55	(1,271.02)	1,987.67	(22,192.00)	52,059.92
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	(12,194.87)	-	-	-	-	(12,194.87)
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	274.29	-	-	274.29
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>(12,194.87)</b>	-	<b>274.29</b>	-	-	<b>(11,920.58)</b>
Additions/ (Deduction) during the year	18.58	(6,491.46)	-	(0.61)	-	(311.49)	-	(1,987.67)	-	(8,772.65)
<b>Balance as at March 31, 2021</b>	<b>485.70</b>	<b>27,131.24</b>	<b>83.61</b>	<b>29.90</b>	<b>24,617.91</b>	<b>2,207.06</b>	<b>(996.73)</b>	-	<b>(22,192.00)</b>	<b>31,366.70</b>
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	7,067.18	-	-	-	-	7,067.18
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	(53.09)	-	-	(53.09)
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>7,067.18</b>	-	<b>(53.09)</b>	-	-	<b>7,014.09</b>
Additions/ (Deduction) during the year	(18.93)	-	-	0.94	-	(955.94)	-	-	-	(973.93)
<b>Balance as at March 31, 2022</b>	<b>466.77</b>	<b>27,131.24</b>	<b>83.61</b>	<b>30.84</b>	<b>31,685.09</b>	<b>1,251.12</b>	<b>(1,049.82)</b>	-	<b>(22,192.00)</b>	<b>37,406.85</b>

The accompanying notes are an integral part of these financial statements.

As per our attached report of even date  
FOR CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
Firm Registration No. 101872W/W100045

Vineet Saxena  
Partner  
Membership No 100770



Date : 18<sup>th</sup> May, 2022  
Place : Navi Mumbai

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

Pareesh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Navi Mumbai

Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai

Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai

Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai



# Aurionpro Solutions Limited

## Consolidated Statement of Cash Flow for the year ended 31<sup>st</sup> March, 2022

(₹ in lakhs)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>A Cash Flow from Operating Activities</b>		
Net profit/ (Loss) before tax (including discontinued operations)	9,465.69	(18,907.08)
Adjustments :		
Depreciation and Amortisation Expense	1,397.91	13,939.06
Interest Income	(146.44)	(155.04)
Interest Expenses	617.72	1,395.45
Bad debts	5.93	632.36
Provision for doubtful debts	(40.40)	188.32
Loss on sale of Property, Plant and Equipment (PPE)	8.66	28.69
Other non cash exceptional items	-	4,618.37
Foreign exchange differences (Gain)/ Loss (net)	(391.62)	978.07
<b>Operating Profit before working capital changes</b>	<b>10,917.46</b>	<b>2,718.20</b>
Movements in Working Capital		
Decrease/ (Increase) in Inventories	227.63	(8.56)
Decrease/ (Increase) in Trade Receivables and Other Assets	(6,313.54)	5,074.92
(Decrease)/ Increase in Trade Payables, Other Liabilities	3,386.65	(2,160.56)
	<b>(2,699.26)</b>	<b>2,905.80</b>
<b>Cash Generated from Operations</b>	<b>8,218.20</b>	<b>5,624.00</b>
Income taxes refund/ (paid)	(2,014.08)	(708.29)
<b>Net cash Generated from Operating Activities</b>	<b>(A) 6,204.12</b>	<b>4,915.71</b>
<b>B Cash flow from Investing Activities</b>		
Purchase of PPE and Other Intangible Assets	(1,301.54)	(966.66)
Sale/ (Purchase) of Investment (net)	3,951.47	130.03
Interest received	146.04	143.83
Investment in Bank Fixed deposits	285.97	(301.13)
<b>Net cash Generated/ (used in) from Investing Activities</b>	<b>(B) 3,081.93</b>	<b>(993.93)</b>
<b>C Cash flow from Financing Activities</b>		
Repayment of Long-Term Borrowings (net)	(2,881.60)	(1,240.91)
Repayment of short-term borrowings (net)	(3,218.24)	(343.10)
Repayment of Lease Liabilities	(558.48)	(863.32)
Interest paid	(802.91)	(1,256.62)
<b>Net cash Used In Financing Activities</b>	<b>(C) (7,461.23)</b>	<b>(3,703.95)</b>
<b>Net Increase In Cash and Cash Equivalents</b>	<b>(A+B+C) 1,824.81</b>	<b>217.83</b>
Cash and Cash Equivalents at beginning of year	2,219.31	2,001.48
<b>Cash and Cash Equivalents at end of year</b>	<b>4,044.12</b>	<b>2,219.31</b>

### Notes:

- Cash and Cash Equivalents includes cash and bank balances including Fixed Deposits with original maturity less than 3 months.
- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

The accompanying notes are an integral part of these financial statements.


As per our attached report of even date  
FOR CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
Firm Registration No. 101872W/W1000

  
Vineet Saxena  
Partner  
Membership No 100770



For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

  
Paresh Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Navi Mumbai

  
Armit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai

Date : 18<sup>th</sup> May, 2022  
Place : Navi Mumbai



  
Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai

  
Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai

# Notes to the consolidated financial statements

## General Information and Significant Accounting Policies

### 1. Company overview

Aurionpro Solutions Limited (hereinafter referred to as “the Company” or “the Parent Company”) and its subsidiaries and Joint ventures (hereinafter collectively referred to as “the Group”) is a public limited company incorporated and domiciled in India and has its registered office at Synergia IT Park, Plot No-R-270, T.T.C., Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai-400701 Maharashtra, India. The Company’s equity shares are listed on the National Stock Exchange Limited and BSE Limited in India.

The Group leverage industry leading IP (Intellectual Property) to deliver tangible business results for global corporations. The Group’s cutting-edge industry leading IP and products are designed to solve challenges for clients in areas of Transaction Banking Platform, Customer Experience (ACE Platform), Smart city and Smart Transportation experience.

The Group cater end-to-end transaction banking solutions through ‘iCashpro+’ and the next generation transaction banking platform that reflects our deep insight and knowledge gained over a decade of working with some of the marquee customers across region, lending platform ‘SmartLender’ continues to be the platform of choice across leading banks and facilitated their credit approval process through a completely automated mode and Customer Experience (ACE Platform), an integrated design platform which deliver automation and Self-service technologies to handle customer targeted needs in Banking and Financial services.

The Group has been also on the forefront of India’s smart cities and mobility initiatives. The Group have successfully created Digital Urban Infrastructures that can help citizens realize their aspirations using a combination of disruptive technologies backed by a strong service network.

### 2. Significant accounting policies

#### 2.1 Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 (“the Act”), read with the Companies (Indian Accounting Standards)

Rules, 2015 as amended from time to time, and other provisions of the Act to the extent notified and applicable.

#### 2.2 Basis of preparation & presentation

These consolidated financial statements have been prepared on the historical cost basis, except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The statement of Consolidated financial position (including Consolidated statement of changes in equity) and the Consolidated statement of profit and loss are prepared and presented in the format prescribed in Division II of Schedule III to the Companies Act, 2013. The Consolidated cash flow statement has been prepared and presented as per the requirements of Ind AS 7 “Cash Flow Statements”. The disclosure requirements with respect to items in the Consolidated balance sheet and Consolidated statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to 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.

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 Group’s consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated. Per share data are presented in Indian Rupees.





## Notes to the consolidated financial statements

The Group has taken into account all the possible impacts of COVID-19 in preparation of these consolidated financial statements, including but not limited to its assessment of recoverable values of its financial and non-financial assets, impact on revenue recognition owing to changes in cost budgets of fixed price contracts, impact on leases. The Group has carried out this assessment based on available internal and external sources of information upto the date of approval of these financial statements and believes that the impact of COVID-19 is not material to these consolidated financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the consolidated financial statements may differ from that estimated as at the date of approval of these consolidated financial statements owing to the nature and duration of COVID-19.

### 2.3 Principles of Consolidation

The Consolidated Financial Statements relate to the Group. The Group controls an entity when it has power over the entity, it is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interest in associates and the joint venture are accounted for using the equity method. The financial statements of entities are included in the consolidated financial statements from the date on which control commences and until the date on which control ceases. The Consolidated Financial Statements have been prepared on the following bases.

- (a) The financial statements of the Company and its subsidiaries are consolidated by combining like items of assets, liabilities, incomes and expenses and cash flows after fully eliminating intra group balances and intra group transactions resulting in unrealized profit or loss in accordance with the Indian Accounting Standard ("Ind AS") 110 "Consolidated Financial Statements" as referred to in the Indian Accounting Standards Rules, 2015 and as amended from time to time.

- (b) Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of investment or on the date of the financial statements immediately preceding the date of investment in subsidiaries are recognised as Goodwill or Capital Reserve, as the case may be. Investment in associates and joint ventures are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and other comprehensive income (OCI) of equity accounted investees, until the date on which significant influence or joint control ceases. When the Group's share of loss in an equity accounted investment equals or exceeds its interest in the entity, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

- (c) Changes in ownership interests for transactions with non-controlling interests that do not result in loss of control are treated as the transactions with the equity owners of the Group. For purchases from non-controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes initial carrying amount for the purpose of subsequent accounting for the retained interest as an associate, joint venture or financial asset.

- (d) Share of Non-Controlling interest in net profit or loss of consolidated subsidiaries for the year is identified and adjusted against income of the Group in order to arrive at the net income attributable to the Equity Shareholders of the Company.



## Notes to the consolidated financial statements

- (e) Share of Non-Controlling Interest in net assets of consolidated subsidiaries is identified and presented in the consolidated statement of profit or loss, consolidated statement of changes in equity and consolidated balance sheet respectively as a separate item from liabilities and the Shareholders' Equity.
- (f) The Consolidated Financial Statements are prepared using uniform Accounting Policies for like transactions and other events in similar circumstances and are presented in the same manner as far as possible, as the standalone financial statements of the Company.

### 2.4 Key Accounting Estimate and Judgements

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at date of consolidated financial statements and reported consolidated statement of income and expense for the period presented. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The areas involving critical estimates or judgements pertaining to in the respect of percentage of completion of contracts and recognition of probable loss, useful lives of property, plant and equipment, provision for income tax and valuation of deferred tax assets and other provisions and contingent liabilities. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

#### Percentage of completion of contracts

The Group uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method relies on estimates of total expected contract revenue and costs. This method is followed where reasonable dependable

estimate of the revenue and costs applicable to various elements of the contract can be made. Key factors reviewed to estimate the future costs to complete include estimates of future manpower costs and productivity efficiency. These estimates are assessed continually during the term of the contracts and the recognised revenue and profit are subject to revision as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. (The policy for the same has been explained under Note 2.5)

#### Useful lives of property, plant and equipment

The Group reviews the useful life and residual value of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. (The policy for the same has been explained under Note 2.6).

**Income Taxes:** The Group provides for tax considering the applicable tax regulations and based on probable estimates. The recognition of deferred tax assets is based on estimates of sufficient taxable profits in the Group against which such assets can be utilized. (The policy for the same has been explained under Note 2.11).

**Provisions and contingent liabilities:** Provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. (The policy for the same has been explained under Note 2.20)

**Fair Value Measurements:** When the fair value of the financial assets or financial liabilities recorded or disclosed in the Consolidated Financial Statements cannot be measured at quoted price in the active markets, their fair value is measured using the valuation techniques. The input to these valuation techniques are taken from observable markets, wherever possible, but where these is not feasible, a degree of judgment is required in establishing fair values. (The policy for the same has been explained under Note 2.22 and Note 2.23)



## Notes to the consolidated financial statements

### 2.5 Revenue recognition

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material and job contracts is recognized as and when the related services are performed (units delivered, efforts expended, number of transactions processed etc.) and revenue from the end of last invoicing to reporting date is recognized as unbilled revenue. Invoicing in excess of revenues are recognized as unearned revenues. Revenue on fixed price contracts is recognized where performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration on the percentage of completion method. Efforts and costs expended have been used to measure progress towards completion since there is direct relationship between input and productivity. Revenue recognised for any fee or commission to which it expects to be entitled in exchange for arranging for the other party to provide its goods or services.

Revenue from sale of licenses / hardware, where the customer obtains a "right to use" the licenses / hardware is recognized at the point in time when the related license / hardware is made available to the customer. Revenue from licenses / hardware where the customer obtains a "right to access" is recognized over the access period

Arrangements to deliver software products generally have three elements: license, implementation and annual maintenance. In accordance with the principles of Ind AS 115, when implementation services are provided in conjunction with the licensing arrangement, the license and implementation have been identified as two separate performance obligations. The transaction price for such contracts are allocated to each performance obligations based on their respective selling prices. Maintenance revenue in respect of software products and other products/ equipment is recognised on pro rata basis over the period of the underlying maintenance agreement. Revenue is net of discounts/ price incentives which are estimated and accounted based on the terms of the contracts and excludes applicable indirect taxes.

Revenue from leasing income is recognised on pro-rata basis over the period of the contract.

Unearned and deferred revenue represents contractual billings/money received in excess of revenue recognised as per the terms of the contract.

Dividend income is recognised when the Group's right to receive payment is established.

Interest income is recognised on a time proportion basis using effective interest rate method.

### 2.6. Property, Plant and Equipment

Property plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure directly attributable to the acquisition of the asset and cost incurred for bringing the asset to its present location and condition for its intended use.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress" and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- i. Computers is depreciated in 6 years and certain assets of Plant and machinery and Computers used for the projects is depreciated over its project useful life.
- ii. Leasehold improvements are amortized over the period of lease term or useful life, whichever is lower.
- iii. Assets given on lease are depreciated over the shorter of lease term or their useful lives.
- iv. Individual assets costing up to Rupees five thousand are depreciated in full in the period of purchase.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively.

### 2.7. Intangible assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible



## Notes to the consolidated financial statements

assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straightline basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. The estimated useful lives of the Computer Software in the range between 5 to 10 years.

Expenditure on development cost eligible for capitalisation are carried as intangible assets under development where such assets are not yet ready for their intended use.

Goodwill is initially recognised based on the accounting policy for business combinations. These assets are not amortised but are tested for impairment annually.

### 2.8 Leases

#### The Group as a lessee

The Group's lease asset classes primarily consist of leases for Buildings and Lease hold improvement. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.
- (iv) the Group has the right to operate the asset; or
- (v) the Group designed the assets in a way that predetermined how and for what purpose it will be used

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### The Group as a lessor

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.



## Notes to the consolidated financial statements

For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

### 2.09 Business Combinations

The Group accounts for its business combinations under the acquisition method of accounting using fair valuation of the net asset taken over as per Ind AS 103, Business Combination. Intangible assets acquired in a business combination are recognized and reported separately from goodwill.

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased.

### 2.10. Inventories

Inventories include traded goods and are valued at lower of cost or net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on the first-in, first-out (FIFO) basis.

Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value of finished goods is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

### 2.11. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign subsidiaries recognize current tax/ deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to

situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable income.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

The Group uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

### 2.12. Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.13. Foreign currency transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognized in the Statement of Profit and Loss.

Monetary assets and liabilities in foreign currency which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss in the year in which they arise.

Non-monetary foreign currency items are carried at cost.

### 2.14 Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as " held for sale " when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

### 2.15 Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued

operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

### 2.16. Employee benefits

#### i. Short-term employee benefits

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefits includes salaries and wages, bonus and ex- gratia and compensated absences. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

#### ii. Long term employee benefits

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

##### Defined benefit plans

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

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



## Notes to the consolidated financial statements

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Group, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

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

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

### 2.17. Employee's Stock Options Plan

In respect of stock options granted pursuant to the Group's Employee Stock Option Scheme, fair value of the options as at grant date is treated as discount and accounted as employee compensation cost over the vesting period. Employee compensation cost recognised earlier on grant of options is reversed in the period when the options are surrendered by any employee or lapsed as per the terms of the scheme.

### 2.18. Share based payments

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### 2.19. Earnings per share (EPS)

In determining Earnings per Share, the Group considers net profit after tax attributable to equity shareholders and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any, except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

### 2.20. Provisions, contingent liabilities and contingent assets

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

### 2.21. Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks and corporations. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.22. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial assets



## Notes to the consolidated financial statements

and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

### Measurement and Recognition of financial instruments

The Group's accounting policies and disclosures require measurement of fair values for the financial instruments. The Group has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified. When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

### (A) Financial Assets:

#### (i) Financial assets at amortised cost

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

#### (ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at FVTPL unless they are measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

#### (iv) Derecognition

The Group derecognises a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

### (B) Financial Liabilities

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost. Financial liabilities are carried at amortized cost using the effective interest method. For trade and





## Notes to the consolidated financial statements

other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### Derecognition

The Group derecognizes a financial liability (or a part of a financial liability) from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### (C) Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. The Group is recognised equity instrument at the proceeds received net off direct issue cost.

### (D) Offsetting of financial instruments

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

## 2.23 Impairment of assets

### (i) Non-financial assets

Non-financial assets are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

### (ii) Financial assets (other than a fair value)

The Group recognise loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant

financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

## 2.24 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1<sup>st</sup>, 2022, as below:

### (i) Proceeds before intended use (Ind AS 16, Property, Plant and Equipment)

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

### (ii) Reference to Conceptual Framework (Ind AS 103, Business Combination)

Reference to Conceptual Framework  
The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.



## Notes to the consolidated financial statements

- (iii) Onerous Contracts - Costs of Fulfilling a Contract (Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets)

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

- (iv) Annual Improvements to Ind AS (2021)- (Ind AS 109, Financial Instrument)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.



# Aurionpro Solutions Limited

## Notes to the financial statements

### Note 3. Property, Plant and Equipment, Capital Work in Progress and Right-of-Use Assets

(₹ in lakhs)

Particulars	(I) Property, Plant and Equipment								Total	(II) Capital Work in Progress
	Computers	Furniture and fixtures	Office Equipments	Plant and machinery	Leasehold Improvements	Motor Car	Office Premises	Factory Premises		
<b>Gross Carrying value</b>										
Balance as at 31 March 2020	4,247.93	749.25	542.08	2,756.31	838.74	314.65	2,142.81	361.44	11,953.22	484.52
Additions	51.19	0.02	52.98	36.42	(0.00)	8.71	(0.00)	(0.00)	149.31	856.14
Deductions	(405.18)	(44.10)	(20.44)	-	(110.17)	-	-	-	(579.89)	-
Other adjustments	106.97	5.49	2.95	(115.31)	27.24	4.16	-	-	31.50	-
<b>Balance as at 31 March 2021</b>	<b>4,000.91</b>	<b>710.66</b>	<b>577.57</b>	<b>2,677.42</b>	<b>755.81</b>	<b>327.52</b>	<b>2,142.81</b>	<b>361.44</b>	<b>11,554.14</b>	<b>1,340.66</b>
Additions	318.92	2.98	8.63	674.96	-	-	-	-	1,005.49	365.57
Deductions	(95.47)	(20.33)	(154.56)	(21.99)	(20.58)	-	-	-	(312.93)	(697.32)
Other adjustments	18.54	3.62	2.01	48.65	21.00	-	-	-	93.81	-
<b>Balance as at 31 March 2022</b>	<b>4,242.90</b>	<b>696.93</b>	<b>433.65</b>	<b>3,330.39</b>	<b>783.88</b>	<b>348.52</b>	<b>2,142.81</b>	<b>361.44</b>	<b>12,340.51</b>	<b>1,008.91</b>
<b>Accumulated Depreciation</b>										
Balance as at 31 March 2020	3,858.36	479.42	463.42	204.04	511.80	95.06	91.91	53.27	5,757.29	
Depreciation for the year	120.41	44.59	39.99	361.40	102.53	34.99	22.36	13.41	739.69	
Deductions*	(369.33)	(39.82)	(15.82)	-	(58.01)	-	-	-	(482.97)	
Other adjustments	157.19	5.01	2.64	(89.17)	(1.33)	(1.48)	-	-	72.86	
<b>Balance as at 31 March 2021</b>	<b>3,766.63</b>	<b>489.21</b>	<b>490.22</b>	<b>476.27</b>	<b>555.00</b>	<b>128.57</b>	<b>114.27</b>	<b>66.69</b>	<b>6,086.86</b>	
Depreciation for the year	161.12	45.74	33.38	332.26	83.02	35.81	22.64	13.65	727.63	
Deductions	(95.47)	(20.33)	(151.88)	(13.33)	(19.83)	-	-	-	(300.83)	
Other adjustments	11.93	2.26	0.06	39.01	24.72	-	-	-	77.97	
<b>Balance as at 31 March 2022</b>	<b>3,844.21</b>	<b>516.89</b>	<b>371.78</b>	<b>795.21</b>	<b>657.19</b>	<b>189.10</b>	<b>136.91</b>	<b>80.34</b>	<b>6,591.64</b>	
<b>Net Carrying Value</b>										
As at 31 March 2021	234.28	221.45	87.35	2,201.14	200.81	198.95	2,028.53	294.75	5,467.28	
As at 31 March 2022	398.68	180.05	61.87	2,535.18	126.69	159.41	2,005.90	281.09	5,748.87	

**Note 3.01** The Company has leased out certain Plant and machinery for a period of 1-3 years. The lease rental income recognised in the Statement of Profit and Loss is ₹ 246.20 lakhs (31 March 2021: ₹ 489.67 lakhs).

**Note 3.02** Refer Note 18.1 and 21.1 for Security in favour of the Lenders.

**Note 3.03** Other adjustments Includes adjustment relating to foreign exchange on account of translation of foreign subsidiaries/ entities .

**Note 3.04** The Company has reassessed useful life of 10 years from 6 years for certain class of Property, Plant and Equipment and applied the change w.e.f. 1<sup>st</sup> April, 2020, accordingly depreciation impact applied prospectively.

Assets of Disposal Group which were kept as held for Sale in Property, Plant and equipment are presented in 'Deduction', refer Note 44



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

Particulars	(III) Right-of-Use Assets		
	Leasehold Improvements	Building	Total
<b>Gross Carrying value</b>			
Balance as at 31 March 2020	623.61	2,392.52	3,016.13
Additions	-	-	-
Deductions/ Other adjustments	(253.47)	(408.07)	(661.54)
<b>Balance as at 31 March 2021</b>	<b>370.14</b>	<b>1,984.45</b>	<b>2,354.59</b>
Additions	-	-	-
Deductions/ Other adjustments	18.45	13.27	31.72
<b>Balance as at 31 March 2022</b>	<b>388.59</b>	<b>1,997.72</b>	<b>2,386.31</b>
<b>Accumulated Depreciation</b>			
Balance as at 31 March 2020	165.66	551.18	716.84
Depreciation for the year	174.40	476.03	650.43
Deductions/ Other adjustments	(176.47)	257.01	80.54
<b>Balance as at 31 March 2021</b>	<b>163.59</b>	<b>1,284.22</b>	<b>1,447.81</b>
Depreciation for the year	154.71	366.20	520.91
Deductions/ Other adjustments	11.73	-	11.73
<b>Balance as at 31 March 2022</b>	<b>330.03</b>	<b>1,650.42</b>	<b>1,980.45</b>
<b>Net Block</b>			
As at 31 March 2021	206.55	700.23	906.78
As at 31 March 2022	58.56	347.30	405.86

### Note 4. Goodwill, Other Intangible Assets and Intangible Assets under Developments

#### (i) Goodwill on Consolidation

Goodwill is recognised on consolidation of financial statements of the subsidiaries as per details given herein:

	As at 31 March, 2022	As at 31 March, 2021
Balance at the beginning of the year	6,588.57	6,594.21
Foreign currency exchange gain / (loss)	142.54	(5.64)
<b>Balance at the end of the year</b>	<b>6,731.11</b>	<b>6,588.57</b>

The Group tests goodwill annually for impairment.

Goodwill of ₹ 6,731.11 lakhs (March 31, 2021: ₹ 6,588.57 lakhs) has been allocated to the Aurionpro business in Singapore. The estimated value-in-use of this CGU is based on the future cash flows using a 2.22% annual growth rate for periods subsequent to the forecast period of 5 years. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonably probable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 4. Goodwill, Other Intangible Assets and Intangible Assets under Developments

#### (ii) Other Intangible Assets and Intangible Assets under Developments

Particulars	Computers Software	Goodwill	Total	Intangible Assets under Developments
<b>Gross Carrying value</b>				
Balance as at 31 March, 2020	13,855.63	14,662.35	28,517.99	12,913.47
Additions	3,898.60	-	3,898.60	-
Deductions*	(14,099.19)	(14,606.70)	(28,705.89)	(12,913.47)
Other adjustments	83.65	-	83.65	-
<b>Balance as at 31 March, 2021</b>	<b>3,738.69</b>	<b>55.65</b>	<b>3,794.34</b>	<b>-</b>
Additions	379.33	-	379.33	108.17
Deductions	(152.45)	-	(152.45)	-
Other adjustments	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>3,965.57</b>	<b>55.65</b>	<b>4,021.22</b>	<b>108.17</b>
<b>Accumulated Amortisation</b>				
Balance as at 31 March 2020	5,566.58	6,343.71	11,910.29	-
Amortisation for the year	12,548.94	-	12,548.94	-
Deductions*	(15,784.75)	(6,288.06)	(22,072.81)	-
Other adjustments	59.64	-	59.64	-
<b>Balance as at 31 March 2021</b>	<b>2,390.41</b>	<b>55.65</b>	<b>2,446.06</b>	<b>-</b>
Amortisation for the year	149.37	-	149.37	-
Deductions	(152.45)	-	(152.45)	-
Other adjustments	14.65	-	14.65	-
<b>Balance as at 31 March 2022</b>	<b>2,401.97</b>	<b>55.65</b>	<b>2,457.63</b>	<b>-</b>
<b>Net Block</b>				
As at 31 March 2021	1,348.27	-	1,348.27	-
<b>As at 31 March 2022</b>	<b>1,563.60</b>	<b>-</b>	<b>1,563.60</b>	<b>-</b>

**Note 4.01** Other adjustments Includes adjustment relating to foreign exchange on account of translation of foreign subsidiaries/ entities and reclassification

**\*Note 4.02** The Company has built robust IP based products which have now matured and surpassed the phase requiring heavy investments, costs incurred on R&D and product development were expensed out as a part to implement a uniform policy of accounting for the product development costs across all the group companies. Accordingly, intangibles assets have been expensed out and depleted from carrying and accumulated value of Computer Software block .

**\*Note 4.03** Assets of Disposal Group which were kept as held for Sale of Other Intangible assets Goodwill block and Intangible Assets under Developments are presented in 'Deduction'. refer note 44

Particulars	Amount in Intangible Assets Under Development for a period of		Total
	< 1 Year	1-2 Years	
a) Projects in Progress	108.17	-	108.17
b) Projects temporary Suspended	-	-	-
<b>Total</b>	<b>108.17</b>	<b>-</b>	<b>108.17</b>

Project execution plans are modulated on the annual assessment basis and all the projects are executed as per the annual plan.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 5. Non- Current Investments (valued at cost unless stated otherwise)

	As at 31 March, 2022	As at 31 March, 2021
<b>Investment</b>		
Other investments in company carried at cost (unquoted and fully paid up) 3,58,20,000 units (31 March 2021 : 3,58,20,000) of ₹ 10 each optionally convertible Debentures in Auroscient Outsourcing Limited	3,582.00	3,582.00
Equity instruments in other company carried at cost (unquoted and fully paid up) 49,180 ( 31 March 2021:Nil) fully paid up ordinary shares of ₹ 10 each in Toshi Automatic Systems Pvt Ltd	450.00	-
Other investments, unquoted (fully paid-up) Investment in Treasury Bills of Philippines Govt.	9.20	9.97
	<u>4,041.20</u>	<u>3,591.97</u>
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	4,041.20	3,591.97

### Note 5.1

- (i) The Company has entered into a share purchase agreement dated 15/11/2021 for acquisition of majority stake (51%) in Toshi Automatic Systems Private Limited ("TASPL"), a Ghaziabad, Uttar Pradesh based company and an innovator with products and solutions in Industrial, Public safety, Mass Transit segments after obtaining approval of the Board on 25/10/2021. As per the said share purchase agreement, the Company shall acquire majority stake for consideration up to INR 1400 Lakhs in tranches up to June, 2022, through combination of subscription and acquisition i.e. partly by subscription of fresh equity to be issued and partly by acquiring equity stake from existing shareholders. The Company as on the date of this report has acquired 98,360 equity shares representing 34.94% stake in TASPL at consideration of INR 900 Lakhs.

### Note 6. Other Financial Assets

#### (Unsecured and Considered good)

	As at 31 March, 2022	As at 31 March, 2021
Bank Fixed Deposits with original Maturity of more than 12 months (held as margin money)	866.69	1,241.27
Security Deposits	55.56	63.10
	<u>922.25</u>	<u>1,304.37</u>

### Note 7. Deferred Tax Assets

	As at 31 March, 2022	As at 31 March, 2021
<b>(A) Deferred Tax Assets</b>		
Related to timing difference on depreciation/ amortisation on PPE and Other Intangible Assets	(44.20)	86.58
Related to Employee Benefits Provisions	318.43	228.66
Related to Provision for doubtful Debts	69.22	72.00
Related to carry forward Loss	348.56	406.29
Others	4.95	24.06
<b>Net Deferred Tax Assets</b>	<u>696.97</u>	<u>817.59</u>

Management judgement considered in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income for the period over which deferred income tax assets will be recovered. Deferred Tax Assets as on 31 March, 2022 includes foreign exchange gain of ₹ 30.87 lakhs (Previous year ₹ 79.16 lakhs).



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 7. Deferred Tax Assets (Contd.)

	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>(B) Amounts recognised in Statement of Profit and Loss</b>		
(i) Current income tax	1,818.56	738.95
(ii) Deferred tax credit	89.75	(445.66)
<b>Tax expense for the year</b>	<b>1,908.31</b>	<b>293.28</b>
<b>(C) Reconciliation of Tax Expenses</b>		
Profit/ (Loss) after exceptional items and before Tax	9,465.69	(18,907.08)
Less: Accelerated amortisation of intangible assets	-	(10,505.06)
Less: Exceptional loss on account of divestment	-	(4,618.37)
Less: Profit/ (Loss) before Tax from Discontinued Operations	-	(7,443.82)
<b>Profit/ (Loss) before Tax</b>	<b>9,465.69</b>	<b>3,660.17</b>
<b>Applicable Tax Rate</b>	<b>25.17%</b>	<b>25.17%</b>
Computed Tax Expenses	2,382.32	921.19
Add/ (Less):		
Tax effect of :		
Effect of expenses disallowed for tax purpose	416.78	475.51
Effect of expenses allowed for tax purpose	(422.43)	(610.29)
Effect of tax impact in Foreign jurisdiction	(558.11)	(47.46)
<b>Current Tax Provision (i)</b>	<b>1,818.56</b>	<b>738.95</b>
Incremental Deferred Tax Charge on account of PPE and Other Intangible Assets	130.78	23.49
Incremental Deferred Tax Credit on account of Other Assets/ Liabilities	(41.03)	(469.15)
<b>Deferred tax Charge/ (credit) (ii)</b>	<b>89.75</b>	<b>(445.66)</b>
<b>Income Tax Expenses (i+ii)</b>	<b>1,908.31</b>	<b>293.29</b>

The Company's weighted average tax rates for the years ended 31 March, 2022 and 2021 have been 20.16% and 8.01% respectively. The effective tax rate for the year ended 31 March, 2022 has been higher primarily as a result of the facts mentioned above.

### Note 8. Other Non Current Assets (Unsecured and Considered good)

	As at 31 March, 2022	As at 31 March, 2021
Prepaid Expenses	55.83	8.48
	<b>55.83</b>	<b>8.48</b>

### Note 9. Inventories (valued at lower of cost or net realisable value)

	As at 31 March, 2022	As at 31 March, 2021
Raw Material	26.56	23.24
Finished Goods (including goods in transit)	150.37	489.62
Stock-in-trade	2,195.79	2,087.49
	<b>2,372.72</b>	<b>2,600.35</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 10. Trade Receivables (Refer Note 43)

(Unsecured and Considered good unless otherwise mentioned)

	As at 31 March, 2022	As at 31 March, 2021
Considered Good	13,900.45	10,305.44
Considered doubtful	286.20	344.54
Less : Provisions for doubtful receivables	286.20	344.54
	<b>13,900.45</b>	<b>10,305.44</b>

### Ageing of Trade Receivable as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade Receivables - Considered good	6,698.96	3,965.94	789.10	1,858.31	357.93	230.22	13,900.45
Undisputed Trade Receivables - Which have significant increase in credit risk	-	11.15	25.10	14.13	97.08	163.84	311.30
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	<b>6,698.96</b>	<b>3,977.09</b>	<b>814.20</b>	<b>1,872.44</b>	<b>455.01</b>	<b>394.06</b>	<b>14,211.75</b>
Less : Allowance for doubtful trade receivables - Billed	-	(11.15)	(25.10)	(14.13)	(97.08)	(163.84)	(311.30)
<b>Total Trade Receivables</b>							<b>13,900.45</b>
Trade Receivables unbilled (refer note 13)							<b>6,202.60</b>

### Ageing of Trade Receivable as on March 31, 2021

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade Receivables - Considered good	8,485.64	796.59	564.67	58.86	386.55	13.15	10,305.44
Undisputed Trade Receivables - Which have significant increase in credit risk	-	36.72	3.47	56.30	224.10	23.93	344.54
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	<b>8,485.64</b>	<b>833.31</b>	<b>568.14</b>	<b>115.16</b>	<b>610.65</b>	<b>37.08</b>	<b>10,649.98</b>
Less : Allowance for doubtful trade receivables - Billed	-	(36.72)	(3.47)	(56.30)	(224.10)	(23.93)	(344.54)
<b>Total Trade Receivables</b>							<b>10,305.44</b>
Trade Receivables unbilled (refer note 13)							<b>5,204.04</b>





# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 11. Cash and Cash Equivalents

	As at 31 March, 2022	As at 31 March, 2021
Bank Balance in Current Accounts	3,741.50	2,198.37
Cash on Hand	22.20	18.67
Bank Deposits with less than 3 months' maturity	280.42	2.27
	<b>4,044.12</b>	<b>2,219.31</b>

### Note 12. Bank Balance other than Cash and Cash Equivalents

	As at 31 March, 2022	As at 31 March, 2021
Earmarked Balance- Unpaid Dividend	12.51	13.79
Bank Deposits with original maturity of more than 3 months but less than 12 months (held as margin money)	1,713.64	1,623.74
	<b>1,726.15</b>	<b>1,637.53</b>

### Note 13. Other Financial Assets (Unsecured and Considered good)

	As at 31 March, 2022	As at 31 March, 2021
Unbilled Revenue	6,202.60	5,204.04
Interest Accrued on Deposits	75.24	74.84
Security Deposits	186.69	294.34
Other Receivables	852.19	676.85
	<b>7,316.72</b>	<b>6,250.07</b>

### Note 14. Other Current Assets (Unsecured and Considered good unless otherwise mentioned)

	As at 31 March, 2022	As at 31 March, 2021
Prepaid Expenses	821.63	1,158.48
Retention Money	2,580.88	2,648.15
Advance to Supplier		
Considered Good	2,183.30	818.64
Considered doubtful	13.63	13.63
Less : Provisions for doubtful advance	(13.63)	(13.63)
	<b>2,183.30</b>	<b>818.64</b>
Advances to Employees	28.30	44.51
Balance with Government Authorities	76.65	282.87
Due from Group Companies	7,297.19	6,151.32
	<b>12,987.94</b>	<b>11,103.97</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 15. Share capital

	As at 31 March, 2022	As at 31 March, 2021
<b>Authorised Share Capital</b>		
66,150,000 (31 March 2021 : 66,150,000) equity shares of ₹ 10 each	6,615.00	6,615.00
<b>Issued, subscribed and paid-up Share Capital</b>		
22,800,165 (31 March 2021: 22,800,165) equity shares of ₹ 10 each, fully paid-up	2,280.02	2,280.02
	<u>2,280.02</u>	<u>2,280.02</u>

#### (1) Details of Shareholders holding more than 5% shares in the Company

	As at 31 March, 2022		As at 31 March, 2021	
	No. of Shares	%	No. of Shares	%
Mr. Amit Sheth	17,09,011	7.50	1,709,011	7.50
Mr. Paresh Zaveri	42,71,301	18.73	3,981,301	17.46

#### (2) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (3) Shares issue under ESPS

The Company has employee share purchase scheme (ESPS), namely, Aurionpro ESPS 2017. As on 31 March, 2022, number of outstanding shares available for further grant are 550,765.

#### (4) Reconciliation of Equity Shares

	March 31, 2022		March 31, 2021	
	Number	₹ in lakhs	Number	₹ in lakhs
At the beginning of the year	22,800,165	2,280.02	22,800,165	2,280.02
Add: Addition during the year	-	-	-	-
<b>At the end of the year</b>	<b>22,800,165</b>	<b>2,280.02</b>	<b>22,800,165</b>	<b>2,280.02</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

### Note 15. Share capital (Contd.)

#### (5) Disclosure of Shareholding of Promoters/ Promoter Group in Equity Shares

Name of Promoter/ Promoter Group	Equity Shares Held by Promoters		Equity Shares Held by Promoters		% Change during the year
	As At Mar 31, 2022		As At Mar 31, 2021		
	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares	
Paresh Zaveri	4,271,301	18.73	3,981,301	17.46	1.27
Amit Sheth	1,709,011	7.50	1,709,011	7.50	-
Ashish Sheth	200	-	200	-	-
Ramesh Sheth	300	-	300	-	-
Niharika Zaveri	89,338	0.39	239,338	1.05	-0.66
Nalini Sheth	1,400	0.01	1,400	0.01	-
Kavita Zaveri	-	-	21,000	0.09	-0.09
Insight Holdings Pte.Ltd	677,771	2.97	-	-	2.97
Kairoleaf Holdings Pte.Ltd	774,047	3.39	774,047	3.39	-
<b>Total</b>	<b>7,523,368</b>	<b>32.99</b>	<b>6,726,597</b>	<b>29.50</b>	

Name of Promoter/ Promoter Group	Equity Shares Held by Promoters		Equity Shares Held by Promoters		% Change during the year
	As At Mar 31, 2021		As At Mar 31, 2020		
	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares	
Paresh Zaveri	3,981,301	17.46	3,618,301	15.87	1.59
Amit Sheth	1,709,011	7.50	1,709,011	7.50	-
Hitesh Zaveri	-	-	140,000	0.61	-0.61
Ashish Sheth	200	-	200	-	-
Ramesh Sheth	300	-	300	-	-
Niharika Zaveri	239,338	1.05	239,338	1.05	-
Nalini Sheth	1,400	0.01	1,400	0.01	-
Kavita Zaveri	21,000	0.09	107,000	0.47	-0.38
Kairoleaf Holdings Pte.Ltd	774,047	3.39	774,047	3.39	-
<b>Total</b>	<b>6,726,597</b>	<b>29.50</b>	<b>6,589,597</b>	<b>28.90</b>	



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 16. Other Equity

	As at 31 March, 2022	As at 31 March, 2021
<b>Capital Reserves</b>		
Opening Balance	485.70	467.12
Add: Foreign currency exchange gain	(18.93)	18.58
Closing Balance	<u>466.77</u>	<u>485.70</u>
<b>Securities Premium</b>		
Opening Balance	27,131.24	33,622.70
Additions during the year	-	(6,491.46)
Closing Balance	<u>27,131.24</u>	<u>27,131.24</u>
<b>Capital Redemption Reserve</b>		
Opening Balance	83.61	83.61
Add: transferred on account of buyback of shares	-	-
Closing Balance	<u>83.61</u>	<u>83.61</u>
<b>Statutory Reserve</b>		
Opening Balance	29.90	30.51
Additions/ (Deduction) during the year	0.94	(0.61)
Closing Balance	<u>30.84</u>	<u>29.90</u>
<b>Surplus in Retained Earnings</b>		
Opening Balance	24,617.91	36,812.78
Add: Profit/ (Loss) for the year	7,067.18	(12,194.87)
Closing Balance	<u>31,685.09</u>	<u>24,617.91</u>
<b>Foreign Currency Translation Reserve</b>		
Opening Balance	2,207.06	2,518.55
Additions/ (Deduction) during the year	(955.94)	(311.49)
Closing Balance	<u>1,251.12</u>	<u>2,207.06</u>
<b>Other Comprehensive Income</b>		
Opening Balance	(996.73)	(1,271.02)
Additions/ (Deduction) during the year	(53.09)	274.29
Closing Balance	<u>(1,049.82)</u>	<u>(996.73)</u>
<b>Stock Option</b>		
Opening Balance	-	1,987.67
Additions during the year	-	(1,987.67)
Closing Balance	<u>-</u>	<u>-</u>
<b>Restructuring Reserve</b>		
Opening Balance	(22,192.00)	(22,192.00)
Additions during the year	-	-
Closing Balance	<u>(22,192.00)</u>	<u>(22,192.00)</u>
	<u>37,406.85</u>	<u>31,366.70</u>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

### Note 16.1

#### (i) Capital Reserve

The Company recognise profit and loss on sale, purchase and cancellation of the Company's own equity instruments to capital reserve.

#### (ii) Securities Premium

Securities Premium is used to record premium on issuance of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

#### (iii) Capital Redemption Reserve

As per Companies Act 2013, capital redemption reserve is created when company purchases its own shares out of Profits. A sum equal to nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve shall be utilized in accordance with the provisions of section 69 of Companies Act, 2013

#### (iv) Statutory Reserve

Statutory Reserve is created in compliance for statutory requirement.

#### (v) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

#### (vi) Foreign Currency Translation Reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off

#### (vii) Stock Option

Stock option that are set aside for issuance in the future. Shares are often reserved for issuance under a stock option plan. These reserved shares are part of the total number of authorized shares, but the Company may not issue them, except under the stock option plan.

#### (viii) Restructuring Reserve

Pursuant to the Demerger, the difference between the net assets & liabilities transferred is included in Restructuring Reserve (after adjusting Capital Reserve & General Reserve).

#### (ix) Other Comprehensive Income

Other Comprehensive Income refers to items of income and expenses that are not recognized as a part of the profit and loss account.

### Note 16.2 Dividend on Equity Shares

(₹ in lakhs)

	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Dividend on equity shares paid during the year :		
Final dividend of ₹ Nil per share for FY 2020-21 (2019-20: ₹ Nil per share)	-	-
Proposed dividend on equity shares not recognised as liability		
Final dividend of ₹ 2.50 per share for FY 2021-22 (2020-21: ₹ Nil per share)	570.00	-

Proposed dividend on equity shares is subject to the approval of the shareholders of the Company at the Annual General Meeting and not recognised as liability as at the Balance Sheet date.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 17. Non Controlling Interest

	As at 31 March, 2022	As at 31 March, 2021
Opening Balance	311.82	8,755.37
Add: Loss/ (Gain) of control in subsidiary (net)	-	(1,438.05)
Add: Net Profit/ (Loss) for the year	490.20	(7,005.50)
Add: Foreign currency exchange gain	(133.55)	-
Closing Balance	668.47	311.82

### Note 18. Borrowings-Non Current

	As at 31 March, 2022	As at 31 March, 2021
Loans from :		
a) Foreign Currency Loans Long term from Banks (secured)	3,148.44	3,944.92
b) Financial institutions (secured)	67.89	997.58
c) Financial institutions (unsecured)	-	14.38
	3,216.33	4,956.87

#### Note 18.1

- (i) Foreign Currency Loans from bank of ₹ 3,663.41 lakhs (USD 4,832,538) secured by pari passu charge on entire receivables, stock in process and computers, furniture and fixtures and Plant & Machinery, this loans is also secured by 19,70,000 Shares and certain immovable assets owned by the Promoters.
- (ii) Foreign Currency Loans from Banks of ₹ 37.83 lakhs secured equitable mortgage on the underlying vehicles and ₹ 590.73 lakhs secured by receivable and personal guarantee by Promoter.
- (iii) Loan from financial institutions is secured by equipments & machines purchased by the company
- (iv) Repayment schedule of Long term Borrowings

Rate of Interest	Within 1 year	2 - 3 years	4 - 5 years
upto 11.5%	1,585.61	2,257.93	968.55
more than 11.5%	4.21	-	-



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 19. Other Non Current Liabilities

	As at 31 March, 2022	As at 31 March, 2021
Unearned and deferred revenue	974.47	994.67
	<u>974.47</u>	<u>994.67</u>

### Note 20. Provisions-Non Current

	As at 31 March, 2022	As at 31 March, 2021
Employee Benefits	515.71	440.58
	<u>515.71</u>	<u>440.58</u>

#### Note 20.1 Provisions-Non Current

Provision (Non Current) for employee benefits includes for defined benefits plans.

### Note 21. Borrowings-Current

	As at 31 March, 2022	As at 31 March, 2021
Foreign Currency Loans from Bank (Secured)	301.11	1,102.13
Rupee Loans from Banks (Secured)	-	1,256.99
Rupee Loans from Related Parties (Unsecured)	176.72	68.66
Rupee Loans from other (Unsecured)	-	1,268.30
	<u>477.83</u>	<u>3,696.08</u>
Current Maturities of Long-Term Borrowings		
- Foreign Currency Loans from Banks (secured)	1,124.63	13.56
- From Banks (secured)	-	442.49
- From Financial Institutions (secured)	452.23	1,999.25
- From Banks (unsecured)	-	36.91
- From Financial Institutions (unsecured)	4.21	229.93
	<u>1,581.07</u>	<u>2,722.14</u>
	<u>2,058.90</u>	<u>6,418.21</u>

#### Note 21.1

- Loans from bank of ₹ 301.11 lakhs secured by property owned by and personal guarantee of then Company's Promoters along with corporate guarantee from the Company.
- Loans and advances from related parties are interest free and repayable on demand.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 22. Trade Payables (Refer Note 43)

	As at 31 March, 2022	As at 31 March, 2021
- Due to Micro and Small Enterprises	441.88	60.75
- Due to Others	7,360.53	5,351.99
	<b>7,802.41</b>	<b>5,412.74</b>

### Ageing of Trade Payables as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) MSME	-	441.88	-	-	-	441.88
(ii) Others	3,486.69	1,527.34	751.05	199.16	1,396.31	7,360.53
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
	<b>3,486.69</b>	<b>1,969.22</b>	<b>751.05</b>	<b>199.16</b>	<b>1,396.31</b>	<b>7,802.41</b>

### Ageing of Trade Payables as on March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) MSME	-	60.75	-	-	-	60.75
(ii) Others	2,033.46	1,486.09	20.17	1,805.69	6.57	5,351.99
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
	<b>2,033.46</b>	<b>1,546.84</b>	<b>20.17</b>	<b>1,805.69</b>	<b>6.57</b>	<b>5,412.74</b>

#### Note 22.1

Trade payables are non interest bearing and are normally settled on 30 days to 365 days credit term.

#### Note 22.2

Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Disclosures under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (as amended)

	As at 31 March, 2022	As at 31 March, 2021
(i) Principal amount remaining unpaid	441.88	60.75
(ii) Interest amount remaining unpaid	8.91	4.99
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v) Interest accrued and remaining unpaid	4.00	4.99
(vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Note: Identification of micro and small enterprises is basis intimation received from vendors





# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 23. Other Financials Liabilities

	As at 31 March, 2022	As at 31 March, 2021
Interest accrued and not due on Borrowings	38.93	224.11
Unclaimed Dividend	12.51	13.79
Employee Payables	1,131.80	1,769.01
Provision for Expenses	2,005.84	1,195.78
Security Deposits	71.65	87.03
	<b>3,260.73</b>	<b>3,289.73</b>

### Note 24. Other Current Liabilities

	As at 31 March, 2022	As at 31 March, 2021
Unearned and Deferred Revenue	3,174.30	3,080.56
Advance Received from Customers	876.44	104.69
Statutory Dues Payable	615.23	722.32
Other Liabilities	64.17	114.82
	<b>4,730.14</b>	<b>4,022.38</b>

### Note 25. Provisions

	As at 31 March, 2022	As at 31 March, 2021
Provision for employee benefits		
Employee Benefits	533.31	455.20
	<b>533.31</b>	<b>455.20</b>

#### Note 25.1

Provision for employee benefits includes for defined benefits plans and compensated absences.

### Note 26. Current Tax Liabilities (net)

	As at 31 March, 2022	As at 31 March, 2021
Current Tax Liabilities (net)	668.73	521.49
	<b>668.73</b>	<b>521.49</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 27. Revenue from Operations

	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of Software Services	34,055.76	27,376.23
Sale of Equipment and Product License	16,445.46	10,025.54
	<b>50,501.22</b>	<b>37,401.77</b>

### Note 27.1 Disaggregate Revenue Information

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>The disaggregated revenue from contracts with the customers</b>		
<b>(i) Product and Services wise</b>		
Sale of Software Services	34,055.76	27,376.23
Sale of Equipment and Product License	16,445.46	10,025.54
<b>Total</b>	<b>50,501.22</b>	<b>37,401.77</b>
<b>(ii) Geography wise</b>		
Asia-Pacific	39,686.32	29,797.92
Rest of world	10,814.90	7,603.85
<b>Total</b>	<b>50,501.22</b>	<b>37,401.77</b>

Revenues in excess of invoicing are classified as contract assets (which is referred as unbilled revenues). Changes in contract assets are directly attributable to revenue recognised based on the accounting policy defined and the invoicing done during the year. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures as the revenue recognised corresponds directly with the value to the customer of the Company's performance completed to date.

### Note 28. Other Income

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest Income from Investments	146.44	155.04
Foreign exchange fluctuation gain	215.63	-
Rent Income	66.31	59.26
Provision for doubtful debt written back	48.63	45.87
Miscellaneous Income	54.42	37.28
	<b>531.43</b>	<b>297.45</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 29. Operating Expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Software, Hardware and Other Material Cost	18,260.24	10,791.45
	<u>18,260.24</u>	<u>10,791.45</u>

### Note 30. Changes in Inventories of Raw Material, Finished Goods and Stock-in-trade

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Stock at the beginning of the year</b>		
Raw Material	23.24	223.32
Finished Goods (including goods in transit)	489.62	393.96
Stock-in-Trade	2,087.49	2,046.77
<b>Total (A)</b>	<u>2,600.35</u>	<u>2,664.05</u>
<b>Stock at the end of the year</b>		
Raw Material	26.56	23.24
Finished Goods (including goods in transit)	150.37	489.62
Stock-in-Trade	2,195.79	2,087.49
<b>Total (B)</b>	<u>2,372.72</u>	<u>2,600.35</u>
<b>Changes In Inventories (A-B)</b>	<u>227.63</u>	<u>63.70</u>

### Note 31. Employee Benefits Expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries, Wages and Bonus	16,494.01	13,952.49
Contributions to Provident and Other Funds	627.91	659.96
Staff Welfare Expenses	473.11	365.70
	<u>17,595.03</u>	<u>14,978.15</u>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 32. Finance Costs

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest Expense on		
- Borrowings	580.04	1,290.89
- Lease Liabilities	37.69	104.56
Other Borrowing charges	208.66	184.33
	<b>826.39</b>	<b>1,579.78</b>

### Note 33. Depreciation and Amortisation Expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation on Property, Plant and Equipment	727.63	739.69
Amortisation on Other Intangible Assets	149.37	2,043.88
Accelerated Amortisation on Other Intangible Assets	-	10,505.06
Depreciation on Right-of-Use Asset	520.91	650.43
	<b>1,397.91</b>	<b>13,939.06</b>

### Note 34. Other Expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Travelling and Conveyance Expenses	515.50	463.02
Legal and Professional Charges	760.25	530.88
Short Term Lease (refer note 39)	117.10	130.83
Rates and Taxes	505.45	123.60
Electricity Expenses	77.37	132.71
Communication Expenses	140.91	123.06
Repairs and Maintenance Expenses	191.01	116.70
Subscription and Membership	81.48	49.95
Commission and Business Promotions	532.00	204.04
Recruitment Expenses	82.41	31.15
Insurance Charges	71.28	89.91
Housekeeping and Security Charges	57.74	42.80
Provision for Bad-debts (allowances for credit loss)	(40.40)	188.32
Bad debts of receivables/advances	5.93	632.36
Foreign exchange fluctuation Loss	-	215.66
Loss on Sale of PPE	8.66	28.69
CSR Expenses (refer note 37)	55.00	55.00
Others Miscellaneous Expenses	98.07	33.28
	<b>3,259.76</b>	<b>3,191.97</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 35

	As at March 31, 2022	As at March 31, 2021
<b>Contingent Liabilities and Commitment (as represented by the Management)</b>		
(i) Guarantees given by the Company on behalf of its Subsidiaries	2,119.28	2,067.96
(ii) Disputed Liabilities not provided for direct/ indirect Tax	-	-
(iii) Commitments:		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	3,710.13	3,029.59

### Note 36

#### Segment information

The Group has identified and disclosed segment information, as "Information technologies and consultancy services" and "Sale of equipment". The operating segment has been identified and reported taking into account its internal financial reporting, performance evaluation and organisational structure by geographical locations of its operations, where its service rendering activities are based. Operating Segment is reported in the manner evaluated by Board, considered as Chief Operating Decision Maker under Ind AS 108 "Operating Segment". The accounting policies adopted for segment reporting are in line with the accounting policy of the Group.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Segment Revenue</b>		
(a) Sale of Software Services	34,055.76	27,376.23
(b) Sale of Equipment and Product License	16,445.46	10,025.54
<b>Total income from operations (a+b)</b>	<b>50,501.22</b>	<b>37,401.77</b>
<b>Segment Results</b>		
(a) Sale of Software Services	26,686.26	22,075.93
(b) Sale of Equipment and Product License	5,389.14	4,470.69
<b>Total (a+b)</b>	<b>32,075.40</b>	<b>26,546.62</b>
<b>Less: Unallocable expenses</b>		
Employee benefits expense	17,595.03	14,978.15
Finance costs	826.39	1,579.78
Depreciation and amortisation expenses	1,397.91	13,939.06
Other expenses	3,321.81	3,191.97
<b>Add: Unallocable income</b>	<b>531.43</b>	<b>297.45</b>
<b>Profit/ (loss) before exceptional items and tax</b>	<b>9,465.69</b>	<b>(6,844.89)</b>

Assets & liabilities used in the Company's business are not identified to any of the reportable segment, as these are used interchangeably between segments. The Management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 37

#### Corporate Social Responsibility

The details of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013 is as follows:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1. Amount required to be spent by the company during the year	53.84	50.68
2. Amount spent during the year on:	55.00	55.00
i) Construction/ acquisition of any asset		
ii) For purposes other than (i) above		
3. Shortfall at the end of the year	-	-
4. Total of previous years shortfall	-	-
5. Reason for shortfall	-	-
6. Nature of CSR activities.	Education, vocational training, Health related and welfare of society	Education, hostel for students, Woman welfare and empowerment, vocational training, health awareness
7. Details of related party transactions in relation to CSR expenditure	Nil	Nil

### Note 38

#### Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic and Diluted EPS		
(a) Profit/ (Loss) from Continuing Operations attributable to Owners of Company	7,067.18	(9,961.72)
(b) Profit/ (Loss) from discontinuing Operations attributable to Owners of Company	-	(2,233.15)
(c) Weighted average number of Equity Shares (Basic and Diluted)	22,800,165	22,800,165
(d) Earnings per Share		
- Basic and Diluted Earnings per Share of ₹ 10 each (Continuing Operations)	31.00	(43.69)
- Basic and Diluted Earnings per Share of ₹ 10 each (Discontinuing Operations)	-	(9.79)
- Basic and Diluted Earnings per Share of ₹ 10 each (Continuing and discontinuing Operations)	31.00	(53.48)



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 39

#### Lease

Details regarding the contractual maturities of lease liabilities as at 31 March 2022 on an discounted basis:

Particulars	As at 31 March 2022	As at 31 March 2021
Less than one year	334.48	630.37
One to five years	71.51	402.57
More than five years	-	-
<b>Total</b>	<b>405.99</b>	<b>1,032.94</b>

Details regarding the contractual maturities of lease liabilities as at 31 March 2022 on an undiscounted basis:

Particulars	As at 31 March 2022	As at 31 March 2021
Less than one year	352.54	819.40
One to five years	73.86	364.26
More than five years	-	-
<b>Total</b>	<b>426.40</b>	<b>1,183.66</b>

- The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- Rental expense recorded for short-term leases was ₹ 117.10 lakhs (Previous year ₹ 130.83 lakhs) for the year ended 31 March 2022.
- Effective interest rate in the range of 5% to 12.50% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.
- Applied the exemption not to recognize right to use assets and liabilities for leases with less than 12 months of lease term on the date of initial application and Leases for which the underlying asset is of low value.

### Note 40

#### Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using gearing ratio, which is net debt divided by total capital.

	As at March 31, 2022	As at March 31, 2021
(i) Debt	5,294.13	11,405.28
Less : Cash and cash equivalents, Bank deposits	6,620.40	5,084.31
Net Debt (A)	(1,326.27)	6,320.97
(ii) Equity (B)	39,686.87	33,646.72
Capital Gearing Ratio (A/B)	NA	19%



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 41

#### Financial Instruments

##### (i) Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

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

The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

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

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The carrying values of the financial instruments by categories were as follows:

Particulars	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
<b>Financial Assets</b>				
<b>At Amortised Cost</b>				
(i) Investments	4,041.20	-	3,591.97	-
(ii) Trade receivables	13,900.45	-	10,305.44	-
(iii) Cash and Bank Balance	5,770.26	-	3,856.84	-
(vi) Other financial assets	8,238.97	-	7,554.44	-
<b>At FVTPL</b>	Nil		Nil	
<b>Financial Liabilities</b>				
<b>At Amortised Cost</b>				
(i) Borrowings	5,294.13	-	11,405.28	-
(ii) Lease Liability	405.99	-	1,032.94	-
(iii) Trade payables	7,802.41	-	5,412.74	-
(iv) Other financial liabilities	3,260.73	-	3,289.73	-
<b>At FVTPL</b>	Nil		Nil	





## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 41

#### Financial Instruments (Contd.)

##### (ii) Financial risk management

The Company's business activities expose it to a variety of financial risks, namely market risks, credit risk and liquidity risk.

The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Company's financial liabilities comprise of borrowings, trade payable and other liabilities to manage its operation and the financial assets include trade receivables, deposits, cash and bank balances, other receivables etc. arising from its operation.

- (i) Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: Foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk.
- (ii) Foreign currency risk : Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The carrying amounts of the Company's net foreign currency exposure denominated monetary assets and monetary liabilities at the end of the reporting period as follows:

##### Foreign Currency Risk from financial instruments as of:

	As at March 31, 2022		As at March 31, 2021	
	USD	Other Currency	USD	Other Currency
(i) Trade receivables	173.31	1.86	267.81	1.65
(ii) Advance to vendors	25.48	5.93	256.39	6.03
(iii) Trade payables	(67.31)	-	(253.96)	-
(iv) Advance received from customers	-	-	(2.63)	-
(v) Borrowings	(3,663.41)	-	(3,882.43)	-
<b>Total</b>	<b>(3,531.93)</b>	<b>7.79</b>	<b>(3,614.82)</b>	<b>7.68</b>

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments as mentioned below.

Impact of 2% increase in exchange rate	(70.64)	0.16	(72.30)	0.15
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If exchange rate is unfavorably affected with decrease by 2%, gain shall also accordingly be affected.

##### Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 41

#### Financial Instruments (Contd.)

##### Exposure to Interest Rate Risk

Interest rate risk of the Company arises from borrowings. The Company endeavor to adopt a policy of ensuring that maximum of its interest rate risk exposure is at fixed rate. The Company's interest-bearing financial instruments are reported as below:

	As at March 31, 2022	As at March 31, 2021
<b>Fixed Rate Instruments</b>		
Financial Assets	6,673.44	5,140.48
Financial Liabilities	5,681.22	12,408.03
<b>Floating Rate Instruments</b>		
Financial Assets	-	-
Financial Liabilities	-	-

##### Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for floating-rate instruments: Since floating-rate instruments is Nil. Hence, impact for the reporting period is Nil.

##### Equity Price Risk

The Company is exposed to equity price risks arising from equity investments which is not material.

##### Derivative financial instruments

The Company does not hold derivative financial instruments.

##### Credit Risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

##### Trade Receivables

Our historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. Credit risk has always been managed by each business segment through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

##### Other Financial Assets

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and/or domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by Government and Quasi Government organizations and certificates of deposit which are funds deposited at a bank for a specified time period.



## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 41

#### Financial Instruments (Contd.)

##### Liquidity Risk

Liquidity risk refers to risk of financial distress or extra ordinary high financing cost arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The Company's objective is to maintain at all times optimum levels of liquidity to meet its cash and collateral requirements. Processes and policies related to such risk are overseen by senior management and management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

The tables below analyse the Company's financial liabilities into relevant maturities based on their contractual maturities for:

Particulars	As at March 31, 2022	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	5,294.13	2,067.65	1,278.00	1,948.48
(ii) Lease Liabilities	405.99	334.48	71.51	-
(iii) Trade Payables	7,802.41	7,802.41	-	-
(iv) Other Financial Liabilities	3,260.73	3,260.73	-	-

Particulars	As at March 31, 2021	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	11,405.28	6,429.50	1,973.56	3,002.22
(ii) Lease Liabilities	1,032.94	630.37	402.57	-
(iii) Trade Payables	5,412.74	5,412.74	-	-
(iv) Other Financial Liabilities	3,289.73	3,289.73	-	-



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 42

#### Employee Benefits

##### Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, ESIC and other funds which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

##### Defined benefit plans

The Company has a scheme for payment of gratuity to all its employees as per the provisions of the Payment of Gratuity Act, 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by independent actuary. The gratuity plan is a funded plan.

The following table sets out the status of the Gratuity Plan as required under Indian Accounting Standard ("Ind AS") 19 "Employee Benefits".

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
<b>(i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation</b>		
Obligation at the beginning of the year	808.04	895.73
Interest Cost	40.21	53.46
Current Service Cost	98.62	138.32
Past Service Cost	-	-
Actuarial (gain) / loss recognised in other comprehensive income	-	-
- Change in Demographic Assumptions	0.09	(156.08)
- Change in financial assumptions	(18.94)	(46.10)
- Experience adjustments	98.52	(31.68)
Benefits Paid directly by the Employer	(59.16)	(33.19)
Benefits paid from the fund	(70.21)	(12.42)
Liabilities Extinguished on Settlement	-	-
Obligation at the end of the year	<b>897.17</b>	<b>808.04</b>
<b>(ii) Change in plan assets</b>		
Plan assets at the beginning of the year, at fair value	143.44	146.53
Interest income	5.78	9.56
Expected return on plan assets	5.11	6.89
Actuarial gain / (loss) recognised in other comprehensive income	-	-
Contributions	(4.03)	(7.13)
Benefits paid from the fund	(70.21)	(12.41)
Assets distributed on settlement	-	-
Plan assets at the end of the year, at fair value	<b>80.09</b>	<b>143.44</b>
<b>(iii) Reconciliation of present value of the obligation and the fair value of the plan assets</b>		
Fair value of plan assets at the end of the year	80.10	143.44
Present value of the defined benefit obligation at the end of the year	897.18	808.04
Net Liability recognized in the Balance Sheet	<b>817.08</b>	<b>664.61</b>



Notes to the consolidated financial statements

(₹ in lakhs)

Note 42

Employee Benefits (Contd.)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
<b>(iv) Expense Recognised in Profit or Loss</b>		
Current Service Cost	98.62	138.32
Past Service Cost	-	-
Net Interest Cost	34.43	43.91
<b>Total</b>	<b>133.05</b>	<b>182.23</b>
<b>(v) Amount Recognised in Other Comprehensive Income</b>		
Actuarial (gain) / loss recognised in other comprehensive income	79.67	(233.87)
Expected return on plan assets	4.03	7.13
<b>Total</b>	<b>83.70</b>	<b>(226.74)</b>
<b>(vi) Assumptions</b>		
Interest rate	5.66%	5.18 %
Estimated return on plan assets	5.66%	5.18 %
Salary growth rate	9.25%	9.25%
Employee turnover rate	For service 4 year and below 33.75%, 19% thereafter	For service 4 year and below 33.75%, 19% thereafter
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2006-08 (Ultimate)

The estimates, of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

(vii) Particulars of the amounts for the year and Previous years

	Gratuity				
	As at March 31				
	2022	2021	2020	2019	2018
Present Value of benefit obligation	897.18	808.04	895.73	669.46	524.12
Fair value of plan assets	80.10	143.44	146.53	130.87	83.77
Excess of obligation over plan assets (plan assets over obligation)	817.08	664.61	749.20	538.59	440.36



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 42

#### Employee Benefits (Contd.)

##### (viii) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at March 31, 2022	As at March 31, 2021
Discount rate (+ 1% movement)	(36.75)	(34.27)
Discount rate (- 1% movement)	40.51	37.90
Future salary growth (+ 1% movement)	32.42	31.24
Future salary growth (- 1% movement)	(31.06)	(29.59)
Employee turnover (+ 1% movement)	(7.38)	(8.43)
Employee turnover (- 1% movement)	7.92	9.11

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

##### (ix) Maturity analysis of defined benefit plan (fund)

Project benefit payable in future from the date of reporting (Undiscounted)

1 <sup>st</sup> following year	161.33	146.43
2 <sup>nd</sup> following year	126.41	108.39
3 <sup>rd</sup> following year	118.46	100.82
4 <sup>th</sup> following year	104.29	93.18
5 <sup>th</sup> following year	93.41	81.24
Sum of 6 to 10 years	323.70	281.55
Sum of years 11 and above	268.09	246.80

##### (x) Expenses Recognized in the Statement of Profit or Loss for Next Year

Current Service Cost	106.27
Net Interest Cost	46.24
(Expected Contributions by the Employees)	-
Expenses Recognized	152.52

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 final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 43

#### Related Parties

##### (A) Related Parties

###### (i) Key Managerial Person

- 1 Paresh Zaveri (Chairman and Director)
- 2 Amit Sheth (Co-Chairman and Director)
- 3 Ninad Kelkar (Company Secretary)
- 4 Vipul Parmar (Chief Financial Officer)

###### (ii) Other Related Parties Company

- 1 Trejhara Solutions Limited
- 2 Auroscient Outsourcing Ltd
- 3 Trejhara SCM Pte. Ltd.
- 4 Groef Consultancy LLP

###### (iii) Independent and Non Executive Directors

- 1 Ajay Sarupria
- 2 Mahendra Mehta
- 3 Frank Osusky
- 4 Sudha Bhushan

##### (IV) Individual

- 1 Ashish Sheth (Relative of Co-Chairman and Director)

##### (B) Transactions during the year with Related Parties

Particulars	As at 31 March 2022	As at 31 March 2021
Revenue from Operations	1,011.86	760.69
Other Income	65.85	59.27
Operating Expenses	1,727.84	2,136.04
Other Expenses	572.59	75.00
Recovery of Expenses	421.50	413.24
Investment	3,582.00	3,582.00
Trade Receivable	467.57	13.50
Other Financial Assets		
(i) Unbilled Revenue	368.04	311.23
(ii) Other Receivables	98.91	379.02
Other Current Assets	7,512.33	6,040.90
Borrowings-Current	176.72	68.66
Trade Payables	3.75	9.72
Other Current Liabilities		
(i) Advance Received from Customers	-	11.67
Managerial Remuneration		
(i) Salaries and Other Benefits	140.34	228.15
(ii) Contributions to Defined Contribution Plans	4.00	3.04

Some of the key management personnel of the Company are also covered under the Company's Gratuity Plan along with the other employees of the Company. Proportionate amounts of gratuity accrued under the Company's Gratuity Plan have not been separately included in the above disclosure.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

### Note 44

#### Assets held for Sale and Discontinued Business

During the previous year, the Company had divested the entire stake to Forecepoint LLC based on approval from the Audit Committee and the Board of Directors in their respective meetings held on 06<sup>th</sup> May, 2021 and the members' approval for the same was obtained through postal ballot on 14<sup>th</sup> June, 2021. Accordingly, the investment in Cyberinc Corporation Inc, USA and other entities (Disposal group) engaged in Cybersecurity business had been measured at fair value less cost to sale in the financial statements for the Company's share of ₹ 5,200.70 Lakhs in Assets held for Sale and the disposal group had also been considered as discontinued operations in accordance with Ind AS 105 - 'Non-Current Assets Held for Sale and Discontinued Operations'. The effect of fair valuation of ₹ 4,618.37 Lakhs had been included in the exceptional items in previous year.

### Note 45

#### Disclosure requirements as notified by MCA pursuant to amended Schedule III

- (i) The Group did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- (ii) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (iii) The Group has not been declared as a willful defaulter by any lender who has powers to declare a Group as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has 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 Group (Ultimate Beneficiaries), or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Group has 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,
- (vii) The Group does not have 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)
- (viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

### Note 46

#### Prior Periods Comparative

The previous year figures have been regrouped / restated to the extent possible to confirm to current year presentation.





# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in lakhs)

### Note 47

#### Authorisation of Financial Statements

The financial statements were approved by the Board of Directors on May 18, 2022.

### Note 48

#### Financial information pursuant to Schedule III of Companies Act, 2013

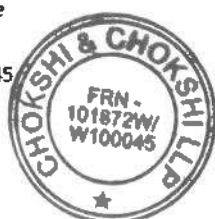
Sr	Name of Entity	Net Assets i.e total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated Net Assets	Amount (Rs. in lakhs)	As % of Consolidated profit & loss	Amount (Rs. in lakhs)	As % of other comprehensive income	Amount (Rs. in lakhs)	As % of Total other comprehensive income	Amount (Rs. in lakhs)
<b>A</b>	<b>Parents</b>								
1	Aurionpro Solutions Limited	59.33%	23,944.63	34.90%	2,637.54	158%	(83.70)	34%	2,553.84
<b>B</b>	<b>Indian Subsidiaries</b>								
2	Aurofidet Outsourcing Limited	0.35%	141.25	-0.70%	(52.96)	0%	-	-1%	(52.96)
3	Intellvisions Solutions private Limited	0.51%	204.15	-0.21%	(15.73)	0%	-	0%	(15.73)
4	SC Soft Technologies Pvt Ltd	-0.51%	(204.04)	-2.75%	(207.59)	4%	(2.24)	-3%	(209.83)
5	Aurionpro Payment Solutions Pvt Ltd	4.41%	1,780.24	-0.26%	(19.76)	0%	-	0%	(19.76)
6	Aurionpro Transit Solutions Pvt Ltd	0.00%	(0.15)	-0.02%	(1.15)	0%	-	0%	(1.15)
7	Aurionpro Foundation (Section 8 Company)	0.00%	-	0.00%	-	-	-	-	-
<b>C</b>	<b>Foreign Subsidiaries</b>								
8	Integro Technologies Pte Ltd.*	22.56%	9,104.00	24.53%	1,854.00	-43%	22.68	25%	1,876.68
9	Aurionpro Solutions Pte Limited	24.26%	9,789.91	5.34%	403.30	-13%	6.98	5%	410.28
10	Aurionpro Fintech Inc.*	1.43%	576.55	14.80%	1,118.13	-4%	2.09	15%	1,120.22
11	SC Soft Pte Ltd*	5.82%	2,347.45	8.42%	636.37	3%	(1.37)	8%	635.00
12	PT Aurionpro Solutions	2.38%	955.02	0.72%	54.54	-2%	0.94	1%	55.48
13	Neo BNK Pte Ltd.	0.00%	(1.76)	-0.03%	(2.21)	0%	(0.03)	0%	(2.24)
14	Aurionpro Holding Pte Ltd	-1.75%	(706.21)	0.00%	(0.30)	0%	(0.01)	0%	(0.30)
15	Aurionpro Payment Solutions Pte Ltd	-0.20%	(82.13)	-2.06%	(155.92)	4%	(1.90)	-2%	(157.82)
16	Aurionpro Solutions (Africa) Ltd	0.63%	254.96	0.00%	61.65	1%	(0.56)	1%	61.09
<b>D</b>	<b>Joint Venture/Associate</b>								
17	Intellvisions Software LLC	7.98%	3,218.92	15.87%	1,190.43	-6%	2.94	16%	1,193.37
	<b>Sub Total</b>	<b>127.19%</b>	<b>51,326.79</b>	<b>99.25%</b>	<b>7,500.35</b>	<b>102.05%</b>	<b>(54.18)</b>	<b>99.23%</b>	<b>7,446.18</b>
18	Less: CFS adjustments and eliminations	-27.19%	(10,971.44)	0.75%	57.02	-2.05%	1.09	0.77%	58.10
	<b>Total Share</b>	<b>100.00%</b>	<b>40,355.34</b>	<b>100.00%</b>	<b>7,557.38</b>	<b>100%</b>	<b>(53.09)</b>	<b>100%</b>	<b>7,504.29</b>
19	Non Controlling Interest		668.47		490.20		-		490.20
20	Attributable to Equity Owner's of the Company		39,686.87		7,067.18		(53.09)		7,014.09

\* Consolidated Financial Statement Numbers

The accompanying notes are an integral part of these financial statements.


As per our attached report of even date  
FOR CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
Firm Registration No. 101872W/W100045

  
Vineet Saxena  
Partner  
Membership No 100770




For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

  
Pareshi Zaveri  
Chairman & Managing Director  
DIN : 01240552  
Place : Navi Mumbai

  
Amit Sheth  
Co- Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai

Date : 18<sup>th</sup> May, 2022  
Place : Navi Mumbai



  
Ninad Kelkar  
Company Secretary  
Place : Navi Mumbai

  
Vipul Parmar  
Chief Financial Officer  
Place : Navi Mumbai

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Aurionpro Solutions Limited

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

- 1) We have audited the accompanying consolidated financial statements of Aurionpro Solutions Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together to be referred to as 'the Group') and joint ventures, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements')

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at 31<sup>st</sup> March, 2021, the consolidated loss and consolidated total comprehensive loss, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

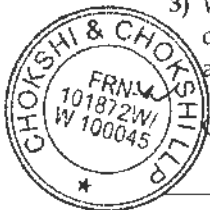
**Basis for Opinion**

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

**Emphasis of Matters**

- 3) We draw attention to note 4.02 to the consolidated financial statements, in respect of accelerated depreciation charged by the Group on intangible assets held by certain overseas subsidiaries in accordance with the management estimates.

Our opinion is not modified in respect of this matter.



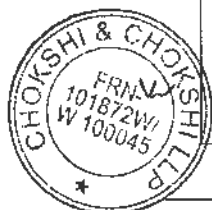
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Chartered Accountants

### Key Audit Matters

- 4) Key Audit Matters ('KAM') are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current audit period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key Audit Matter	Auditors' Response
<p><b>Revenue from Fixed Price Contracts:</b></p> <p>Revenue from fixed price contracts, where the performance obligations are satisfied over time, has been recognized using the percentage of completion method and computed as per the input method based on the Company's estimate of contract costs.</p> <p>Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.</p> <p>The application of Ind AS 115 "Revenue from Contracts with Customers" involves Key judgements relating to (1) identification of distinct performance obligations (2) determination of transaction price of the said identified performance obligations (3) allocation of transaction price to the said performance obligations (4) basis for recognition of revenue over a period.</p> <p>Refer Note 27.1 to the Consolidated Financial Statements.</p>	<p><b>Principal Audit Procedures:</b></p> <p>We tested the effectiveness of controls relating to recording and computing revenue and associated contract assets, unearned and deferred revenue balances.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as under:</p> <ul style="list-style-type: none"><li>Selected samples of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We performed procedures involving enquiry and observation, verification of evidence in respect of operation of these controls.</li><li>Tested the IT systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the said Ind AS.</li><li>Selected a sample of continuing and new contracts and performed certain procedures.</li></ul>
<p><b>External Confirmations:</b></p> <p>This matter is considered to be key audit matter given the circumstances of the year-end confirmations under COVID-19 vis-à-vis non-COVID-19 scenario.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"><li>Revised the assessed risk and modified our audit procedures to mitigate these risks;</li></ul>

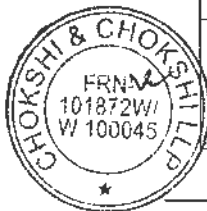


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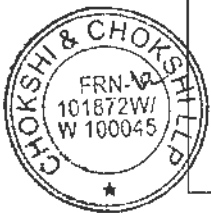
Key Audit Matter	Auditors' Response
<p>COVID-19 has impacted the procedure of external confirmation request to vendors and customers at the year-end and therefore, external confirmation request was sent through electronic mode by the Company.</p> <p>In view of this, we have performed alternative audit procedures.</p> <p>Refer Note 10 to the Consolidated Financial Statements.</p>	<ul style="list-style-type: none"> <li>▪ Obtained a reliable assurance pertaining to transactions with confirming parties, for accurate and complete process of routine and significant classes of transactions such as revenue, purchases, etc.;</li> <li>▪ Selected samples and tested the effectiveness of controls related to accuracy and completeness of transactions in totality, considering the frequency and regularity of transactions;</li> <li>▪ Obtained representations from the management regarding any impairment in the receivables</li> </ul>
<p><b>Net realisable value (NRV) of Inventory</b></p> <p>The Company deals in information technology products, which includes hardware, software and assembling of machines which may be subject to changing customer demands and technology evolution over the time.</p> <p>Company uses IT technology / products primarily in assembling / resale of the above products. Significant degree of judgment is thereby required to assess the NRV of the inventories and appropriate write down of items.</p> <p>Such judgment includes Company's expectations for future sale, inventory liquidation plans and future selling prices less cost to sell &amp; modification cost.</p> <p>In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of software &amp; hardware including assemble machines has been identified as a key audit matter.</p> <p>Refer Note 09 to the Consolidated Financial Statements.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient audit evidence:</p> <p>Assessed the appropriateness of the accounting policy for inventories as per relevant Indian accounting standards.</p> <ul style="list-style-type: none"> <li>• Evaluated the design and implementation of key internal financial controls with respect to determination of NRV and tested the operating effectiveness of such controls on selected transactions.</li> <li>• Verified inventory ageing report by testing samples, selected using statistical sampling method.</li> <li>• Tested the weighted average rate computation of inventory samples, selected using statistical sampling method.</li> </ul> <p>Evaluated the judgement and assumptions taken for valuation of inventory.</p>
<p><b>Allowance for credit losses</b></p> <p>The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and</p>	<p>Our audit procedures related to the allowance for credit losses for trade receivables and unbilled revenue included the following, among others:</p>



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Key Audit Matter	Auditors' Response
<p>estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the geographical location where it operates.</p> <p>In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.</p> <p>We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.</p> <p>Refer Note 34 to the Consolidated Financial Statements.</p>	<p>We tested the effectiveness of controls over the</p> <ol style="list-style-type: none"> <li>(1) development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions</li> <li>(2) completeness and accuracy of information used in the estimation of probability of default and</li> <li>(3) Computation of the allowance for credit losses.</li> </ol> <p>For a sample of customers:</p> <p>We tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information.</p> <p>We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.</p>
<p><b><u>Investment impairment assessment</u></b></p> <p>The Company has investments in subsidiaries and associates. These investments are accounted for at cost less impairment. If an impairment exists, the recoverable amounts of the above investment are estimated in order to determine the extent of the impairment loss, if any.</p> <p>Determination of triggers for impairment in value of these investments and recoverable amount involves significant estimates and judgements, including those related to the possible effect of the COVID-19 pandemic.</p> <p>Refer Note 05 to the Consolidated Financial Statements.</p>	<p>Evaluation of impairment risk and assessing whether triggers exist for any investment based on consideration of external and internal factors affecting the value and performance of the investment.</p> <p><u>Our audit procedures included:</u></p> <ul style="list-style-type: none"> <li>• Obtained management assessment of recoverable amount for investments where impairment risk is identified.</li> <li>• Evaluated the mathematical accuracy of the cash flow projection and assessed the underlying key assumptions in management's valuation models used to determine recoverable amount considering external data, including assumptions of projected EBITDA, revenue growth rate, terminal growth rates, discount rates, and assessed the sensitivity of the assumptions on the impairment assessment and assessed the forecasts against the historical performance, including the impact of the COVID-19 pandemic.</li> </ul>



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Key Audit Matter	Auditors' Response
	Assessed the appropriateness of the related disclosures in the standalone financial statements.

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

- 5) The Company's management and Board of Directors are responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including annexures to Director's Report, Corporate Governance Report and Shareholder's information, but does not include the consolidated financial statements and our auditors' report thereon.

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

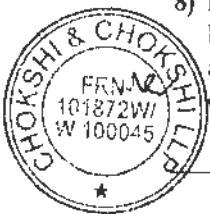
- 6) In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of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

If, based on the work we have performed on the other information obtained prior to date of this audit report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibilities for the Consolidated Financial Statements**

- 7) The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group, including its joint venture, in accordance with the Ind AS and other accounting principles generally accepted in India. The respective management and Board of Directors of the Companies included in the Group and of its joint venture are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, and of its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by management and directors of the Holding Company, as aforesaid.

- 8) In preparing the consolidated financial statements, the respective management and Board of Directors of the Companies included in the Group and of its joint venture, are responsible for assessing the ability of the Group and its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of



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accounting unless respective management and Board of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

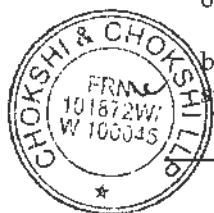
The description of the auditor's responsibilities for the audit of the consolidated financial statements is given in "Appendix I" to this report.

**Other Matters**

10) a) The consolidated financial statements include the audited consolidated (where applicable) financial statements of certain subsidiaries and joint venture whose financial statements / financial information reflect Group's share of total assets of Rs. 88,358.66 lakhs as at 31st March 2021, Group's share of total revenue of Rs. 38,642.10 lakhs, Group's share of total net loss after tax of Rs. 7604.65 lakhs and Group's share of net cash outflows of Rs. 678.84 lakhs for the year ended on that date, as considered in the consolidated financial statements, which have been audited by their respective independent auditors whose reports have been furnished to us by the management of the Company and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture and our report in terms of section 143(11)(3) of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

Of the aforesaid subsidiaries companies and joint venture, certain subsidiaries, are located outside India whose financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the audited financial statements of these subsidiaries companies and joint venture, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments made by the Company's management have been audited and certified by the independent chartered accountants. Our opinion in so far as it relates to the amounts and disclosures of these subsidiary companies and joint venture, located outside India is based on the report of other auditors and conversion adjustments prepared by management of the Holding Company and audited by the independent chartered accountants.

b) The consolidated financial statements include the unaudited financial statements of certain subsidiaries whose financial statements / financial information reflect Group's share of total



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**CHOKSHI & CHOKSHI LLP**  
Chartered Accountants

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assets of Rs. 18846.56 lakhs as at 31st March 2021, Group's share of total revenue of Rs. 3525.74 lakhs, Group's share of total net loss after tax of Rs. 8505.11 lakhs and Group's share of net cash inflows of Rs. 100.41 lakhs for the year ended on that date, as considered in the consolidated financial statements. These unaudited financial statements / financial information have been prepared by the management based on the financial statements as approved by the respective Board of Directors of these subsidiaries companies which have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(11)(3) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such board approved financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors of the Holding Company, these financial statements / financial information are material to the Group.

Of the aforesaid subsidiaries, certain subsidiaries companies are located outside India whose financial information have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's management has converted the financial statements of these subsidiaries entities, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments made by the Company's management have been audited and certified by the independent chartered accountants. Our opinion in so far as it relates to the amounts and disclosures of these subsidiaries companies, located outside India is based on the conversion adjustments prepared by management of the Holding Company and audited by the independent chartered accountants.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on work done and the reports of the other auditors referred into sub-paragraph (a) above, and the financial statements / financial information approved by the Board referred in sub-paragraph (b) above.

**Report on Other Legal and Regulatory Requirements**

11) As required by Section 143(3) of the Act, based on our audit and on consideration of reports of other auditors on separate financial statements and the other financial information of subsidiaries and joint venture as noted in sub-paragraph (a) of 'Other Matters' paragraph, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;



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**CHOKSHI & CHOKSHI LLP**  
Chartered Accountants

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- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2021 taken on record by the Board of Directors of the Holding Company and the report of the other statutory auditors of the subsidiary and associate companies incorporated in India, none of the directors of any such company is disqualified as on 31st March, 2021 from being appointed as a director of that company in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, subsidiary companies and joint venture incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' report on the Holding Company and its subsidiary companies. Based on these reports, our report expresses an unmodified opinion on the existence and operating effectiveness of the Group's internal financial control with reference to financial statements;
- g) In our opinion and to the best of our information and according to the explanations given to us, the holding company and its subsidiaries, which are incorporated in India, has paid no remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The Holding Company and its subsidiary companies included in the consolidation did not have any pending litigations which have impact on its financial position on its consolidated financial statements.
  - The Holding Company and its subsidiary companies included in the consolidation did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
  - There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India, except for Rs.2,350/- pertaining to the Holding Company for the financial year 2011-12 is yet to be transferred to IEPF. The Holding Company has initiated necessary procedure in this regard for completion of the same.

For CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
FRN - 101872W/W100045

  
Vineet Saxena  
(Partner)

M. No: 100770  
UDIN: 21100770AAAAFQ6246



Place: Navi Mumbai  
Date: 28<sup>th</sup> May 2021

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**APPENDIX – I: THE FURTHER DESCRIPTION OF THE AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India, have adequate internal financial controls with reference to financial statements 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 and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.



We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in para (a) of the section titled 'Other Matters' in this audit report, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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**CHOKSHI & CHOKSHI LLP**  
Chartered Accountants

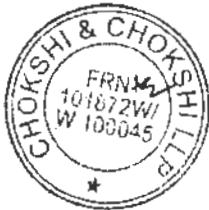
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Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of reasonably knowledgeable user of the consolidated financial statements may be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

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

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

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



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Chokshi & Chokshi LLP is a Limited Liability Partnership with LLP Registration No. AAC-8909  
Regd. Office: 15/17, Raghavji 'B' Bldg., Ground Floor, Raghavji Road, Gowalia Tank, Off Kemps Corner, Mumbai-00036  
Tel.: +91-22-2383 6900 ; Fax : +91-22-2383 6901 ; Web: [www.chokshiandchokshi.com](http://www.chokshiandchokshi.com)  
E-mail: [contact@chokshiandchokshi.com](mailto:contact@chokshiandchokshi.com)

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**ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 11(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Aurionpro Solutions Limited of even date.)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to consolidated financial statements of Aurionpro Solutions Limited ("the Holding Company") and its subsidiary companies incorporated in India, as of and for the year ended 31st March 2021 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether existence of internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial statements of the Holding Company and its subsidiary companies, which are companies incorporated in India.



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**CHOKSHI & CHOKSHI LLP**  
Chartered Accountants

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**Meaning of Internal Financial Controls with reference to financial statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that-

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. 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
- iii. 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 with reference to financial statements**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, has maintained, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2021, based on the internal control with reference to financial statements criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For CHOKSHI & CHOKSHI LLP  
Chartered Accountants  
FRN - 101872W/W100045

  
Vineet Saxena  
(Partner)

M. No: 100770  
UDIN - 21100770AAAAFQ6246



Place: Navi Mumbai  
Date: 28<sup>th</sup> May 2021

---

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# Aurionpro Solutions Limited

## Consolidated Balance Sheet as at 31 March, 2021

(₹ in Lakhs)

	Note	As at 31 March, 2021	As at 31 March, 2020
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	5,467.28	6,195.93
(b) Capital Work-in-Progress	3	1,340.66	484.52
(c) Right-of-Use Assets	3	906.78	2,299.29
(d) Goodwill	4	6,588.57	6,594.21
(e) Other Intangible Assets	4	1,348.27	16,607.70
(f) Intangible Assets under Developments	4	-	12,913.47
<b>Financial Assets</b>			
(i) Investments	5	3,591.97	4,169.18
(ii) Other Financials Assets	6	1,241.27	1,347.80
(h) Income Tax Assets (net)		812.01	906.12
(i) Deferred Tax Assets (net)	7	817.59	4,095.87
(j) Other Non Current Assets	8	71.58	218.56
		<b>22,185.98</b>	<b>55,832.65</b>
<b>Current Assets</b>			
(a) Inventories	9	2,600.35	2,664.05
<b>Financial Assets</b>			
(i) Trade Receivables	10	10,305.44	13,338.17
(ii) Cash and Cash Equivalents	11	2,217.04	2,001.48
(iii) Bank Balance other than (ii) above	12	1,639.80	1,229.87
(iv) Other Financial Assets	13	6,324.39	7,499.93
(c) Other current assets	14	11,029.65	15,066.87
(d) Assets held for sale	44	5,200.70	-
		<b>39,317.37</b>	<b>41,800.37</b>
<b>TOTAL</b>		<b>61,503.35</b>	<b>97,633.02</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	2,280.02	2,280.02
(b) Other Equity	16	31,366.70	52,059.92
<b>Equity attributable to Equity Shareholders</b>		<b>33,646.72</b>	<b>54,339.94</b>
Non Controlling Interest	17	311.82	8,755.37
<b>Total Equity</b>		<b>33,958.54</b>	<b>63,095.31</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	18	4,956.87	5,552.61
(ii) Lease Liability	40	402.57	1,698.08
(b) Other Non Current Liabilities	19	994.67	1,014.45
(c) Provisions	20	440.58	518.55
		<b>6,794.69</b>	<b>8,783.69</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	21	3,696.08	4,039.18
(ii) Lease Liability	40	630.37	767.21
(iii) Trade Payables	22		
Due to Micro and Small Enterprises		60.75	17.22
Due to Others		5,351.99	7,765.28
(iv) Other Financial Liabilities	23	5,964.01	7,513.20
(b) Other Current Liabilities	24	4,070.23	4,950.31
(c) Provisions	25	455.20	504.28
(d) Current Tax Liabilities (net)	26	521.49	197.34
		<b>20,750.12</b>	<b>25,754.02</b>
<b>TOTAL</b>		<b>61,503.35</b>	<b>97,633.02</b>
Significant accounting policies	2		

The accompanying notes are an integral part of these financial statements.

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045



Date : 28<sup>th</sup> May 2021  
 Place : Navi Mumbai

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN- L99999MH1997PLC111637

*Paresh Zaveri*  
**Paresh Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Singapore

*Amit Sheth*  
**Amit Sheth**  
 Co-Chairman & Director  
 DIN : 00122623  
 Place : Navi Mumbai

*Ninad Kelkar*  
**Ninad Kelkar**  
 Company Secretary  
 Place : Navi Mumbai



*Vipul Parmar*  
**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai

# Aurionpro Solutions Limited

## Consolidated Statement of Profit and Loss for the year ended 31 March, 2021

(₹ In Lakhs)

	Note	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>1 Income</b>			
(a) Revenue from Operations	27	37,401.77	46,976.08
(b) Other Income	28	297.45	978.79
(c) <b>Total Income ((a)+(b))</b>		<b>37,699.22</b>	<b>47,954.87</b>
<b>2 Expenses</b>			
(a) Operating Expenses	29	10,791.45	17,992.00
(b) Change in Inventories of Raw Material, Finished Goods and Stock-in-Trade	30	63.70	764.94
(c) Employee Benefits Expense	31	14,978.15	14,920.55
(d) Finance Costs	32	1,579.78	1,822.42
(e) Depreciation and Amortisation Expenses	33	13,939.06	3,968.75
(f) Other Expenses	34	3,191.97	4,849.15
(g) <b>Total Expenses ((a) to (f))</b>		<b>44,544.11</b>	<b>44,317.81</b>
<b>3 Profit/ (Loss) before Share of Profit of Associates, Exceptional Items and Tax (1(c)-2(g))</b>		<b>(6,844.89)</b>	<b>3,637.06</b>
<b>4 Share of Profit of Associates</b>		-	40.78
<b>5 Profit/ (Loss) before Exceptional Items and Tax (3+4)</b>		<b>(6,844.89)</b>	<b>3,677.84</b>
<b>6 Exceptional Items</b>	44	4,618.37	-
<b>7 Profit/ (Loss) before Tax (5-6)</b>		<b>(11,463.26)</b>	<b>3,677.84</b>
<b>8 Tax Expense:</b>	7		
(a) Current Tax		738.95	428.21
(b) Deferred Tax Credit		(445.66)	(169.46)
<b>Total Tax Expenses</b>		<b>293.29</b>	<b>258.75</b>
<b>9 Profit/(Loss) after Tax (7-8)</b>		<b>(11,756.55)</b>	<b>3,419.09</b>
<b>10 Profit/ (Loss) before Tax from Discontinued Operations</b>	44	(7,443.82)	(249.99)
<b>11 Tax Expenses of Discontinued Operations</b>		-	-
<b>12 Profit/ (Loss) after Tax from Discontinued Operations (10-11)</b>		<b>(7,443.82)</b>	<b>(249.99)</b>
<b>13 Profit/ (Loss) after tax from continuing operations &amp; discontinued operations (9+12)</b>		<b>(19,200.37)</b>	<b>3,169.10</b>
<b>14 Other Comprehensive Income / (Loss)</b>			
<b>Items that will not be reclassified subsequently to profit and loss</b>			
Re-measurement gains/ (losses) on defined benefit plans (net of tax)		226.74	(84.55)
Exchange difference on translation of financial statements of foreign subsidiaries / joint venture		47.55	58.80
<b>15 Other Comprehensive Income/ (Loss) for the year</b>		<b>274.29</b>	<b>(25.75)</b>
<b>16 Total Comprehensive Income/ (Loss) (13+15)</b>		<b>(18,926.08)</b>	<b>3,143.35</b>
<b>17 Profit/ (Loss) for the period attributable from Continued Operations</b>			
(a) Equity holders of the company		(9,961.72)	3,348.08
(b) Non Controlling Interest		(1,794.83)	71.01
<b>18 Profit/ (Loss) for the period attributable from discontinued Operations</b>			
(a) Equity holders of the company		(2,233.15)	(154.99)
(b) Non Controlling Interest		(5,210.67)	(95.00)
<b>19 Earnings per equity share (for continuing operation)</b>	38		
- Basic and Diluted (in ₹)		(43.69)	14.68
<b>20 Earnings per equity share (for discontinued operation)</b>			
- Basic and Diluted (in ₹)		(9.79)	(0.68)

The accompanying notes are an integral part of these financial statements.

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045



Date : 28<sup>th</sup> May 2021  
 Place : Navi Mumbai

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN- L99999MH1997PLC111637

**Paresh Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Singapore

**Amit Sheth**  
 Co-Chairman & Director  
 DIN : 00122623  
 Place : Navi Mumbai

**Ninad Kelkar**  
 Company Secretary  
 Place : Navi Mumbai

**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai



# Aurionpro Solutions Limited

## Consolidated Statement of Cash Flow for the year ended 31 March, 2021

(₹ in Lakhs)

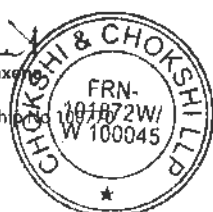
	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>A Cash Flow from Operating Activities</b>		
Net profit/ (loss) before tax (including discontinued operations)	(18,907.08)	3,427.85
<b>Adjustments :</b>		
Depreciation and Amortisation Expense	13,939.06	4,219.75
Interest Income	(155.04)	(485.03)
Interest Expenses	1,395.45	1,632.03
Bad debts	632.36	47.10
Provision for doubtful debts	188.32	99.26
Loss on sale of Property, Plant and Equipment (PPE)	28.69	552.06
ESPS/ Stock Option Plan	-	652.85
Other non cash exceptional items	4,618.37	-
Foreign exchange differences (Gain)/ Loss (net)	978.07	(2,780.09)
<b>Operating Profit before working capital changes</b>	<b>2,718.20</b>	<b>7,365.78</b>
<b>Movements in Working Capital</b>		
Decrease/ (Increase) in Inventories	(8.56)	729.64
Decrease in Trade Receivables and Other Advances	5,074.92	792.23
Increase in Trade Payables, Other Liabilities	(2,160.56)	(5,824.58)
<b>Cash Generated from Operations</b>	<b>2,905.80</b>	<b>(4,302.71)</b>
Income taxes paid (net of refund)	5,624.00	3,063.07
<b>Net cash Generated from Operating Activities</b>	<b>(A) 4,915.71</b>	<b>2,193.06</b>
<b>B Cash flow from Investing Activities</b>		
Purchase of PPE and Other Intangible Assets	(966.66)	(5,466.86)
Purchase of Investments	130.03	-
Interest received	143.83	485.03
Fixed Deposits with Banks	(303.40)	(209.48)
<b>Net cash (used in) Investing Activities</b>	<b>(B) (996.20)</b>	<b>(5,191.31)</b>
<b>C Cash flow from Financing Activities</b>		
Proceeds from Long-Term Borrowings (net)	(1,240.91)	982.19
Proceeds from Short-Term Borrowings (net)	(343.10)	327.77
Repayment of Lease Liabilities	(863.33)	(925.09)
Buyback of Equity Shares	-	(1,015.13)
Proceeds from issue of Equity in Foreign Subsidiary	-	3,897.49
Dividend and Dividend Distribution Tax paid	-	(594.19)
Interest paid	(1,256.61)	(1,196.40)
<b>Net cash Generated from Financing Activities</b>	<b>(C) (3,703.95)</b>	<b>1,476.64</b>
<b>Net (Decrease) / Increase In Cash and Cash Equivalents</b>	<b>(A+B+C) 215.56</b>	<b>(1,521.60)</b>
Cash and Cash Equivalents at beginning of year	2,001.48	3,523.08
<b>Cash and Cash Equivalents at end of year</b>	<b>2,217.04</b>	<b>2,001.48</b>

- a Cash and Cash Equivalents includes cash and bank balances including Fixed Deposits with original maturity less than 3 months.  
b Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

The accompanying notes are an integral part of these financial statements.

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
Chartered Accountants  
Firm Registration No. 101872W/W100045

Vineet Saxena  
Partner  
Memberships



Date : 28<sup>th</sup> May 2021  
Place : Navi Mumbai

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
CIN- L99999MH1997PLC111637

*Paresh Zaveri*  
**Paresh Zaveri**  
Chairman & Managing Director  
DIN : 01240552  
Place : Singapore

*Amit Sheth*  
**Amit Sheth**  
Co-Chairman & Director  
DIN : 00122623  
Place : Navi Mumbai

*Ninad Kulkarni*  
**Ninad Kulkarni**  
Company Secretary  
Place : Navi Mumbai



*Vipul Parmar*  
**Vipul Parmar**  
Chief Financial Officer  
Place : Navi Mumbai



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

### General Information and Significant Accounting Policies

#### 1. Company overview

Aurionpro Solutions Limited (hereinafter referred to as "the Company" or "the Parent Company") and its subsidiaries and Joint ventures (hereinafter collectively referred to as "the Group") is a public limited company incorporated and domiciled in India and has its registered office at Synergia IT Park, Plot No-R-270, T.T.C., Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai-400701 Maharashtra, India. The Company's equity shares are listed on the National Stock Exchange Limited and BSE Limited in India.

The Group leverage industry leading IP (Intellectual Property) to deliver tangible business results for global corporations. The Group's cutting-edge industry leading IP and products are designed to solve challenges for clients in areas of Transaction Banking Platform, Customer Experience (ACE Platform), Smart city and Smart Transportation experience.

The Group cater end-to-end transaction banking solutions through 'iCashpro+' and the next generation transaction banking platform that reflects our deep insight and knowledge gained over a decade of working with some of the marquee customers across region, lending platform 'SmartLender' continues to be the platform of choice across leading banks and facilitated their credit approval process through a completely automated mode and Customer Experience (ACE Platform), an integrated design platform which deliver automation and Self-service technologies to handle customer targeted needs in Banking and Financial services.

The Group has been also on the forefront of India's smart cities and mobility initiatives. The Group have successfully created Digital Urban Infrastructures that can help citizens realize their aspirations using a combination of disruptive technologies backed by a strong service network.

#### 2. Significant accounting policies

##### 2.1 Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, and other provisions of the Act to the extent notified and applicable.

##### 2.2 Basis of preparation & presentation

The Consolidated Financial Statements comprise financial statements of the Group and includes share of profit of the joint venture for the year ended March 31, 2021.

These consolidated financial statements have been prepared on the historical cost basis, except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The statement of Consolidated financial position (including Consolidated statement of changes in equity) and the Consolidated statement of profit and loss are prepared

and presented in the format prescribed in Division II of Schedule III to the Companies Act, 2013. The Consolidated cash flow statement has been prepared and presented as per the requirements of Ind AS 7 "Cash Flow Statements". The disclosure requirements with respect to items in the Consolidated balance sheet and Consolidated statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to 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.

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 Group's consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated.

The Group has examined the possible effects that may arise from the COVID-19 pandemic on the carrying amounts of receivables, unbilled revenues, inventory, investments, right of use assets and intangible assets. While estimating the possible future uncertainties in the global economic conditions because of this pandemic, the Group, has used internal and external sources of information including credit reports, economic forecasts and consensus estimates from market sources. The Group has carried out sensitivity analysis on the assumptions used and based on current estimates, expects that the carrying amounts of the aforementioned assets will be realized. The impact of COVID-19 on the Group's Consolidated financial statements may differ from that estimated as at the date of approval of these Consolidated financial statements.

##### 2.3 Principles of Consolidation

The Consolidated Financial Statements relate to the Group. The Group controls an entity when it has power over the entity, it is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interest in associates and the joint venture are accounted for using the equity method. The financial statements of entities are included in the consolidated financial statements from the date on which control commences and until the date on which control ceases. The Consolidated Financial Statements have been prepared on the following bases.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

- (a) The financial statements of the Company and its subsidiaries are consolidated by combining like items of assets, liabilities, incomes and expenses and cash flows after fully eliminating intra group balances and intra group transactions resulting in unrealized profit or loss in accordance with the Indian Accounting Standard ("Ind AS") 110 "Consolidated Financial Statements" as referred to in the Indian Accounting Standards Rules, 2015 and as amended from time to time.
- (b) Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of investment or on the date of the financial statements immediately preceding the date of investment in subsidiaries are recognised as Goodwill or Capital Reserve, as the case may be. Investment in associates and joint ventures are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and other comprehensive income (OCI) of equity accounted investees, until the date on which significant influence or joint control ceases. When the Group's share of loss in an equity accounted investment equals or exceeds its interest in the entity, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.
- (c) Changes in ownership interests for transactions with non-controlling interests that do not result in loss of control are treated as the transactions with the equity owners of the Group. For purchases from non-controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.
- When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes initial carrying amount for the purpose of subsequent accounting for the retained interest as an associate, joint venture or financial asset.
- (d) Share of Non-Controlling Interest in net profit or loss of consolidated subsidiaries for the year is identified and adjusted against income of the Group in order to arrive at the net income attributable to the Equity Shareholders of the Company.
- (e) Share of Non-Controlling Interest in net assets of consolidated subsidiaries is identified and presented in the consolidated statement of profit or loss, consolidated statement of changes in equity and consolidated balance sheet respectively as a separate item from liabilities and the Shareholders' Equity.
- (f) The Consolidated Financial Statements are prepared using uniform Accounting Policies for like transactions and other events in similar circumstances and are

presented in the same manner as far as possible, as the standalone financial statements of the Company.

### 2.4 Key Accounting Estimate and Judgements

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at date of consolidated financial statements and reported consolidated statement of income and expense for the period presented. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Estimates & underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Detailed information about each of these estimates and judgements is included in relevant notes together with the information about the basis of calculation for each affected line item in the consolidated financial statements.

The areas involving critical estimates or judgements pertaining to revenue recognition, investments, useful life of property, plant and equipment including intangible asset, current tax expense and tax provisions, recognition of deferred tax assets and provisions and contingent liabilities. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

**Impairment of Investments:** The Group reviews its carrying value of investments in subsidiaries and other entities at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**Useful life of Property, Plant and Equipment including intangible asset:** Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Taxes:** The Group provides for tax considering the applicable tax regulations and based on probable estimates.

The recognition of deferred tax assets is based on estimates of sufficient taxable profits in the Group against which such assets can be utilized.

**Provisions and contingent liabilities:** Provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**Fair Value Measurements:** When the fair value of the financial assets or financial liabilities recorded or disclosed in the Consolidated Financial Statements cannot be measured at quoted price in the active markets, their fair value is measured



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using the valuation techniques. The input to these valuation techniques are taken from observable markets, where possible, but where these is not feasible, a degree of judgment is required in establishing fair values.

**Leases:** The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

### 2.5 Revenue recognition

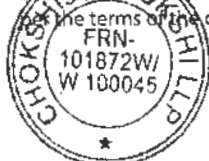
Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material and job contracts is recognized as and when the related services are performed (units delivered, efforts expended, number of transactions processed etc.) and Unbilled revenue is accounted on estimate basis in respect of contracts where the contractual right to consideration is based on completion of contractual milestones and other technical measurements. Invoicing in excess of revenues are recognized as unearned revenues. Revenue on fixed price contracts is recognized where performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration on the percentage of completion method. Efforts and costs expended have been used to measure progress towards completion since there is direct relationship between input and productivity. Revenue recognised for any fee or commission to which it expects to be entitled in exchange for arranging for the other party to provide its goods or services.

Revenue from sale of licenses / hardware, where the customer obtains a "right to use" the licenses / hardware is recognized at the point in time when the related license / hardware is made available to the customer. Revenue from licenses / hardware where the customer obtains a "right to access" is recognized over the access period.

Arrangements to deliver software products generally have three elements: license, implementation and annual maintenance. In accordance with the principles of Ind AS 115, when implementation services are provided in conjunction with the licensing arrangement, the license and implementation have been identified as two separate performance obligations. The transaction price for such contracts are allocated to each performance obligations based on their respective selling prices. Maintenance revenue in respect of software products and other products/ equipment is recognised on pro rata basis over the period of the underlying maintenance agreement. Revenue is net of discounts/ price incentives which are estimated and accounted based on the terms of the contracts and excludes applicable indirect taxes.

Revenue from leasing income is recognised on pro-rata basis over the period of the contract.

Unearned and deferred revenue represents contractual billing (or more) received in excess of revenue recognised as per the terms of the contract.



Dividend income is recognised when the Company's right to receive payment is established.

Interest income is recognised on a time proportion basis using effective interest rate method.

### 2.6. Property, Plant and Equipment

Property plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure directly attributable to the acquisition of the asset and cost incurred for bringing the asset to its present location and condition for its intended use.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress" and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- i. Computers is depreciated in 6 years and certain assets of Plant and machinery, Computers is depreciated over its project useful years/ life.
- ii. Leasehold improvements are amortized over the period of lease term or useful life, whichever is lower.
- iii. Assets given on lease are depreciated over the shorter of lease term or their useful lives.
- iv. Individual assets costing up to Rupees five thousand are depreciated in full in the period of purchase.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively, if appropriate.

### 2.7. Intangible assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straightline basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. The estimated useful lives of the Computer Software for the current and comparative periods is 5 to 10 years.

Goodwill is initially recognised based on the accounting policy for business combinations. These assets are not amortised but are tested for impairment annually.



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## Notes to the consolidated financial statements

### 2.8 Leases

#### The Group as a lessee

The Group have adopted Ind AS 116-Leases effective 1st April, 2019, using the modified retrospective method. The Group has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1st April, 2019).

The Group's lease asset classes primarily consist of leases for Buildings and lease hold improvement. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.
- (iv) the Group has the right to operate the asset; or
- (v) the Group designed the assets in a way that predetermined how and for what purpose it will be used

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The lease measurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### The Group as a lessor

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

### 2.09 Business Combinations

The Group accounts for its business combinations under the acquisition method of accounting using fair valuation of the net asset taken over as per Ind AS 103, Business Combination. Intangible assets acquired in a business combination are recognized and reported separately from goodwill

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased..

### 2.10. Inventories

Inventories include traded goods and are valued at lower of cost or net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on the first-in, first-out (FIFO) basis.

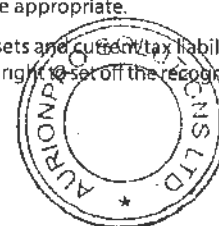
Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value of finished goods is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

### 2.11. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign subsidiaries recognize current tax/ deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized



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amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable income.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.

### 2.12. Borrowing Costs:

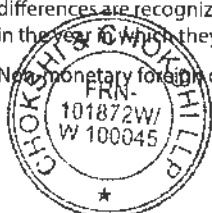
Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.13. Foreign currency transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognized in the Statement of Profit and Loss.

Monetary assets and liabilities in foreign currency which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss in the year in which they arise.

Non-monetary foreign currency items are carried at cost.



### 2.14 Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as "held for sale" when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

### 2.15 Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

### 2.16. Employee benefits

#### i. Short-term employee benefits

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefits includes salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

#### ii. Long term employee benefits

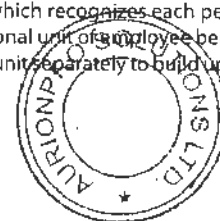
##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

##### Defined benefit plans

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

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



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The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Group, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

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

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

### 2.17. Employee's Stock Options Plan

In respect of stock options granted pursuant to the Group's Employee Stock Option Scheme, fair value of the options as at grant date is treated as discount and accounted as employee compensation cost over the vesting period. Employee compensation cost recognised earlier on grant of options is reversed in the period when the options are surrendered by any employee or lapsed as per the terms of the scheme.

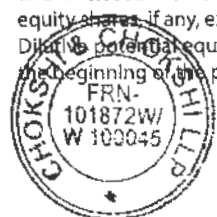
### 2.18. Share based payments

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### 2.19. Earnings per share (EPS)

In determining Earnings per Share, the Group considers net profit after tax attributable to equity shareholders and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any, except when result will be anti-dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.



### 2.20. Provisions, contingent liabilities and contingent assets

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

### 2.21. Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks and corporations. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.22. Impairment of non-financial assets

Non-financial assets are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

### 2.23. Impairment of financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

### 2.24. Measurement of Fair value of financial Instruments

The Group's accounting policies and disclosures require measurement of fair values for the financial instruments. The Group has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified. When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a



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fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

### 2.25. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

#### (i) Financial assets at amortised cost

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



#### (ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at FVTPL unless they are measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

#### (iv) Financial liabilities

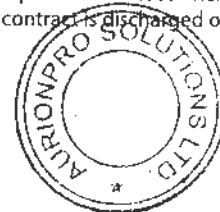
All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost. Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### (v) Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments recognised by the Group are recognised at the proceeds received net off direct issue cost.

#### (vi) Derecognition of financial instruments

The Group derecognizes a financial liability (or a part of a financial liability) from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.





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### NOTE 3. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK IN PROGRESS AND RIGHT-OF-USE ASSETS

(₹ in Lakhs)

Particulars	(I) Property, Plant and Equipment								Total	(II) Capital Work in Progress
	Computers	Furniture and fixtures	Office Equipments	Plant and machinery	Leasehold Improvements	Motor Car	Office Premises	Factory Premises		
<b>Gross Carrying value</b>										
Balance as at 31 March 2019	3,969.56	668.65	494.38	3,368.80	656.99	300.39	2,142.81	361.44	11,963.01	1,469.46
Additions	98.02	27.24	39.59	933.02	174.65	0.00	(0.00)	-	1,272.51	28.11
Deductions	-	-	-	(1,545.51)	-	-	-	-	(1,545.51)	(1,013.05)
Addition on acquisitions	23.59	3.90	4.16	-	5.62	0.35	-	-	37.61	-
Other adjustments	156.77	49.47	3.96	-	1.48	13.91	-	-	225.59	-
Balance as at 31 March 2020	<b>4,247.93</b>	<b>749.25</b>	<b>542.08</b>	<b>2,756.31</b>	<b>838.74</b>	<b>314.65</b>	<b>2,142.81</b>	<b>361.44</b>	<b>11,953.22</b>	<b>484.52</b>
Additions	51.19	0.02	52.98	36.42	(0.00)	8.71	(0.00)	(0.00)	149.31	856.14
Deductions	(405.18)	(44.10)	(20.44)	-	(110.17)	-	-	-	(579.89)	-
Other adjustments	106.97	5.49	2.95	(115.31)	27.24	4.16	-	-	31.50	-
<b>Balance as at 31 March 2021</b>	<b>4,000.91</b>	<b>710.66</b>	<b>577.57</b>	<b>2,677.42</b>	<b>755.81</b>	<b>327.52</b>	<b>2,142.81</b>	<b>361.44</b>	<b>11,554.14</b>	<b>1,340.66</b>
<b>Accumulated Depreciation</b>										
Balance as at 31 March 2019	3,576.09	398.69	420.02	606.75	421.29	58.49	69.22	39.59	5,590.12	
Depreciation for the year	157.15	60.53	37.09	590.74	107.43	33.44	22.69	13.68	1,022.75	
Deductions*	(23.94)	-	-	(993.45)	-	-	-	-	(1,017.39)	
Other adjustments	149.06	20.21	6.31	-	(16.92)	3.14	-	-	161.80	
Balance as at 31 March 2020	3,858.36	479.42	463.42	204.04	511.80	95.06	91.91	53.27	5,757.29	
Depreciation for the year	120.41	44.59	39.99	361.40	102.53	34.99	22.36	13.41	739.69	
Deductions*	(369.33)	(39.82)	(15.82)	-	(58.01)	-	-	-	(482.97)	
Other adjustments	157.19	5.01	2.64	(89.17)	(1.33)	(1.48)	-	-	72.86	
<b>Balance as at 31 March 2021</b>	<b>3,766.63</b>	<b>489.21</b>	<b>490.22</b>	<b>476.27</b>	<b>555.00</b>	<b>128.57</b>	<b>114.27</b>	<b>66.69</b>	<b>6,086.86</b>	
<b>Net Carrying Value</b>										
As at 31 March 2020	389.57	269.83	78.66	2,552.28	326.93	219.59	2,050.90	308.17	6,195.93	
<b>As at 31 March 2021</b>	<b>234.28</b>	<b>221.45</b>	<b>87.35</b>	<b>2,201.14</b>	<b>200.81</b>	<b>198.95</b>	<b>2,028.53</b>	<b>294.75</b>	<b>5,467.28</b>	

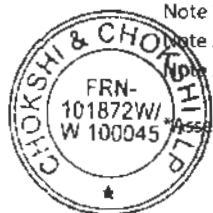
Note 3.01 The Company has leased out certain Plant and machinery for a period of 1-3 years. The lease rental income recognised in the Statement of Profit and Loss is ₹ 489.67 lakhs (31 March 2020: ₹ 956.87 lakhs).

Note 3.02 Refer Note 18.1 and 21.1 for Security in favour of the Lenders.

Note 3.03 Other adjustments Includes adjustment relating to foreign exchange on account of translation of foreign subsidiaries/ entities .

Note 3.02 The Company has reassessed useful life of 10 years from 6 years for certain class of Property, Plant and Equipment and applied the change w.e.f. April, 2020, accordingly depreciation impact applied prospectively.

Assets of Disposal Group which were kept as held for Sale in Property, Plant and equipment are presented in 'Deduction'. refer Note 44





# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 3. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK IN PROGRESS AND RIGHT-OF-USE ASSETS (CONTD.)

Particulars	(III) Right-of-Use Assets		
	Leasehold Improvements	Building	Total
<b>Gross Carrying value</b>			
Balance as at 01 April, 2019	487.60	1,435.74	1,923.34
Additions	136.01	956.78	1,092.79
Deductions/ Other adjustments	-	-	-
<b>Balance as at 31 March 2020</b>	<b>623.61</b>	<b>2,392.52</b>	<b>3,016.13</b>
Additions	-	-	-
Deductions/ Other adjustments	(253.47)	(408.07)	(661.54)
<b>Balance as at 31 March 2021</b>	<b>370.14</b>	<b>1,984.45</b>	<b>2,354.59</b>
<b>Accumulated Depreciation</b>			
Balance as at 01 April, 2019	-	-	-
Depreciation for the year	165.66	551.18	716.84
Deductions/Other adjustments	-	-	-
<b>Balance as at 31 March 2020</b>	<b>165.66</b>	<b>551.18</b>	<b>716.84</b>
Depreciation for the year	174.40	476.03	650.43
Deductions/ Other adjustments	(176.47)	257.01	80.54
<b>Balance as at 31 March 2021</b>	<b>163.59</b>	<b>1,284.22</b>	<b>1,447.81</b>
<b>Net Block</b>			
As at 31 March 2020	457.95	1,841.34	2,299.29
<b>As at 31 March 2021</b>	<b>206.55</b>	<b>700.23</b>	<b>906.78</b>

### NOTE 4. GOODWILL, OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENTS

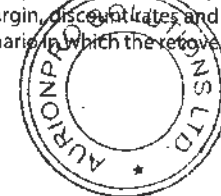
#### (i) Goodwill on Consolidation

Goodwill is recognised on consolidation of financial statements of the subsidiaries as per details given herein:

	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of the year	6,594.21	6,166.28
Foreign currency exchange gain / (loss)	(5.64)	427.93
Balance at the end of the year	<b>6,588.57</b>	6,594.21

The Group tests goodwill annually for impairment.

Goodwill of ₹ 6,588.57 lakhs (March 31, 2020: ₹ 6,594.21 lakhs) has been allocated to the Aurionpro business in Singapore. The estimated value-in-use of this CGU is based on the future cash flows using a 2.32% annual growth rate for periods subsequent to the forecast period of 5 years. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonably probable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 4. GOODWILL, OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENTS (CONTD.)

#### (ii) Other Intangible Assets and Intangible Assets under Developments

Particulars	Computers Software	Goodwill	Total	Intangible Assets under Developments
<b>Gross Carrying value</b>				
Balance as at 31 March, 2019	10,625.38	15,089.84	25,715.22	8,219.69
Additions	1,210.39	-	1,210.39	4,015.06
Addition on acquisitions	1,143.78	-	1,143.78	-
Other adjustments	876.10	(427.50)	448.60	678.73
Balance as at 31 March, 2020	13,855.63	14,662.35	28,517.99	12,913.47
Additions	3,898.60	-	3,898.60	-
Deductions*	(14,099.19)	(14,606.70)	(28,705.89)	(12,913.47)
Other adjustments	83.65	-	83.65	-
<b>Balance as at 31 March 2021</b>	<b>3,738.69</b>	<b>55.65</b>	<b>3,794.34</b>	<b>-</b>
<b>Accumulated Amortisation</b>				
Balance as at 31 March 2019	3,733.97	4,916.04	8,650.01	-
Amortisation for the year	1,432.69	1,047.47	2,480.16	-
Other adjustments	399.93	380.20	780.12	-
Balance as at 31 March 2020	5,566.58	6,343.71	11,910.29	-
Amortisation for the year	12,548.94	-	12,548.94	-
Deductions*	(15,784.75)	(6,288.06)	(22,072.81)	-
Other adjustments	59.64	-	59.64	-
<b>Balance as at 31 March 2021</b>	<b>2,390.41</b>	<b>55.65</b>	<b>2,446.06</b>	<b>-</b>
<b>Net Block</b>				
As at 31 March 2020	8,289.05	8,318.64	16,607.70	-
<b>As at 31 March 2021</b>	<b>1,348.27</b>	<b>-</b>	<b>1,348.27</b>	<b>-</b>

Note 4.01 Other adjustments Includes adjustment relating to foreign exchange on account of translation of foreign subsidiaries/entities and reclassification

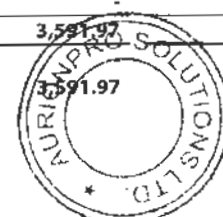
\*Note 4.02 The Company has built robust IP based products which have now matured and surpassed the phase requiring heavy investments, costs incurred on R&D and product development were expensed out as a part to implement a uniform policy of accounting for the product development costs across all the group companies. Accordingly, intangibles assets have been expensed out and depleted from carrying and accumulated value of Computer Software block.

\*Note 4.03 Assets of Disposal Group which were kept as held for Sale of Other Intangible assets Goodwill block and Intangible Assets under Developments are presented in 'Deduction', refer Note 44

### NOTE 5. NON-CURRENT INVESTMENTS

(valued at cost unless stated otherwise)

	As at 31 March, 2021	As at 31 March, 2020
<b>Investment</b>		
<b>Equity investment in Others carried at cost (unquoted and fully paid up)</b>		
Centrolene Pte Ltd	-	447.28
Nil (31 March 2020: 1,470) equity shares of SGD 1 each		
<b>Other investments in company carried at cost (unquoted and fully paid up)</b>		
3,58,20,000 units (31 March 2020: 3,50,00,000) of ₹ 10 each optionally convertible Debentures in Auroscient Outsourcing Limited	3,582.00	3,500.00
<b>Other investments, unquoted (fully paid-up)</b>		
Investment in RBI Bonds	-	101.75
Nil (31 March 2020: 101,750 Units) of ₹ 100 each		
Investment in Treasury Bills of Philippines Govt. and other	9.97	8.78
Investment in Employee Trust, USA	-	111.36
	<b>3,591.97</b>	<b>4,169.18</b>
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	<b>3,591.97</b>	<b>4,169.18</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

	As at 31 March, 2021	As at 31 March, 2020
<b>NOTE 6. OTHER FINANCIAL ASSETS</b>		
(Unsecured and Considered good)		
Bank Fixed Deposits with original Maturity of more than 12 months (held as margin money)	1,241.27	1,347.80
	<b>1,241.27</b>	<b>1,347.80</b>

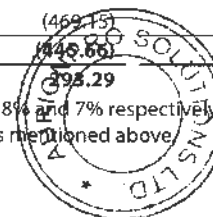
### NOTE 7. DEFERRED TAX ASSETS

	As at 31 March, 2021	As at 31 March, 2020
<b>(A) Deferred Tax Assets</b>		
Related to timing difference on depreciation/ amortisation on PPE and Other Intangible Assets	86.58	477.81
Related to Employee Benefits Provisions	228.66	583.16
Related to Provision for doubtful Debts	72.00	71.68
Related to carry forward Loss	406.29	2,582.02
Others	24.06	381.20
<b>Net Deferred Tax Assets</b>	<b>817.59</b>	<b>4,095.87</b>

Management judgement considered in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income for the period over which deferred income tax assets will be recovered. Deferred Tax Assets as on 31 March, 2021 includes foreign exchange gain of ₹ 179.17 lakhs.

	For the year ended 31-Mar-21	For the year ended 31-Mar-20
<b>(B) Amounts recognised in Statement of Profit and Loss</b>		
(i) Current income tax	738.95	428.21
(ii) Deferred tax credit	(445.66)	(169.46)
<b>Tax expense for the year</b>	<b>293.28</b>	<b>258.75</b>
<b>(C) Reconciliation of Tax Expenses</b>		
<b>Profit/ (Loss) after exceptional items and before Tax</b>	(18,907.08)	3,427.85
Less: Accelerated amortisation of intangible assets	(10,505.06)	-
Less: Exceptional loss on account of divestment	(4,618.37)	-
Less: Profit/ (Loss) before Tax from Discontinued Operations	(7,443.82)	(249.99)
<b>Profit/ (Loss) before Tax</b>	3,660.17	3,677.84
<b>Applicable Tax Rate</b>	25.17%	25.17%
Computed Tax Expenses	921.19	925.64
Add/ (Less):		
Tax effect of:		
Effect of expenses disallowed for tax purpose	475.51	686.11
Effect of expenses allowed for tax purpose	(610.29)	(575.09)
Effect of tax impact in Foreign jurisdiction	(47.46)	(608.45)
<b>Current Tax Provision (i)</b>	<b>738.95</b>	<b>428.21</b>
Incremental Deferred Tax Charge on account of PPE and Other Intangible Assets	23.49	146.94
Incremental Deferred Tax Credit on account of Other Assets/ Liabilities	(469.15)	(316.40)
<b>Deferred tax credit (ii)</b>	<b>(445.66)</b>	<b>(169.46)</b>
<b>Income Tax Expenses (i+ii)</b>	<b>293.28</b>	<b>258.75</b>

The Company's weighted average tax rates for the years ended March 31, 2021 and 2020 have been 8% and 7% respectively. The effective tax rate for the year ended March 31, 2020 has been relatively higher primarily as a result of the facts mentioned above.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ In Lakhs)

### NOTE 8. OTHER NON CURRENT ASSETS (UNSECURED AND CONSIDERED GOOD)

	As at 31 March, 2021	As at 31 March, 2020
Security Deposits	63.10	204.39
Prepaid Expenses	8.48	14.17
	<b>71.58</b>	<b>218.56</b>

### NOTE 9. INVENTORIES (VALUED AT LOWER OF COST OR NET REALISABLE VALUE)

	As at 31 March, 2021	As at 31 March, 2020
Raw Material	23.24	223.32
Finished Goods (including goods in transit)	489.62	393.96
Stock-in-trade	2,087.49	2,046.77
	<b>2,600.35</b>	<b>2,664.05</b>

### NOTE 10. TRADE RECEIVABLES (REFER NOTE 43) (UNSECURED AND CONSIDERED GOOD UNLESS OTHERWISE MENTIONED)

	As at 31 March, 2021	As at 31 March, 2020
Considered Good	10,305.44	13,338.17
Considered doubtful	344.54	(327.75)
Less : Provisions for doubtful receivables	(344.54)	327.75
	<b>10,305.44</b>	<b>13,338.17</b>

### NOTE 11. CASH AND CASH EQUIVALENTS

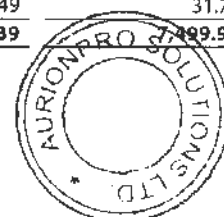
	As at 31 March, 2021	As at 31 March, 2020
Bank Balance in Current Accounts	2,198.37	1,970.24
Cash on Hand	18.67	31.24
	<b>2,217.04</b>	<b>2,001.48</b>

### NOTE 12. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

	As at 31 March, 2021	As at 31 March, 2020
Earmarked Balance- Unpaid Dividend	13.79	14.27
Bank Deposits with original maturity of more than 3 months but less than 12 months (held as margin money)	1,626.01	1,215.60
	<b>1,639.80</b>	<b>1,229.87</b>

### NOTE 13. OTHER FINANCIAL ASSETS (UNSECURED AND CONSIDERED GOOD)

	As at 31 March, 2021	As at 31 March, 2020
Unbilled Revenue	5,204.04	6,655.97
Interest Accrued on Deposits	74.84	63.63
Other Receivables		
- From Other Related Party	379.02	748.55
- From Other	666.49	31.78
	<b>6,324.39</b>	<b>7,499.93</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 14. OTHER CURRENT ASSETS

(UNSECURED AND CONSIDERED GOOD UNLESS OTHERWISE MENTIONED)

	As at 31 March, 2021	As at 31 March, 2020
Security Deposits	294.34	486.00
Prepaid Expenses	1,158.48	966.23
Retention Money	2,648.15	1,890.91
Advance to Supplier		
Considered Good	818.64	939.62
Considered doubtful	13.63	13.63
Less : Provisions for doubtful advance	(13.63)	(13.63)
	818.64	939.62
Advances to Employees	44.51	513.31
Balance with Government Authorities	293.22	184.36
Due from Group Companies	5,772.31	5,244.99
Other Receivables	-	4,841.45
	<b>11,029.65</b>	<b>15,066.87</b>

### NOTE 15. SHARE CAPITAL

	As at 31 March, 2021	As at 31 March, 2020
<b>Authorised Share Capital</b>		
66,150,000 (31 March 2020 : 66,150,000) equity shares of ₹ 10 each	6,615.00	6,615.00
<b>Issued, subscribed and paid-up Share Capital</b>		
22,800,165 (31 March 2020: 22,800,165) equity shares of ₹ 10 each, fully paid-up	2,280.02	2,280.02
	<b>2,280.02</b>	<b>2,280.02</b>

#### (1) Details of Shareholders holding more than 5% shares in the Company

	No. of Shares	%	No. of Shares	%
Mr. Naresh Nagpal	-	-	11,49,009	5.04
Mr. Amit Sheth	17,09,011	7.50	17,09,011	7.50
Mr. Paresh Zaveri	39,81,301	17.46	36,18,301	15.87

#### (2) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (3) Shares issue under ESPS

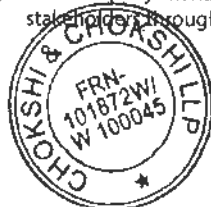
The Company has employee share purchase scheme (ESPS), namely, Aurionpro ESPS 2017. As on 31 March, 2021, number of outstanding shares available for further grant are 550,765.

#### (4) Reconciliation of Equity Shares

	March 31, 2021		March 31, 2020	
	Number	₹ in lakhs	Number	₹ in lakhs
At the beginning of the year	2,28,00,165	2,280.02	2,36,36,301	2,363.63
less: Buy back of Shares	-	-	(8,36,136)	(83.61)
<b>At the end of the year</b>	<b>2,28,00,165</b>	<b>2,280.02</b>	<b>2,28,00,165</b>	<b>2,280.02</b>

The Company has buyback fully paid-up equity shares of face value of INR 10/- (Rupees Ten only) each ("Equity Shares") from its shareholders (excluding promoters and promoters group) via "open market" route through the stock exchanges. The buyback of shares was concluded on 04/10/2019 and the Company has bought back 8,36,136 Equity Shares at an aggregate amount of INR 1,015.11 Lakhs.

#### (5) The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through the optimisation of the equity balance.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 16. OTHER EQUITY

	As at 31 March, 2021	As at 31 March, 2020
<b>Capital Reserves</b>		
Opening Balance	467.12	93.99
Additions during the year	18.58	373.13
Closing Balance	<b>485.70</b>	<b>467.12</b>
<b>Securities Premium</b>		
Opening Balance	33,622.70	31,309.60
Add: issue of equity shares	-	3,244.62
Less: buy back of equity shares	-	(931.52)
Add: on account of divestment of Investment	(6,491.46)	-
Closing Balance	<b>27,131.24</b>	<b>33,622.70</b>
<b>Capital Redemption Reserve</b>		
Opening Balance	<b>83.61</b>	-
Add: transferred on account of buyback of shares	-	83.61
Closing Balance	<b>83.61</b>	<b>83.61</b>
<b>Statutory Reserve</b>		
Opening Balance	30.51	28.30
Additions/ (Deduction) during the year	(0.61)	2.21
Closing Balance	<b>29.90</b>	<b>30.51</b>
<b>Surplus in Retained Earnings</b>		
Opening Balance	36,812.78	37,568.79
Transition impact of Ind AS 116, net of tax	-	(153.51)
Balance as on April 01, 2020	<b>36,812.78</b>	<b>37,415.28</b>
Add: Profit/(Loss) for the year	(12,194.87)	3,193.09
Less:		
(a) Equity Dividends (including Tax on Dividends)	-	(594.19)
(b) Capital Redemption Reserve	-	(83.61)
(c) On account of change in Minority interest share	-	(3,117.79)
Closing Balance	<b>24,617.91</b>	<b>36,812.78</b>
<b>Foreign Currency Translation Reserve</b>		
Opening Balance	2,518.55	500.87
Additions/ (Deduction) during the year	(311.49)	2,017.68
Closing Balance	<b>2,207.06</b>	<b>2,518.55</b>
<b>Other Comprehensive Income</b>		
Opening Balance	(1,271.02)	(1,245.27)
Additions/ (Deduction) during the year	274.29	(25.75)
Closing Balance	<b>(996.73)</b>	<b>(1,271.02)</b>
<b>Stock Option</b>		
Opening Balance	1,987.67	1,334.81
Additions/ (Deduction) during the year	(1,987.67)	652.86
Closing Balance	<b>0.00</b>	<b>1,987.67</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 16. OTHER EQUITY

	As at 31 March, 2021	As at 31 March, 2020
<b>Restructuring Reserve</b>		
Opening Balance	(22,192.00)	(22,192.00)
Additions during the year	-	-
Closing Balance	<b>(22,192.00)</b>	<b>(22,192.00)</b>
	<b>31,366.70</b>	<b>52,059.92</b>

### NOTE 17. NON CONTROLLING INTEREST

	As at 31 March, 2021	As at 31 March, 2020
Opening Balance	8,755.37	4,427.09
Add: Loss/ (Gain) of control in subsidiary (net)	(1,438.05)	3117.79
Addition during the year	-	1,234.48
Add: Net Profit/ (Loss) for the year	(7,005.50)	(23.99)
Closing Balance	<b>311.82</b>	<b>8,755.37</b>

#### Note 17.1

(i) **Capital Reserve**

The Company recognise profit and loss on sale, purchase and cancellation of the Company's own equity instruments to capital reserve.

(ii) **Securities Premium**

Securities Premium is used to record premium on issuance of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

(iii) **Capital Redemption Reserve**

As per Companies Act 2013, capital redemption reserve is created when company purchases its own shares out of Profits. A sum equal to nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of Companies Act, 2013

(iv) **Statutory Reserve**

Statutory Reserve is created in compliance for statutory requirement.

(v) **Retained Earnings**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(vi) **Foreign Currency Translation Reserve**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

(vii) **Stock Option:**

Stock option that are set aside for issuance in the future. Shares are often reserved for issuance under a stock option plan. These reserved shares are part of the total number of authorized shares, but the Company may not issue them, except under the stock option plan.

(viii) **Restructuring Reserve :**

Pursuant to the Demerger, the difference between the net assets & liabilities transferred is included in Restructuring Reserve (after adjusting Capital Reserve & General Reserve).

(ix) **Other Comprehensive Income**

Other Comprehensive Income refers to items of income and expenses that are not recognized as a part of the profit and loss account.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 18. BORROWINGS-NON CURRENT

	As at 31 March, 2021	As at 31 March, 2020
<b>Loans from :-</b>		
a) Foreign Currency Loans Long term from Banks (secured)	373.15	55.02
b) Banks (secured)	3,552.87	3,575.81
c) Financial institutions (secured)	997.59	1,788.24
d) Banks (unsecured)	-	5.04
e) Financial institutions (unsecured)	33.26	128.50
	<b>4,956.87</b>	<b>5,552.61</b>

#### Note 18.1

- (i) Foreign Currency Loans Long term from Banks of ₹ 50.27 lakhs secured equitable mortgage on the underlying vehicles and ₹ 336.44 lakhs secured by receivable and personal guarantee by Promoter.
- (ii) Foreign Currency Loans from bank of ₹ 3,882.43 lakhs (USD 5,301,597) secured by pari passu charge on entire receivables, stock in process and computers, furniture and fixtures and Plant & Machinery, this loans is also secured by 19,70,000 Shares and certain immovable assets owned by the Promoters.
- (iii) Loans from bank of ₹ 121.52 lakhs secured by Equitable Mortgage on the underlying properties and ₹ 20.94 lakhs secured by equitable mortgage on the underlying vehicles.
- (iv) Loan from financial institutions is secured by equipments & machines purchased by the company.
- (v) Repayment schedule of Long term Borrowings

Rate of Interest	Within 1 year	2 - 3 years	4 - 5 years
upto 13%	2,465.93	3,211.32	1,731.20
more than 13%	267.49	33.26	-

### NOTE 19. OTHER NON CURRENT LIABILITIES

	As at 31 March, 2021	As at 31 March, 2020
Unearned and deferred revenue	994.67	1,014.45
	<b>994.67</b>	<b>1,014.45</b>

### NOTE 20. PROVISIONS -NON CURRENT

	As at 31 March, 2021	As at 31 March, 2020
Employee Benefits	440.58	518.55
	<b>440.58</b>	<b>518.55</b>

#### Note 20.1

Provision (Non Current) for employee benefits includes for defined benefits plans.





# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 21. BORROWINGS-CURRENT

	As at 31 March, 2021	As at 31 March, 2020
Foreign Currency Loans from Bank (Secured)	1,102.13	948.81
Foreign Currency Loans from Bank (Unsecured)	-	424.14
Rupee Loans from Banks (Secured)	1,256.99	1,974.21
Rupee Loans from Related Parties (Unsecured)	68.66	230.65
Rupee Loans from other (Unsecured)	1,268.30	461.37
	<b>3,696.08</b>	<b>4,039.18</b>

#### Note 21.1

- (i) Loans from bank of ₹ 1102.13 lakhs secured by property owned by and personal guarantee of then Company's Promoters along with corporate guarantee from the Company.
- (ii) Loans from bank of ₹ 529.71 lakhs secured by pari passu charge on entire receivables, stock in process and computers, furniture and fixtures and Plant & Machinery, this loans is also secured by 19,70,000 Shares and certain immovable assets owned by the Promoters.
- (iii) Loans from bank of ₹ 637.28 lakhs secured by pari passu charge on entire current assets and Fixed assets of the Company, this loans is also secured by 20,20,000 Shares owned by the Promoters.
- (iv) Loans from bank of ₹ 90 lakhs secured by pari passu charge on entire current assets and building of the Company.
- (v) Loans and advances from related parties are interest free and repayable on demand.

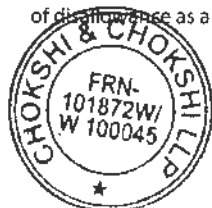
### NOTE 22. TRADE PAYABLES (REFER NOTE 43)

	As at 31 March, 2021	As at 31 March, 2020
- Due to Micro and Small Enterprises	60.75	17.22
- Due to Others	5,351.99	7,765.28
	<b>5,412.74</b>	<b>7,782.50</b>

#### Note 22.1 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to MSME. On the basis of the information and records available with the company, the following disclosures are made for the amounts due to Micro and Small Enterprises.

	As at 31 March, 2021	As at 31 March, 2020
(i) Principal amount due to any supplier as at the year end	60.75	17.22
(ii) Interest due on the principal amount unpaid at the year end to any supplier	4.99	-
(iii) Amount of Interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
(iv) Payment made to the enterprises beyond appointed date under Section 16 of MSMED	-	-
(v) Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED	-	-
(vi) Amount of interest accrued and remaining unpaid at the end of each accounting year; and	4.99	-
(vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	-	-



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 23. OTHER FINANCIALS LIABILITIES

	As at 31 March, 2021	As at 31 March, 2020
<b>Current Maturities of Long-Term Borrowings</b>		
Foreign Currency Loans from Banks (secured)	13.56	12.45
From Banks (secured)	442.49	817.59
From Financial Institutions (secured)	1,999.25	1,992.07
From Banks (unsecured)	36.91	96.47
From Financial Institutions (unsecured)	229.93	448.73
	<b>2,722.14</b>	<b>3,367.31</b>
<b>Others</b>		
Interest accrued and not due on Borrowings	224.11	258.40
Unclaimed Dividend	13.79	14.27
Employee Payables	1,769.01	1,188.85
Provision for Expenses	1,195.78	2,420.65
Other Liabilities	39.18	263.72
	<b>5,964.01</b>	<b>7,513.20</b>

### NOTE 24. OTHER CURRENT LIABILITIES

	As at 31 March, 2021	As at 31 March, 2020
Unearned and Deferred Revenue	3,080.56	3,568.40
Advance Received from Customers	104.69	746.85
Security Deposits	87.03	65.64
Statutory Dues Payable	722.32	487.37
Other Liabilities	75.63	82.05
	<b>4,070.23</b>	<b>4,950.31</b>

### NOTE 25. PROVISIONS

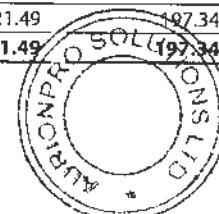
	As at 31 March, 2021	As at 31 March, 2020
<b>Provision for employee benefits</b>		
Employee Benefits	455.20	504.28
	<b>455.20</b>	<b>504.28</b>

#### Note 25.1

Provision for employee benefits includes for defined benefits plans and compensated absences.

### NOTE 26. CURRENT TAX LIABILITIES (NET)

	As at 31 March, 2021	As at 31 March, 2020
Current Tax Liabilities (net)	521.49	107.34
	<b>521.49</b>	<b>107.34</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 27. REVENUE FROM OPERATIONS

	For the year ended 31 March 2021	For the year ended 31 March 2020
Information technologies and consultancy services	27,376.23	33,216.71
Sale of equipment and Licence	10,025.54	13,759.37
<b>Total</b>	<b>37,401.77</b>	<b>46,976.08</b>

### Note 27.1 Disaggregate Revenue Information

	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>The disaggregated revenue from contracts with the customers</b>		
<b>(i) Product and Services wise</b>		
Information Technologies and Consultancy Services	27,376.23	33,216.71
Sale of Equipment and Licence	10,025.54	13,759.37
<b>Total</b>	<b>37,401.77</b>	<b>46,976.08</b>
<b>(ii) Geography wise</b>		
Asia-Pacific	29,797.92	35,776.07
Rest of world	7,603.85	11,200.01
<b>Total</b>	<b>37,401.77</b>	<b>46,976.08</b>

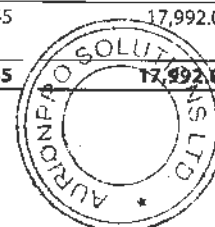
Revenues in excess of invoicing are classified as contract assets (which is referred as unbilled revenues). Changes in contract assets are directly attributable to revenue recognised based on the accounting policy defined and the invoicing done during the year. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures as the revenue recognised corresponds directly with the value to the customer of the Company's performance completed to date.

### NOTE 28. OTHER INCOME

	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest Income from Investments	155.04	485.03
Foreign exchange fluctuation gain	-	233.36
Rent Income	59.26	6.00
Miscellaneous Income	83.15	254.40
<b>Total</b>	<b>297.45</b>	<b>978.79</b>

### NOTE 29. OPERATING EXPENSES

	For the year ended 31 March 2021	For the year ended 31 March 2020
Software, Hardware and Other Material Cost	10,791.45	17,992.00
<b>Total</b>	<b>10,791.45</b>	<b>17,992.00</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 30. CHANGES IN INVENTORIES OF RAW MATERIAL, FINISHED GOODS AND STOCK-IN-TRADE

	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Stock at the beginning of the year</b>		
Raw Material	223.32	324.73
Finished Goods (including goods in transit)	393.96	434.66
Stock-in-Trade	2,046.77	2,146.33
<b>Total (A)</b>	<b>2,664.05</b>	<b>2,905.72</b>
<b>Stock at the end of the year</b>		
Raw Material	23.24	223.32
Finished Goods (including goods in transit)	489.62	393.96
Stock-in-Trade	2,087.49	2,046.77
<b>Total (B)</b>	<b>2,600.35</b>	<b>2,664.05</b>
<b>Purchase of Stock in Trade (C)</b>	-	523.27
<b>Changes in Inventories (A-B+C)</b>	<b>63.70</b>	<b>764.94</b>

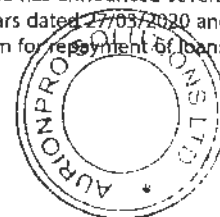
### NOTE 31. EMPLOYEE BENEFITS EXPENSE

	For the year ended 31 March 2021	For the year ended 31 March 2020
Salaries, Wages and Bonus	13,952.49	13,567.53
Contributions to Provident and Other Funds	659.96	596.02
Staff Welfare Expenses	365.70	757.00
	<b>14,978.15</b>	<b>14,920.55</b>

### NOTE 32. FINANCE COSTS

	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest Expense on		
- Borrowings	1,290.89	1,329.83
- Lease Liabilities	104.56	298.20
Other Borrowing charges	184.33	194.39
	<b>1,579.78</b>	<b>1,822.42</b>

During the financial year 2020-21, due to COVID-19 pandemic and subsequent lockdown, Government of India has announced several initiatives to support industries and thereby the economy. In addition, Reserve bank of India had issued circulars dated 27/05/2020 and 23/05/2020 providing benefits to the industries in form of moratorium and had given the option of moratorium for repayment of loans, which had been exercised by the Company.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 33. DEPRECIATION AND AMORTISATION EXPENSES

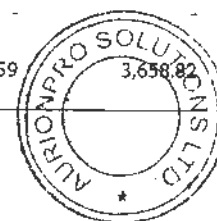
	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation on Property, Plant and Equipment	739.69	771.75
Amortisation on Other Intangible Assets	2,043.88	2,480.16
Accelerated Amortisation on Other Intangible Assets	10,505.06	-
Depreciation on Right-of-Use Asset	650.43	716.84
	<b>13,939.06</b>	<b>3,968.75</b>

### NOTE 34. OTHER EXPENSES

	For the year ended 31 March 2021	For the year ended 31 March 2020
Travelling and Conveyance Expenses	463.02	1,055.57
Legal and Professional Charges	530.88	761.18
Short Term Lease (refer note 39)	130.83	264.15
Rates and Taxes	123.60	522.90
Electricity Expenses	132.71	221.25
Communication Expenses	123.06	121.05
Repairs and Maintenance Expenses	116.70	119.17
Subscription and Membership	49.95	22.39
Commission and Business Promotions	229.94	371.61
Recruitment Expenses	31.15	117.16
Insurance Charges	89.91	75.92
Housekeeping and Security Charges	16.90	21.48
Provision for Bad-debts (allowance for credit loss)	188.32	99.26
Bad debts of receivables/advances	632.36	47.10
Foreign exchange fluctuation Loss	215.66	-
Loss on Sale of PPE	28.69	552.06
CSR Expenses (refer note 37)	55.00	54.00
Others Miscellaneous Expenses	33.28	422.91
	<b>3,191.97</b>	<b>4,849.15</b>

### NOTE 35

	As at March 31, 2021	As at March 31, 2020
<b>Contingent Liabilities and Commitment</b> (as represented by the Management)		
(i) Guarantees given by the Company on behalf of its Subsidiaries	2,067.96	1,994.24
(ii) Disputed Liabilities not provided for direct/ indirect Tax	-	-
(iii) Commitments:		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	3,029.59	3,658.82



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 36 SEGMENT INFORMATION

The Group has identified and disclosed segment information, as "Information technologies and consultancy services" and "Sale of equipment". The operating segment has been identified and reported taking into account its internal financial reporting, performance evaluation and organisational structure by geographical locations of its operations, where its service rendering activities are based. Operating Segment is reported in the manner evaluated by Board, considered as Chief Operating Decision Maker under Ind AS 108 "Operating Segment". The accounting policies adopted for segment reporting are in line with the accounting policy of the Group.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Segment Revenue</b>		
(a) Information Technologies and Consultancy Services	27,376.23	33,216.71
(b) Sale of Equipment and Licence	10,025.54	13,759.37
<b>Total income from operations (a+b)</b>	<b>37,401.77</b>	<b>46,976.08</b>
<b>Segment Results</b>		
(a) Information technologies and consultancy services	22,075.93	24,840.39
(b) Sale of equipment and Licence	4,470.69	3,378.75
<b>Total (a+b)</b>	<b>26,546.62</b>	<b>28,219.14</b>
<b>Less: Unallocable expenses</b>		
Employee benefits expense	14,978.15	14,920.55
Finance costs	1,579.78	1,822.42
Depreciation and amortisation expenses	13,939.06	3,968.75
Other expenses	3,191.97	4,849.15
Add: Unallocable income	297.45	978.79
Add: Share of Profit of Associate	-	40.78
Add: Exceptional Items	-	-
<b>Total profit/ (loss) before tax</b>	<b>(6,844.89)</b>	<b>3,677.84</b>

Assets & liabilities used in the Company's business are not identified to any of the reportable segment, as these are used interchangeably between segments. The Management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

### NOTE 37

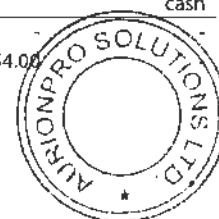
#### CORPORATE SOCIAL RESPONSIBILITY

The Company has spent ₹ 55.00 lakhs (Previous year: ₹ 54 lakhs) towards various schemes of Corporate Social Responsibility(CSR) as prescribed under,

- Gross amount required to be paid by the Company during the year: ₹ 50.68 lakhs (Previous year: ₹ 53.64 lakhs)
- Amount paid during the year

Particulars	For the year ended March 31, 2021		For the year ended March 31, 2020	
	In cash / payable	Yet to be paid in cash	In cash /payable	Yet to be paid in cash
(i) Construction/Acquisition of any asset	-	-	-	-
(ii) For purposes other than (i) above	55.00	-	54.00	-

The Company does not carry any provisions for CSR expenses for current year and previous year.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 38 EARNINGS PER SHARE (EPS)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic and Diluted EPS		
(a) Profit/ (Loss) from Continuing Operations attributable to Owners of Company	(9,961.72)	3,348.08
(b) Profit/ (Loss) from discontinuing Operations attributable to Owners of Company	(2,233.15)	(154.99)
(c) Weighted average number of Equity Shares (Basic and Diluted)	2,28,00,165	2,33,93,397
(d) Earnings per Share		
- Basic and Diluted Earnings per Share of ₹ 10 each (Continuing Operations)	(43.69)	14.68
- Basic and Diluted Earnings per Share of ₹ 10 each (Discontinuing Operations)	(9.79)	(0.68)
- Basic and Diluted Earnings per Share of ₹ 10 each (Continuing and discontinuing Operations)	(53.48)	14.00

### NOTE 39 LEASE

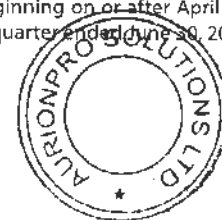
#### Details regarding the contractual maturities of lease liabilities as at 31 March 2021 on an discounted basis:

Particulars	As at 31 March 2021	As at 31 March 2020
Less than one year	630.37	767.21
One to five years	402.57	703.01
More than five years	-	995.07
<b>Total</b>	<b>1,032.94</b>	<b>2,465.29</b>

#### Details regarding the contractual maturities of lease liabilities as at 31 March 2021 on an undiscounted basis:

Particulars	As at 31 March 2021	As at 31 March 2020
Less than one year	819.40	884.50
One to five years	364.26	1,879.96
More than five years	-	-
<b>Total</b>	<b>1,183.66</b>	<b>2,764.46</b>

- The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- Rental expense recorded for short-term leases was ₹ 130.83 lakhs (Previous year ₹ 264.15 lakhs) for the year ended 31 March 2021.
- Effective interest rate in the range of 5% to 12.50% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.
- Applied the exemption not to recognize right to use assets and liabilities for leases with less than 12 months of lease term on the date of initial application and Leases for which the underlying asset is of low value.
- The Ministry of Corporate Affairs vide notification dated July 24, 2020, issued an amendment to Ind AS 116 - leases, by inserting a practical expedient with respect to "Covid-19-Related Rent Concessions" effective from the period beginning on or after April 01, 2020. Pursuant to the above amendment, the Company has applied the practical expedient during the quarter ended June 30, 2020 by accounting the unconditional rent concessions of INR. 42.00 Lakhs netted off with "Other expenses".



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 40 CAPITAL MANAGEMENT

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using gearing ratio, which is net debt divided by total capital.

	As at March 31, 2021	As at March 31, 2020
(i) Debt	11,405.28	13,008.41
Less : Cash and cash equivalents, Bank deposits	5,084.31	4,564.88
Net Debt (A)	6,320.97	8,443.53
(ii) Equity (B)	33,646.72	54,339.94
Capital Gearing Ratio ( A/B )	19%	16%

### NOTE 41 FINANCIAL INSTRUMENTS

#### (i) Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

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

The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

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

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The carrying values of the financial instruments by categories were as follows:

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
<b>Financial Assets</b>				
<b>At Amortised Cost</b>				
(i) Investments	3,591.97		4,169.18	
(ii) Trade receivables	10,305.44	-	13,338.17	-
(iii) Cash and Bank Balance	3,856.84	-	3,231.35	-
(iv) Other financial assets	7,565.66	-	8,847.73	-
<b>At FVTPL</b>	Nil		Nil	
<b>Financial Liabilities</b>				
<b>At Amortised Cost</b>				
(i) Borrowings	11,405.28	-	13,008.41	-
(ii) Lease Liability	1,032.94	-	2,465.29	-
(iii) Trade payables	5,412.74	-	7,782.50	-
(iv) Other financial liabilities	3,241.88	-	4,145.88	-
<b>At FVTPL</b>	Nil			





# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ In Lakhs)

### (iii) Financial risk management

The Company's business activities expose it to a variety of financial risks, namely market risks, credit risk and liquidity risk..

The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Company's financial liabilities comprise of borrowings, trade payable and other liabilities to manage its operation and the financial assets include trade receivables, deposits, cash and bank balances, other receivables etc. arising from its operation.

(i) Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: Foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk.

(ii) Foreign currency risk: Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The carrying amounts of the Company's net foreign currency exposure denominated monetary assets and monetary liabilities at the end of the reporting period as follows:

#### Foreign Currency Risk from financial instruments as of:

	As at March 31, 2021		As at March 31, 2020	
	USD	Other Currency	USD	Other Currency
(i) Trade receivables	267.81	1.65	453.45	3.77
(ii) Advance to vendors	256.39	6.03	23.69	5.81
(iii) Trade payables	(253.96)	-	(32.10)	(89.69)
(iv) Advance received from customers	(2.63)	-	(269.88)	-
(v) Borrowings	(3,882.43)	-	-	-
<b>Total</b>	<b>(3,614.82)</b>	<b>7.68</b>	<b>175.16</b>	<b>(80.11)</b>

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments as mentioned below.

Impact of 2% increase in exchange rate	(72.30)	0.15	3.50	(1.60)
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If exchange rate is unfavorably affected with decrease by 2%, gain shall also accordingly be affected.

#### Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

#### Exposure to Interest Rate Risk

Interest rate risk of the Company arises from borrowings. The Company endeavor to adopt a policy of ensuring that maximum of its interest rate risk exposure is at fixed rate. The Company's interest-bearing financial instruments are reported as below:

	As at March 31, 2021	As at March 31, 2020
<b>Fixed Rate Instruments</b>		
Financial Assets	5,140.48	4,597.27
Financial Liabilities	12,408.03	15,732.09
<b>Floating Rate Instruments</b>		
Financial Assets	-	-
Financial Liabilities	-	-

#### Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for floating-rate instruments: Since floating-rate instruments is Nil. Hence, impact for the reporting period is Nil.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### Equity Price Risk

The Company is exposed to equity price risks arising from equity investments which is not material.

### Commodity Risk

The Company forecasts commodity prices and movements, accordingly The Company is advises the Procurement team on cover strategy. A robust planning and strategy ensure that Company's interests are protected despite 'volatility in commodity prices.

### Derivative financial instruments

The Company does not hold derivative financial instruments

The Company offsets financial asset and financial liability when it currently has a legally enforceable right to set off the recognized amounts and the Company intends either to settle on a net basis or realise the asset and settle the liability simultaneously.

### Credit Risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations

resulting in financial loss to the Company. To manage this, the Company periodically assesses the financial

reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

### Trade Receivables

Our historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. Credit risk has always been managed by each business segment through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

### Other Financial Assets

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and/or domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by Government and Quasi Government organizations and certificates of deposit which are funds deposited at a bank for a specified time period.

### Liquidity Risk

Liquidity risk refers to risk of financial distress or extra ordinary high financing cost arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The Company's objective is to maintain at all times optimum levels of liquidity to meet its cash and collateral requirements. Processes and policies related to such risk are overseen by senior management and management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

The tables below analyse the Company's financial liabilities into relevant maturities based on their contractual maturities for:

Particulars	As at March 31, 2021	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	11,405.28	6,429.50	1,973.56	3,002.22
(ii) Lease Liabilities	1,032.94	630.37	402.57	-
(iii) Trade Payables	5,412.74	5,412.74	-	-
(iv) Other Financial Liabilities	3,241.88	3,241.88	-	-

Particulars	As at March 31, 2020	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	13,008.41	7,422.84	3,368.44	2,217.13
(ii) Lease Liabilities	2,465.29	767.21	703.01	995.07
(iii) Trade Payables	7,782.50	7,782.50	-	-
(iv) Other Financial Liabilities	4,145.89	4,145.89	-	-



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

### NOTE 42

#### EMPLOYEE BENEFITS

##### Defined contribution plans

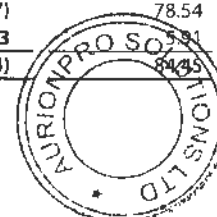
The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, ESIC and other funds which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

##### Defined benefit plans

The Company has a scheme for payment of gratuity to all its employees as per the provisions of the Payment of Gratuity Act, 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by independent actuary. The gratuity plan is a funded plan.

The following table sets out the status of the Gratuity Plan as required under Indian Accounting Standard ("Ind AS") 19 "Employee Benefits".

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
<b>(i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation</b>		
Obligation at the beginning of the year	895.73	669.46
Interest Cost	53.46	48.55
Current Service Cost	138.32	119.38
Past Service Cost	-	-
Actuarial (gain) / loss recognised in other comprehensive income	-	-
- Change in Demographic Assumptions	(156.08)	(25.21)
- Change in financial assumptions	(46.10)	79.13
- Experience adjustments	(31.68)	24.63
Benefits Paid directly by the Employer	(33.19)	(7.55)
Benefits Paid	(12.42)	(12.66)
Liabilities Extinguished on Settlement	-	-
Obligation at the end of the year	808.04	895.73
<b>(ii) Change in plan assets</b>		
Plan assets at the beginning of the year, at fair value	146.53	130.87
Interest income	9.56	9.94
Expected return on plan assets	6.89	(5.91)
Actuarial gain / (loss) recognised in other comprehensive income	-	-
Contributions	(7.13)	24.28
Benefits paid from the fund	(12.41)	(12.66)
Assets distributed on settlement	-	-
Plan assets at the end of the year, at fair value	143.44	146.53
<b>(iii) Reconciliation of present value of the obligation and the fair value of the plan assets</b>		
Fair value of plan assets at the end of the year	143.44	146.53
Present value of the defined benefit obligation at the end of the year	808.04	895.73
Net Liability recognised in the Balance Sheet	664.61	749.21
<b>(iv) Expense Recognised in Profit or Loss</b>		
Current Service Cost	138.32	119.38
Past Service Cost	-	-
Net Interest Cost	43.91	38.61
<b>Total</b>	<b>182.23</b>	<b>158.00</b>
<b>(v) Amount Recognised in Other Comprehensive Income</b>		
Actuarial (gain) / loss recognised in other comprehensive income	(233.87)	78.54
Expected return on plan assets	7.13	9.94
<b>Total</b>	<b>(226.74)</b>	<b>88.48</b>



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ in Lakhs)

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
(vi) <b>Assumptions</b>		
Interest rate	5.18 %	5.45%, 6.56%
Estimated return on plan assets	5.18 %	5.45%, 6.56%
Salary growth rate	9.25%	9.45%, 16%
Employee turnover rate	For service 4 year and below 33.75%, 19% thereafter	For service 4 year and below 33.75%, 25.55% and 19%, 7.52% thereafter

The estimates, of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

(vii) **Particulars of the amounts for the year and Previous years**

	Gratuity				
	As at March 31				
	2021	2020	2019	2018	2017
Present Value of benefit obligation	808.04	895.73	669.46	524.12	364.11
Fair value of plan assets	143.44	146.53	130.87	83.77	82.60
Excess of obligation over plan assets (plan assets over obligation)	664.61	749.21	538.59	440.36	281.51

(viii) **Sensitivity Analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at March 31, 2021	As at March 31, 2020
Discount rate (+ 1% movement)	(34.27)	(68.85)
Discount rate (- 1% movement)	37.90	81.45
Future salary growth (+ 1% movement)	31.24	46.00
Future salary growth (- 1% movement)	(29.59)	(45.72)
Employee turnover (+ 1% movement)	(8.43)	(27.65)
Employee turnover (- 1% movement)	9.11	31.38

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(ix) **Maturity analysis of defined benefit plan (fund)**

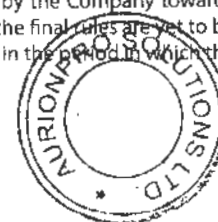
Project benefit payable in future from the date of reporting

	As at March 31, 2021	As at March 31, 2020
1 <sup>st</sup> following year	146.43	104.80
2 <sup>nd</sup> following year	108.39	78.99
3 <sup>rd</sup> following year	100.82	76.68
4 <sup>th</sup> following year	93.18	87.60
5 <sup>th</sup> following year	81.24	69.12
Sum of 6 to 10 years	281.55	285.47
Sum of years 11 and above	246.80	1,113.83

(x) **Expenses Recognized in the Statement of Profit or Loss for Next Year**

Current Service Cost	98.61
Net Interest Cost	34.42
(Expected Contributions by the Employees)	-
Expenses Recognized	133.04

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 final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.



# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

(₹ In Lakhs)

### NOTE 43

#### (A) Related Parties

##### (i) Key Managerial Person

- 1 Paresh Zaveri (Chairman and Director)
- 2 Amit Sheth (Co-Chairman and Director)
- 3 Ninad Kelkar (Company Secretary)
- 4 Hemant Chopra (Chief Financial Officer) (upto June 12, 2020)
- 5 Vipul Parmar (Chief Financial Officer) (w.e.f. June 29, 2020)

##### (ii) Other Related Parties Company

- 1 Trejhara Solutions Limited
- 2 Auroscient Outsourcing Ltd
- 3 Trejhara SCM Pte. Ltd.
- 4 Groei Consultancy LLP

#### (B) Transactions during the year with Related Parties

Particulars	As at	
	31 March 2021	31 March 2020
Revenue from Operations	760.69	3,536.10
Other Income	59.27	204.94
Operating Expenses	2,136.04	4,062.24
Other Expenses	75.00	75.00
Recovery of Expenses	413.24	417.49
Investment	3,582.00	3,500.00
Trade Receivable	13.50	1,682.29
Other Financial Assets		
(i) Unbilled Revenue	311.23	907.79
(ii) Other Receivables	379.02	748.56
Other Current Assets	6,040.90	5,244.99
Borrowings-Current	68.66	230.65
Trade Payables	9.72	923.25
Other Financial Liabilities		
(i) Provision for Expense	-	151.48
Other Current Liabilities		
(i) Advance Received from Customers	11.67	40.48
Dividend Paid	-	102.03
Managerial Remuneration		
(i) Salaries and Other Benefits	228.15	207.13
(ii) Contributions to Defined Contribution Plans	3.04	2.83

Some of the key management personnel of the Company are also covered under the Company's Gratuity Plan along with the other employees of the Company. Proportionate amounts of gratuity accrued under the Company's Gratuity Plan have not been separately included in the above disclosure.

### NOTE 44. ASSETS HELD FOR SALE AND DISCONTINUED BUSINESS

The Company has divested the entire stake to Forecepoint LLC based on approval from the Audit Committee and the Board of Directors in their respective meetings held on 06th May, 2021. The approval pursuant to Regulation 24(5) of SEBI (LODR) Regulations, 2015 is in the process of being sought from the shareholders through postal ballot. Accordingly, the investment in CyberInc Corporation Inc, USA and other entities (Disposal group) engaged in Cybersecurity business have been measured at fair value less cost to sale in the financial statements for the Company's share of INR 5,200.70 Lakhs in Assets held for Sale and the disposal group have also been considered as discontinued operations in accordance with Ind AS 105 - 'Non-Current Assets Held for Sale and Discontinued Operations'. The effect of fair valuation of INR 4,618.37 Lakhs has been included in the exceptional items.

### NOTE 45 PRIOR PERIODS COMPARATIVE

The previous year figures have been regrouped / restated to the extent possible to confirm to current year presentation.

### NOTE 46 AUTHORITY OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors on May 28, 2021.



# Aurionpro Solutions Limited

Form AOC-I (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

## PART "A": SUBSIDIARIES

													(₹ in Lakhs)	
Sr. No.	Name of the subsidiary company	Reporting currency	Exchange rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Continued/ Discontinued operation Profit/ (Loss) before Taxation	Provisions for Taxation (including deferred tax)	Profit/ (Loss) after Taxation	Proposed Dividend	% of Shareholding
1	Aurionpro Solutions Pte Limited*	USD	73.23	2,575.40	4,510.06	20,006.17	12,920.72	7,322.98	4,937.36	(6,430.52)	(998.70)	(5,431.83)	-	100.00
2	Aurofidet Outsourcing Limited	INR	1.00	50.00	144.20	3,845.99	3,651.78	3,582.00	-	(10.59)	-	(10.59)	-	100.00
3	Intellvisions Solutions private Limited	INR	1.00	1.00	218.88	894.98	675.10	-	-	(24.36)	-	(24.36)	-	100.00
4	SC Soft Technologies Pvt Ltd	INR	1.00	20.78	0.13	801.39	780.48	-	862.94	38.89	-	38.89	-	100.00
5	Sena Systems Private Limited	INR	1.00	1.00	1,262.86	1,269.28	5.42	-	-	(1.11)	-	(1.11)	-	100.00
6	Integro Technologies Pte Ltd.*	SGD	54.42	2,901.44	4,488.90	12,239.19	4,848.85	-	9,870.30	1,723.65	166.40	1,557.24	-	100.00
7	Aurionpro Fintech Inc.*	USD	73.23	-	(502.57)	553.96	1,056.54	10.98	2,812.03	(10,416.83)	613.77	(11,030.60)	-	100.00
8	PT Aurionpro Solutions	USD	73.23	128.15	744.66	942.91	70.09	-	568.85	60.40	-	60.40	-	80.00
9	Aurionpro Holding Pte Ltd	USD	73.23	0.07	(681.98)	8.57	690.48	7.32	-	724.23	-	724.23	-	100.00
10	Aurionpro Solutions (Africa) Ltd	KES	0.66	66.42	136.70	354.51	151.39	-	337.97	27.26	19.42	7.83	-	50.00

1. Names of subsidiaries which are yet to commence operations: Nil

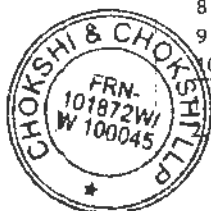
\* Consolidated Financial Statement Numbers

## PART "B": ASSOCIATES AND JOINT VENTURES

Sr. No.	Name of Joint Ventures	Intellvisions Software LLC, UAE
1	Latest audited Balance Sheet Date	31 March 2021
2	No of Shares of Associate/Joint Ventures held by the company on the year end	1,470
3	Amount of Investment in Associates/Joint Venture	21.55
4	Extend of Holding %	49.00%
5	Description of how there is significant influence	Joint Ventures
6	Reason why the associate/joint venture is not consolidated	NA
7	Networth attributable to Shareholding as per latest audited Balance Sheet	1,964.05
8	Profit / Loss for the year	(1,358.15)
9	Considered in Consolidation	Yes
10	Not Considered in Consolidation	NA

Names of associates or joint ventures which are yet to commence operations. Nil

Names of associates or joint ventures which have been liquidated or sold during the year. - Nil



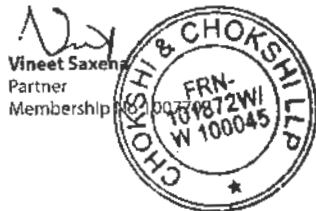
# Aurionpro Solutions Limited

## Notes to the consolidated financial statements

### NOTE. 47 FINANCIAL INFORMATION PURSUANT TO SCHEDULE III OF COMPANIES ACT, 2013

Sr	Name of Entity	Net Assets i.e total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated Net Assets	Amount (₹ in lakhs)	As % of Consolidated profit & loss	Amount (₹ in lakhs)	As % of other comprehensive income	Amount (₹ in lakhs)	As % of Total other comprehensive income	Amount (₹ in lakhs)
<b>A Parents</b>									
1	Aurionpro Solutions Limited	62.99%	21,390.80	12.78%	(2,453.22)	83%	226.74	12%	(2,226.48)
<b>B Indian Subsidiaries</b>									
2	Aurofidel Outsourcing Limited	0.57%	194.20	0.06%	(10.59)	0%	-	0%	(10.59)
3	Intellvisions Solutions private Limited	0.65%	219.88	0.13%	(24.36)	0%	-	0%	(24.36)
4	SC Soft Technologies Pvt Ltd	0.06%	20.91	-0.20%	38.89	0%	-	0%	38.89
5	Sena Systems Private Limited	3.72%	1,263.86	0.01%	(1.11)	0%	-	0%	(1.11)
<b>C Foreign Subsidiaries</b>									
6	Integro Technologies Pte Ltd.*	21.76%	7,390.34	-8.11%	1,557.24	10%	28.26	-8%	1,585.50
7	Aurionpro Solutions Pte Limited*	20.87%	7,085.46	28.29%	(5,431.83)	-3%	(9.47)	29%	(5,441.30)
8	Aurionpro Fintech Inc.*	-1.48%	(502.57)	57.45%	(11,030.60)	0%	(10.22)	58%	(11,040.82)
9	PT Aurionpro Solutions	2.57%	872.82	-0.31%	60.40	0%	(0.87)	0%	59.53
10	Aurionpro Holding Pte Ltd	-2.01%	(681.91)	-3.77%	724.23	-4%	(10.50)	-4%	713.73
11	Aurionpro Solutions (Africa) Ltd	0.60%	203.12	0.00%	7.83	1%	1.98	0%	9.81
<b>D Joint Venture/Associate</b>									
12	Intellvisions Software LLC	5.78%	1,964.04	7.58%	(1,358.15)	9%	25.12	7%	(1,333.04)
<b>Sub Total</b>		116.09%	39,420.95	93.34%	(17,921.26)	91.52%	251.04	93.36%	(17,670.23)
13	Less : CFS adjustments and eliminations	-16.09%	(5,462.41)	6.66%	(1,279.11)	8.48%	23.25	6.64%	(1,255.87)
<b>Total Share</b>		100.00%	33,958.54	100.00%	(19,200.37)	100%	274.29	100%	(18,926.08)
14	Minority Interest		311.82		(7,005.50)		-		(7,005.50)
15	<b>Attributable to Equity Owner's of the Company</b>		<b>33,646.72</b>	-	<b>(12,194.87)</b>		<b>274.29</b>	-	<b>(11,920.58)</b>

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045



Date : 28<sup>th</sup> May 2021  
 Place : Navi Mumbai

For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN- L99999MH1997PLC111637

*Paresh Zaveri*  
**Paresh Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Singapore

*Ninad Kelkar*  
**Ninad Kelkar**  
 Company Secretary  
 Place : Navi Mumbai

*Amit Sheth*  
**Amit Sheth**  
 Co-Chairman & Director  
 DIN : 00122623  
 Place : Navi Mumbai



*Vipul Parmar*  
**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai

# Aurionpro Solutions Limited

## Consolidated Statement of Changes in Equity for the year ended 31 March, 2021

(₹ in Lakhs)

### (a) Equity Share Capital

	For the period ended March 31, 2021	For the period ended March 31, 2020
Balance at the beginning of the year	2,280.02	2,363.63
Less: Buyback of Equity shares	-	(83.61)
Balance at the end of the year	2,280.02	2,280.02

### (b) Other Equity

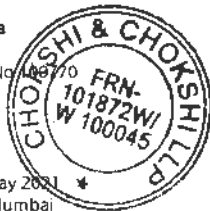
Particulars	Attributable to the equity holders of the parent									Total
	Reserves and Surplus					Foreign Currency Translation Reserve	Other Comprehensive Income	Stock Option	Restructuring Reserve	
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Statutory Reserve	Retained Earnings					
Balance as at March 31, 2019	93.99	31,309.60	-	28.30	37,568.79	500.87	(1,245.27)	1,334.81	(22,192.00)	47,399.09
Transition impact Ind AS 116	-	-	-	-	(153.51)	-	-	-	-	(153.51)
Restated Balance as at April 01, 2019	93.99	31,309.60	-	28.30	37,415.28	500.87	(1,245.27)	1,334.81	(22,192.00)	47,245.58
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	3,193.09	-	-	-	-	3,193.09
Dividend (including dividend distributed tax)	-	-	-	-	(594.19)	-	-	-	-	(594.19)
Transfer to Capital Redemption Reserve	-	-	-	-	(83.61)	-	-	-	-	(83.61)
Issue of equity shares	-	3,244.62	-	-	-	-	-	-	-	3,244.62
Buyback of equity shares	-	(931.52)	-	-	-	-	-	-	-	(931.52)
On account of change in Minority interest share	-	-	-	-	(3,117.79)	-	-	-	-	(3,117.79)
Additions/ (Deduction) during the year	373.13	-	83.61	2.21	-	2,017.68	(25.75)	652.86	-	3,103.74
Balance as at March 31, 2020	467.12	33,622.70	83.61	30.51	36,812.78	2,518.55	(1,271.02)	1,987.67	(22,192.00)	52,059.92
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	(12,194.87)	-	-	-	-	(12,194.87)
On account of divestment of Investment	-	(6,491.46)	-	-	-	-	-	-	-	(6,491.46)
Additions/ (Deduction) during the year	18.58	-	-	(0.61)	-	(311.49)	274.29	(1,987.67)	-	(2,006.90)
Balance as at March 31, 2021	485.70	27,131.24	83.61	29.90	24,617.91	2,207.06	(996.73)	-	(22,192.00)	31,366.70

The accompanying notes are an integral part of these financial statements.

As per our attached report of even date  
**FOR CHOKSHI & CHOKSHI LLP**  
 Chartered Accountants  
 Firm Registration No. 101872W/W100045

  
**Vineet Saxena**  
 Partner  
 Membership No. 100710

Date : 28<sup>th</sup> May 2021  
 Place : Navi Mumbai



For and on behalf of the Board of Directors of Aurionpro Solutions Limited  
 CIN- L99999MH1997PLC111637

  
**Paresh Zaveri**  
 Chairman & Managing Director  
 DIN : 01240552  
 Place : Singapore

  
**Minad Kulkarni**  
 Company Secretary  
 Place : Navi Mumbai

  
**Amit Sheth**  
 Co-Chairman & Director  
 DIN : 00122623  
 Place : Navi Mumbai

  
**Vipul Parmar**  
 Chief Financial Officer  
 Place : Navi Mumbai





## GENERAL INFORMATION

Our Company was initially incorporated as “Value Added Information Distribution Services Private Limited”, a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation granted by the RoC on October 31, 1997 at Mumbai, Maharashtra. Subsequently, the name of our Company was changed to “Vaid Technologies Private Limited” and a fresh certificate of incorporation consequent on change of name was issued by the RoC on April 30, 2001. Later, pursuant to the certificate of incorporation consequent on change of name dated September 18, 2003 issued by the RoC, our Company was rebranded as “Aurionpro Solutions Private Limited”. Consequently, our Company’s name changed to its present name, “Aurionpro Solutions Limited” pursuant to its conversion from a private limited company to a public limited company and a certificate of change of name under Companies Act, 1956 was issued by the RoC on March 9, 2005.

1. The Equity Shares of our Company have been listed on BSE and NSE since October 25, 2005.
2. Our Company has received in-principle approvals to list the Equity Shares to be issued pursuant to the Issue from each BSE and NSE on March 13, 2024, under Regulation 28(1) of the SEBI Listing Regulations.
3. Our Registered Office is situated at Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane - 400 701 Maharashtra, India.
4. The CIN of our Company is L99999MH1997PLC111637
5. The website of our Company is [www.aurionpro.com](http://www.aurionpro.com).
6. The authorised equity share capital of our Company is ₹ 66,15,00,000 divided into 6,61,50,000 Equity Shares of ₹10 each. The issued capital of our Company is ₹ 24,81,51,650 divided into 2,48,15,165 Equity Shares of ₹10 each.
7. The Issue was authorised and approved by the Board pursuant to the resolution dated January 10, 2024 and by our Shareholders pursuant to the special resolution dated February 7, 2024.
8. In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CRISIL Ratings Limited as the Monitoring Agency, for monitoring the utilisation of the proceeds in relation to the Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.
9. Copies of our Memorandum of Association and Articles of Association will be available for inspection between 9:30 am to 5:30 pm on any weekday (except Saturdays and public holidays) during the Issue Period at our Registered and Corporate Office.
10. Except as disclosed in this Preliminary Placement Document, our Company has obtained all necessary consents, approvals and authorisations as may be required in connection with the Issue.
11. Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*” on page 97, there has been no material change in the financial position of our Company since December 31, 2023, included in this Preliminary Placement Document.
12. Except as disclosed in this Preliminary Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see “*Legal Proceedings*” on page 220.
13. The Issue will not result in a change in control of our Company.
14. Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.
15. The Floor Price is ₹ 2,103.68 per Equity Share, calculated in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, as certified by the Statutory Auditors. Our Company may offer a discount of not more than 5% , being ₹ [●] on the Floor Price in accordance with the approval of our Board resolution

dated January 10, 2024 and the shareholders of our Company accorded through a special resolution dated February 7, 2024 and Regulation 176(1) of the SEBI ICDR Regulations.

16. Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Preliminary Placement Document and anyone placing reliance on any other source of information, including websites of our Company and our Subsidiaries, would be doing so at their own risk.
17. Ninad Kelkar is the Company Secretary and Compliance Officer of our Company. His details are as follows:

**Ninad Kelkar**

Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate,  
Near Rabale Police Station, Navi Mumbai,  
Thane - 400 701 Maharashtra, India

**Telephone:** +91 22 4040 7070

**E-mail:** investor@aurionpro.com

## DETAILS OF PROPOSED ALLOTTEES

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made at the sole and absolute discretion of our Company, in consultation with the Book Running Lead Manager, to Eligible QIBs.

The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them is set forth below. These details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, will be included in the Placement Document to be sent to such proposed Allottees.

S. No.	Name of the proposed Allottees	Percentage of the post-Issue share capital held (%) <sup>(1)(2)(3)</sup>
1.	[●]	[●]
2.	[●]	[●]
3.	[●]	[●]
4.	[●]	[●]
5.	[●]	[●]
6.	[●]	[●]
7.	[●]	[●]
8.	[●]	[●]
9.	[●]	[●]
10.	[●]	[●]

<sup>(1)</sup>Based on beneficiary position as on [●].

<sup>(2)</sup>Subject to receipt of funds and Allotment in the Issue. The above table has been intentionally left blank and shall be updated in the Placement Document.

<sup>(3)</sup>The post-Issue shareholding (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, insurance companies, and Eligible FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID will be considered.

## DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Preliminary Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with. Our Company further certifies that all the statements in this Preliminary Placement Document are true and correct.

**Signed by:**

---

**Paresh Chandulal Zaveri**  
Chairman and Managing Director

**Date:** April 3, 2024

**Place:** Singapore

## DECLARATION

We, the Board of Directors of the Company, certify that:

- (i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- (ii) the compliance with the Companies Act, 2013 and the rules thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and
- (iii) the monies received under the Issue shall be used only for the purposes and objects indicated in this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4).

### SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

**Signed by:**

---

**Paresh Chandulal Zaveri**  
*Chairman and Managing Director*

I am authorized by the Board of Directors, *vide* resolution dated April 3, 2024 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed by:

---

**Paresh Chandulal Zaveri**  
Chairman and Managing Director

**Date:** April 3, 2024

**Place:** Singapore

**AURIONPRO SOLUTIONS LIMITED**

**CIN:** L99999MH1997PLC111637

**Registered Office**

Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate,  
Near Rabale Police Station,  
Navi Mumbai, Thane- 400 701 Maharashtra, India.

**Telephone:** +91 22 4040 7070

**Email:** info@aurionpro.com

**Website:** www.aurionpro.com

**Contact Person**

**Ninad Kelkar**

**Designation:** Company Secretary and Compliance Officer

**Address:** Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate,  
Near Rabale Police Station,  
Navi Mumbai, Thane - 400 701 Maharashtra, India.

**Telephone:** +91 22 4040 7070

**E-mail:** investor@aurionpro.com

**BOOK RUNNING LEAD MANAGER**

**DAM Capital Advisors Limited**

One BKC, Tower C, 15<sup>th</sup> Floor, Unit No. 1511  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051  
Maharashtra, India

**MONITORING AGENCY**

**CRISIL RATINGS LIMITED**

CRISIL House, Central Avenue,  
Hiranandani Business Park, Powai,  
Mumbai- 400 076, Maharashtra, India

**STATUTORY AUDITORS OF OUR COMPANY**

**C K S P AND CO LLP, Chartered Accountants**

A-312, 3rd Floor,  
Royal Sands CHS Ltd,  
Shashtri Nagar, Andheri (West),  
Mumbai – 400 053, Maharashtra, India.

**LEGAL COUNSEL TO THE COMPANY**

*As to Indian law*

**Khaitan & Co**

One World Centre  
10<sup>th</sup> & 13<sup>th</sup> Floors, Tower 1C  
841 Senapati Bapat Marg  
Mumbai – 400 013  
Maharashtra, India

**LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGER**

*As to Indian law*

**IndusLaw**  
15<sup>th</sup> Floor Tower-1C,  
One World Centre,  
Senapati Bapat Marg, Lower Parel,  
Mumbai – 400013  
Maharashtra, India


*As to International law*

**Hogan Lovells Lee & Lee**  
50 Collyer Quay  
#10-01 OUE Bayfront  
Singapore – 049 1321

## SAMPLE APPLICATION FORM

*“An indicative form of the Application Form is set forth below:”*

*(Note: The format of the Application Form included herein above is indicative and for illustrative purposes only and no Bids in this Issue can be made through the Application Form. The Company, in consultation with the BRLM, shall identify Eligible QIBs and circulate serially numbered copies of this Preliminary Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in the Issue should be made only upon receipt of serially numbered copies of this Preliminary Placement Document and the Application Form and not on the basis of the indicative format below.)*

 <b>AURIONPRO SOLUTIONS LIMITED</b>	<b>APPLICATION FORM</b>
<p><i>(Incorporated in the Republic of India under the provisions of the Companies Act, 1956)</i>                  Our Company was initially incorporated as “Value Added Information Distribution Services Private Limited”, a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai (“RoC”) on October 31, 1997 at Mumbai, Maharashtra. Subsequently, the name of our Company was changed to “Voids Technologies Private Limited” and a fresh certificate of incorporation consequent on change of name was issued by the RoC on April 30, 2001. Later, pursuant to the certificate of incorporation consequent on change of name dated September 18, 2003 issued by the RoC, our Company was rebranded as “Aurionpro Solutions Private Limited”. Consequently, our Company’s name changed to its present name, “Aurionpro Solutions Limited” pursuant to its conversion from a private limited company to a public limited company and a certificate of change of name under Companies Act, 1956 was issued by the RoC on March 9, 2005.  <b>Registered and Corporate Office:</b> Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane - 400 701 Maharashtra, India.  <b>CIN:</b> L99999MH1997PLC111637; <b>Website:</b> www.aurionpro.com;  <b>Telephone:</b> +91 22 4040 7070; <b>Email:</b> info@aurionpro.com  <b>LEI No:</b> 335800MR487397CQOL11   <b>ISIN:</b> INE132H01018</p>	<p><b>Name of the Bidder:</b> _____</p> <p><b>Form. No.:</b> _____</p> <p><b>Date :</b> _____</p>

**QUALIFIED INSTITUTIONS PLACEMENT OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH (THE “EQUITY SHARES”) FOR CASH, AT A PRICE OF ₹[●] PER EQUITY SHARE (THE “ISSUE PRICE”), INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE, AGGREGATING UP TO ₹[●] LAKHS” UNDERTAKEN IN ACCORDANCE WITH CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”) AND UNDER SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE “COMPANIES ACT”), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE “PAS RULES”), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY AURIONPRO SOLUTIONS LIMITED (THE “COMPANY” OR THE “ISSUER”, AND SUCH ISSUE, THE “ISSUE”). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 2,103.68 PER EQUITY SHARE AND OUR COMPANY MAY OFFER A DISCOUNT OF UPTO 5% ON THE FLOOR PRICE, AS APPROVED BY ITS SHAREHOLDERS.**

*\* Subject to allotment of Equity Shares pursuant to the Issue.*

**Only Qualified Institutional Buyers (“QIBs”) as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws; (ii) hold a valid and existing registration under the applicable laws in India (as applicable); (iii) are eligible to invest in the Issue and submit this Application Form, and (iv) are (a) residents in India or (b) foreign portfolio investors participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (“FEMA Rules”), the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 (the “SEBI FPI Regulations”) and any other applicable law (other than individuals, corporate bodies and family offices), defined hereinafter (“Eligible FPIs”) or a (c) multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules; can submit this Application Form. Further, in terms of the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended, foreign venture capital investors (“FVCIs”) are not permitted to participate in the Issue. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Preliminary Placement Document as “QIBs”. You should note and observe the selling and transfer restrictions contained in the sections entitled “Selling Restrictions” and “Transfer Restrictions and Purchaser Representations” in the accompanying preliminary placement document dated April [●], 2024 (the “PPD”).**

**ONLY ELIGIBLE QIBs ARE PERMITTED TO PARTICIPATE IN THE ISSUE. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THIS ISSUE, THROUGH PORTFOLIO INVESTMENT SCHEME AND SCHEDULE II OF THE FEMA RULES, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED UNDER THE FEMA RULES AND SHALL HAVE TO BE IN CONFORMITY WITH THE APPLICABLE PROVISIONS OF THE FEMA RULES. ALLOTMENTS MADE TO AIFs AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.**

To,

The Board of Directors <b>Aurionpro Solutions Limited</b> Synergia IT Park, Plot No. R-270 T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai, Thane - 400 701 Maharashtra, India.  Respected All,	<b>STATUS (Insert ‘✓’ for applicable category)</b>								
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;"><b>FI</b></td> <td style="width: 25%;">Scheduled Commercial Banks and Financial Institutions</td> <td style="width: 25%;"><b>AIF</b></td> <td style="width: 25%;">Alternative Investment Fund*</td> </tr> <tr> <td><b>MF</b></td> <td>Mutual Funds</td> <td><b>IF</b></td> <td>Insurance Funds</td> </tr> </table>	<b>FI</b>	Scheduled Commercial Banks and Financial Institutions	<b>AIF</b>	Alternative Investment Fund*	<b>MF</b>	Mutual Funds	<b>IF</b>	Insurance Funds
<b>FI</b>	Scheduled Commercial Banks and Financial Institutions	<b>AIF</b>	Alternative Investment Fund*						
<b>MF</b>	Mutual Funds	<b>IF</b>	Insurance Funds						

<p>On the basis of the serially numbered PPD of the Company, and subject to the terms and conditions mentioned in the other sections of the PPD and in this Application Form, we hereby submit our Bid for the Allotment of the Equity Shares in the Issue on the terms and price indicated below. We hereby confirm that we are an Eligible QIB as defined in Regulation 21(ss) of the SEBI ICDR Regulations, holding a valid and existing registration under the applicable laws in India (as applicable) and which is not, (a) excluded from making an application in the Issue pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations and (b) restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws. We are not a promoter (as defined in SEBI ICDR Regulations) of the Company, or any person related to the Promoters, directly or indirectly and the Bid does not directly or indirectly represent the Promoters or members of the Promoter Group, or persons or entities related to the Promoters. Further, we confirm that we do not have any right under the shareholders' agreement or voting agreement entered into with Promoters, members of the Promoter Group or persons related to Promoters, veto rights or right to appoint any nominee director on the board of directors of the Company. In addition, we confirm that we are eligible to invest in the Equity Shares under the SEBI ICDR Regulations, Reserve Bank of India circulars, and other applicable laws. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules. We confirm that we are either a QIB which is (a) resident in India, or (b) an Eligible FPI or (c) a multilateral or bilateral development financial institution. We confirm that we are not an FVCI. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.</p>	FPI	Eligible Foreign Portfolio Investor**	NIF	National Investment Fund
	VCF	Venture Capital Funds	SI-NBFC	Systemically Important Non-Banking Financial Companies
	IC	Insurance Companies	OTH	Others (Please specify)
	<p>* Sponsor and Manager should be Indian owned and controlled.  ** Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.</p>			

We confirm that the Bid size / aggregate number of Equity Shares applied for by us, and which may be Allotted to us thereon will not exceed the relevant regulatory or approved limits under applicable laws. We confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI Takeover Regulations"). We confirm that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us, in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Preliminary Placement Document and this Application Form. We confirm that, in relation to our application, each Eligible FPIs, have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of Equity Shares bid for under each such scheme. We undertake that we will sign and/ or submit all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue.

We note that the Board of Directors of the Company or any duly authorized committee thereof, is entitled, in consultation with DAM Capital Advisors Limited, the book running lead manager in relation to the Issue (the "BRLM") in its absolute discretion, to accept or reject this Application Form without assigning any reason thereof. We hereby accept the Equity Shares that may be Allotted to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, the Placement Document and the confirmation of allocation note ("CAN"), when issued and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account as per the details given below, subject to receipt of Application Form and the Bid Amount towards the Equity Shares that may be Allotted to us. The amount payable by us as Bid Amount for the Equity Shares applied for in the Issue, has been/will be remitted to the designated bank account set out in this Application Form only through electronic mode, along with this duly completed Application Form prior to or on the Issue Closing Date and such Bid Amount has been /will be transferred from a bank account maintained in our name, and in case we are joint holders, from the bank account of the person whose name appears first in the Application Form. We acknowledge and agree that we have not/shall not make any payment in cash, demand draft, or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLM; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allotted to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount has been paid by us.

We further understand, agree and consent that: (i) our names, address, PAN, phone number, bank account details, email-id, and the number of Equity Shares Allotted, along with other relevant information as may be required will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allotted to us in the Issue, we are aware that our names will be included in the Placement Document as "proposed allottees", if applicable, along with the number of Equity Shares proposed to be Allotted to us, and the percentage of our post-Issue shareholding in the Company pursuant to the requirements under Form PAS-4 of the PAS Rules; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Maharashtra at Mumbai as required in terms of the PAS Rules. We are also aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5.00% of the Equity Shares in this Issue, the Company shall be required to disclose our name, along with the name of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the website of National Stock Exchange of India Limited and the BSE Limited (together referred to as the "Stock Exchanges"), and we consent to such disclosure. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and restriction on transferability. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and restriction on transferability, as may be applicable to us.

By signing and/or submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections entitled "Notice to Investors", "Representations by Investors", "Issue Procedure", "Selling Restrictions" and "Transfer Restrictions and Purchaser Representations" of the PPD and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLM, each of whom is entitled to rely on and is relying on these representations, warranties in consummating the Issue.

By signing and submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, and have read it in its entirety including in particular, the section entitled "Risk Factors" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLM or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document (when provided), this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allotted and Allotted at the sole and absolute discretion of the Company in consultation with the BRLM and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose our names and the percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we



shall provide all necessary information in this regard to the Company and the BRLMs; and (9) if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office. For the purposes of this representation: the expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations i.e. entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN, upon its issuance, and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

By signing and/ or submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares.

We acknowledge that once a duly filled Application Form, whether signed or not is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB.

We acknowledge that the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. By signing this Application Form and checking the applicable box above, we hereby represent that we are either (i) a U.S. QIB purchasing the Equity Shares in transactions meeting the requirements of Rule 144A or another exemption from the registration requirements of the U.S. Securities Act, or (ii) located outside the United States and purchasing Equity Shares in an "offshore transaction" complying with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. We confirm that we have read the representations, warranties and agreements contained in the sections entitled "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on pages 193 and 201 of the Preliminary Placement Document.

BIDDER DETAILS (In Block Letters)			
NAME OF BIDDER*			
NATIONALITY			
REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
TELEPHONE NO.		FAX NO.	
EMAIL ID			
LEI			
FOR ELIGIBLE FPIs**	SEBI FPI Registration Number:	For AIFs***/ MFs/ VCFs***/ SI-NBFCs/ ICs/Ifs/ Pension Funds	SEBI AIF / MF/ VCF Registration Number / RBI Registrations details for SI-NBFCs / IRDAI Registration details for ICs/ PFRDA Registration details
<p>* Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund bidders are requested to provide details of the bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Issuer and the BRLM.</p> <p>** In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.</p> <p>*** Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.</p>			

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under PAS-4 of the PAS Rules. For such information, the BRLM will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.+

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER	
REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER	
BY 3.00 P.M. (IST), [●], 2024	
Name of the Account	AURIONPRO SOLUTIONS LIMITED-QIP ESCROW ACCOUNT
Name of the Bank	ICICI Bank Limited
Address of the Branch of the Bank	Capital Market Division, 163, 5th Floor, H. T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400020
Account Type	Escrow Account
Account Number	000405156947
LEI Number	335800MR487397CQOL11
IFSC	ICIC0000004
Tel No.	+91 22 22859932/923/924
E-mail	ipocmg@icicibank.com

The Bid Amount should be transferred pursuant to the Application Form within the Issue Period. All payments must be made only by way of electronic fund transfers, in favor of "AURIONPRO SOLUTIONS LIMITED-QIP ESCROW ACCOUNT". Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/Issue Period, i.e., prior to the Bid/Issue Closing Date. **The payment for subscription to the Equity Shares to be allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

DEPOSITORY ACCOUNT DETAILS									
Depository Name	National Securities Depository Limited				Central Depository Services (India) Limited				
Depository Participant Name									
DP – ID	I	N							

Beneficiary Account Number										(16-digit beneficiary A/c. No. to be mentioned above)
The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. <b>However, for the purposes of refund, if any, only the bank account details as mentioned below, from which remittance towards subscription has been made, will be considered.</b>										

The Bidders are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by them. The Company and the BRLM shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	
NO. OF EQUITY SHARES BID FOR		PRICE PER EQUITY SHARE (RUPEES)	
(In figures)	(In words)	(In figures)	(In words)
BID AMOUNT (RUPEES)			
(In figures)		(In words)	

DETAILS OF CONTACT PERSON			
NAME			
ADDRESS			
TEL. NO.		FAX NO.	
EMAIL			

OTHER DETAILS		ENCLOSURES TO BE SUBMITTED*
PAN*		Attested/ certified true copy of the following:
Date of Application		
Signature of Authorized Signatory (may be signed either physically or digitally)**		<input type="checkbox"/> Copy of PAN Card or PAN allotment letter <input type="checkbox"/> Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF <input type="checkbox"/> Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank <input type="checkbox"/> Copy of notification as a public financial institution <input type="checkbox"/> FIR <input type="checkbox"/> Copy of IRDAI registration certificate <input type="checkbox"/> Intimation of being part of the same group <input type="checkbox"/> Certified true copy of Power of Attorney <input type="checkbox"/> Other, please specify

\*It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 1961.

\*\*A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.

Note:

- (1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD, unless specifically defined herein.
- (2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the BRLMs.
- (3) This Application Form, the PPD and the Placement Document sent to you/ be sent to you, either in physical form or both, are specific to you and you may not distribute or forward them and are subject to disclaimer and restrictions contained in or accompanying these documents.

The duly filed Application Form along with all enclosures shall be submitted to the BRLMs either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in PPD.