

Solving for The Great Restructuring



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LARSEN & TOUBRO INFOTECH GMBH

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

LARSEN & TOUBRO INFOTECH GMBH

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting the report and Audited Accounts for the year March 31, 2021.

1. Financial Results/Financial Highlights:

Particulars	2020-21	2019-20
	EUR	EUR
Total Income	16,155,924	12,444,332
Total Expenditure	15,658,075	11,836,240
Operating Profit / (Loss)	497,849	608,092
Add: Interest Income	123,933	341,399
Less: Finance Costs	98,762	689,432
Profit / (Loss) before Tax	523,020	260,059
Less : Tax	8,560	21,500
Net Profit / (Loss) after Tax	514,460	238,559
Add: Balance b/f from previous year	1,288,694	2,650,135
Balance available for disposal which directors appropriate as follows:		
Dividend	-	1,600,000
Transfer to Reserves	-	-
Balance to be carried forward	1,803,154	1,288,694

2. Capital Expenditure:

As at March 31, 2021, the gross fixed and intangible assets including leased Assets, stood at EUR 147,763 and the net fixed and intangible assets, including leased assets, at EUR 6,227.

3. State of Company Affairs / Business Prospects:

The gross sales and other income for the financial year under review were EUR 16.15 Mn as against EUR 12.44 Mn for the previous financial year registering an increase of 29.83%. The profit / (loss) before tax from continuing operations including extraordinary and exceptional items was EUR 0.52 Mn and the profit / (loss) after tax from continuing operations including extraordinary and exceptional items of EUR 0.51 Mn for the financial year under review as against EUR 0.26 Mn and EUR 0.24 Mn respectively for the previous financial year, registering an increase of 101.12 % and 115.65 % respectively.

4. Dividend:

In order to conserve the resources for future business growth, the Directors do not recommend any final dividend for the year.

5. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

6. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

7. Details of Directors and Key Managerial Personnel appointed/resigned during the year:

During the year under review, Mr. Satyakanta Samal and Mr. Ashok Kumar Sonthalia, Managing Directors of the Company stepped down from the Board of Directors, due to their cessation from employment of Larsen & Toubro Infotech Limited, parent company, with effect from April 21, 2021.

The Board places on record its appreciation of the services rendered by Mr. Satyakanta Samal and Mr. Ashok Kumar Sonthalia, during their tenure as Managing Directors of the Company.

8. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

9. Auditors:

M/s Hubert Jahn Kollegen GMBH are the auditors of the Company. They will continue to be auditors of the Company for the ensuing financial year.

10. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

11. Acknowledgement

Your Directors acknowledge the invaluable support extended by the Government authorities in Germany and take this opportunity to thank them as well as the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

**For Larsen & Toubro Infotech GmbH
On behalf of the Board**

**Sudhir Chaturvedi
Director**

Date : April 23, 2021
Place : London

Auditor's Report

as of March 31, 2021

**Larsen & Toubro Infotech GmbH
München**

**HUBERT JAHN KOLLEGEN
WIRTSCHAFTSPRÜFUNGSGESELLSCHAFT**

**Hubert Jahn Kollegen GmbH
Wirtschaftsprüfungsgesellschaft**
Amtsgericht Traunstein HRB 2793
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Assignment

A. Assignment

For Larsen & Toubro Infotech GmbH, München

The shareholder of

**Larsen & Toubro Infotech GmbH,
München**

- authorised signatory hereinafter referred to as "Larsen" as well as the "Company"-

appointed us by the shareholders resolution to audit the financial statements and the accounting records for the year ended March 31, 2021.

The maintenance of the books and records and the preparation of the annual financial statements in accordance with the German Commercial Code (HGB) and the additional regulations of the articles of association are on the responsibility of the Company's management. Our responsibility is to express an opinion on the annual financial statements based on our audit.

We carried out our audit in accordance with the general conditions of assignment for Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften of the "Institut der Wirtschaftsprüfer" in Germany e.V. (IDW), dated January 01, 2017 (added in appendix 3). Our responsibility and our liability, especially to third parties, is based on these conditions of assignment.

We report about our audit in accordance with § 321 German Commercial Code (HGB) and in accordance with the reporting standards of IDW PS 450. Our report is directed to the audited Company and consists of a main part, which includes all essential statements summarized and four appendices, which are an essential part of our report.

We certify in accordance with § 321 par. 4 a German Commercial Code (HGB) that we have observed the Audit Independence Rules.

General Statements

B. General Statements

B.I Situation of the Company

The Company, as a small company with regard to § 267 par. 1 German Commercial Code used its right to choose according to § 264 par. 1 sent. 4 German Commercial Code and did not prepare a management report. The evaluations of the management about the situation of the Company and the risks of the future development affect disclosure and valuation decisions already within the scope of the preparation of the annual financial statements by the legal representatives. As far as the judgement of the situation of the Company by the legal representatives was considered in the annual financial statements in the form of the audited papers and documents as well as additionally given information we make the following statements:

Within the scope of the audit of the annual financial statements as well as the business situation of the Company we noted no facts which argue against the judgement of the situation of the Company according to the submitted annual financial statements.

B.II Other irregularities

During the course of our audit, we identified the following violation of other legal regulations:

Contrary to the requirements of sec. 290 para. 1 German Commercial Code, the company did not prepare the consolidated financial statements and management report for the financial year April 1, 2019 to March 31, 2020 of Larsen & Toubro Infotech GmbH, München, within a five months period after the business year had ended.

However the company has filed consolidated financial statements for the financial year April 1, 2019 to March 31, 2020 of LTI - Larsen & Toubro Infotech Limited, Mumbai, India, in conformity with the accounting principles generally accepted in India (Indian GAAP) on the due date with Bundesanzeiger. The respective EU regulating bodies (European Commission) confirmed equivalence of Indian GAAP to International Financial Standards (IFRS) up to March 31, 2016. We have no information till now about a decision of the EU Commission on an extension of that equivalence. This decision is for us the condition for the exemption regarding § 292 Abs. 1 Nr. 1d) German Commercial Code.

Repetition of the independent auditor's report

C. Repetition of the independent Auditor's opinion

Based on the results of our audit of the financial statements as of March 31, 2021 of Larsen & Toubro Infotech GmbH, München, we render the following report of the independent auditor.

The German version will apply in cases of doubt.

<p><u>Bestätigungsvermerk des unabhängigen Abschlussprüfers:</u></p> <p>An die Larsen & Toubro Infotech GmbH, München</p> <p><u>Prüfungsurteile</u></p> <p>Wir haben den Jahresabschluss der Larsen & Toubro Infotech GmbH, München – bestehend aus der Bilanz zum 31.3.2021 und der Gewinn- und Verlustrechnung für das Geschäftsjahr vom 1.4.2020 bis zum 31.3.2021 sowie dem Anhang, einschließlich der Darstellung der Bilanzierungs- und Bewertungsmethoden – geprüft.</p> <p>Nach unserer Beurteilung aufgrund der bei der Prüfung gewonnenen Erkenntnisse</p> <ul style="list-style-type: none"> entspricht der beigefügte Jahresabschluss in allen wesentlichen Belangen den deutschen, für Kapitalgesellschaften geltenden handelsrechtlichen Vorschriften und vermittelt unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens- und Finanzlage der Gesellschaft zum 31.3.2021 sowie ihrer Ertragslage für das Geschäftsjahr vom 1.4.2020 bis zum 31.3.2021. <p>Gemäß § 322 Abs. 3 Satz 1 HGB erklären wir, dass unsere Prüfung zu keinen Einwendungen gegen die Ordnungsmäßigkeit des Jahresabschlusses geführt hat.</p> <p><u>Grundlage für die Prüfungsurteile</u></p> <p>Wir haben unsere Prüfung des Jahresabschlusses in Übereinstimmung mit § 317 HGB unter Beachtung der vom Institut der Wirtschaftsprüfer (IDW) festgestellten deutschen Grundsätze ordnungsmäßiger Abschlussprüfung durchgeführt. Unsere Verantwortung nach diesen Vorschriften und Grundsätzen ist im Abschnitt „Verantwortung des Abschlussprüfers für die Prüfung des Jahresabschlusses“ unseres Bestätigungsvermerks weitergehend beschrieben. Wir sind von dem Unternehmen unabhängig in Übereinstimmung mit den deutschen handelsrechtlichen und berufsrechtlichen Vorschriften und haben unsere sonstigen deutschen Berufspflichten in Übereinstimmung</p>	<p><u>Report of the independent auditor:</u></p> <p>For Larsen & Toubro Infotech GmbH, München</p> <p><u>Conclusions:</u></p> <p>We have examined the annual financial statement of Larsen & Toubro Infotech GmbH, München, comprising of the balance sheets dated March 31, 2021, the profit and loss calculations for the financial year April 1, 2020 to March 31, 2021 and also the appendices including a description of the accounting and valuation methods used.</p> <p>After examining the relevant documents we are of the opinion that they:</p> <ul style="list-style-type: none"> are in accordance with all significant issues included in the currently valid German regulations governing capital companies and are also in accordance with regulations and general good practice associated with German accountancy. The documents reflect an appropriate picture of the assets and financial situation of the company as of March 31, 2021 and also generated revenue for the financial year April 1, 2020 to March 31, 2021. <p>In accordance with § 322 Abs. 3 Satz 1 HGB, we hereby declare that our examination of the annual financial accounts report has given no grounds for objection and are compliant.</p> <p><u>Basis of Examination Conclusion</u></p> <p>We have conducted our examination of the annual financial accounts according to § 317 HGB, and according to the principles and conventions as defined by the "Institute of Public Auditors". Our responsibility according to these rules and regulations is described in detail in our auditor's report and is to be found in the section "Responsibility of auditors carrying out the audit of annual accounts". We are independent of the company being audited, as required by the German commercial and professional law, and have fulfilled our other various required obligations as detailed in these requirements. We are of the opinion that the information and proof necessary to form a judgement upon the annual financial accounts are sufficient and suitable.</p>
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<p>mit diesen Anforderungen erfüllt. Wir sind der Auffassung, dass die von uns erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unsere Prüfungsurteile zum Jahresabschluss zu dienen.</p>	
<p><u>Verantwortung der gesetzlichen Vertreter für den Jahresabschluss.</u></p> <p>Die gesetzlichen Vertreter sind verantwortlich für die Aufstellung des Jahresabschlusses, der den deutschen, für Kapitalgesellschaften geltenden handelsrechtlichen Vorschriften in allen wesentlichen Belangen entspricht, und dafür, dass der Jahresabschluss unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage der Gesellschaft vermittelt. Ferner sind die gesetzlichen Vertreter verantwortlich für die internen Kontrollen, die sie in Übereinstimmung mit den deutschen Grundsätzen ordnungsgemäßer Buchführung als notwendig bestimmt haben, um die Aufstellung eines Jahresabschlusses zu ermöglichen, der frei von wesentlichen - beabsichtigten oder unbeabsichtigten - falschen Darstellungen ist.</p>	<p><u>Responsibility of the legal representative for the annual financial accounts.</u></p> <p>The legal representatives are responsible for the compilation of the financial accounts in all significant points and in accordance with valid German commercial rules and regulation applicable to capital companies. The responsibility also ensures that the financial accounts are compiled according to the good practice principles of German accountancy and that they represent a true picture of the revenue, assets, and financial situation of the company. Additionally the legal representatives are responsible for the internal supervision of the observance of German accountancy good practice principles which are required to compile the annual financial accounts which are free of significant false representations, whether by design or accident.</p>
<p>Bei der Aufstellung des Jahresabschlusses sind die gesetzlichen Vertreter dafür verantwortlich, die Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit zu beurteilen. Des Weiteren haben sie die Verantwortung, Sachverhalte in Zusammenhang mit der Fortführung der Unternehmenstätigkeit, sofern einschlägig, anzugeben. Darüber hinaus sind sie dafür verantwortlich, auf der Grundlage des Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit zu bilanzieren, sofern dem nicht tatsächliche oder rechtliche Gegebenheiten entgegenstehen.</p>	<p>With the compilation of the annual financial accounts the legal representatives have the responsibility to enable the company to assess the ability of the company to continue with their business. Additionally they have the responsibility to declare pertinent circumstances relevant to the continuation of the business. The legal representatives are also responsible, based upon accounting standards, to consider the continuation of the business in the balance sheet as long as this does not conflict with actual or legal circumstances.</p>
<p><u>Verantwortung des Abschlussprüfers für die Prüfung des Jahresabschlusses</u></p> <p>Unsere Zielsetzung ist, hinreichende Sicherheit darüber zu erlangen, ob der Jahresabschluss als Ganzes frei von wesentlichen - beabsichtigten oder unbeabsichtigten - falschen Darstellungen ist, sowie einen Bestätigungsvermerk zu erteilen, der unsere Prüfungsurteile zum Jahresabschluss beinhaltet.</p>	<p><u>Responsibility of the auditors for the auditing of the annual financial accounts.</u></p> <p>It is our aim to achieve sufficient certainty to ensure that the annual financial accounts are, in their entirety, free of significant false representations, whether by design or accident and to present an audit report which contains our professional opinion to the annual financial accounts. "Sufficient Certainty" is a high standard of certainty however it is not a guarantee. An audit carried out</p>

<p>Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung mit § 317 HGB unter Beachtung der vom Institut der Wirtschaftsprüfer (IDW) festgestellten deutschen Grundsätze ordnungsmäßiger Abschlussprüfung durchgeführte Prüfung eine wesentliche falsche Darstellung stets aufdeckt. Falsche Darstellungen können aus Verstößen oder Unrichtigkeiten resultieren und werden als wesentlich angesehen, wenn vernünftigerweise erwartet werden könnte, dass sie einzeln oder insgesamt die auf der Grundlage dieses Jahresabschlusses getroffenen wirtschaftlichen Entscheidungen von Adressaten beeinflussen.</p>	<p>according to the legislation § 317 HGB and to standards outlined by the "Institut der Wirtschaftsprüfer (Institute of Public Auditors, IDW) known as the German accountancy good practice principles cannot always uncover a significant false representation. False representations can be a result of a violation or an error and are considered significant when it can reasonably be expected that they, either singularly or together, would influence the commercial decisions of the reader of the annual financial accounts.</p>
<p>Während der Prüfung üben wir pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung. Darüber hinaus</p>	<p>During the audit we exercise a dutiful discretion under the maintenance of a critical attitude. In addition to this:</p>
<ul style="list-style-type: none"> • identifizieren und beurteilen wir die Risiken wesentlicher - beabsichtigter und unbeabsichtigter - falscher Darstellungen im Jahresabschluss, planen und führen Prüfungshandlungen als Reaktion auf diese Risiken durch sowie erlangen Prüfungsnachweise, die ausreichend und geeignet sind, um als Grundlage für unsere Prüfungsurteile zu dienen. Das Risiko, dass wesentliche falsche Darstellungen nicht aufgedeckt werden, ist bei Verstößen höher als bei Unrichtigkeiten, da Verstöße betrügerisches Zusammenwirken, Fälschungen, beabsichtigte Unvollständigkeiten, irreführende Darstellungen bzw. das Außerkraftsetzen interner Kontrollen beinhalten können. • gewinnen wir ein Verständnis von dem für die Prüfung des Jahresabschlusses relevanten internen Kontrollsystem, die unter den gegebenen Umständen angemessen sind, jedoch nicht mit dem Ziel, ein Prüfungsurteil zur Wirksamkeit dieser Systeme der Gesellschaft abzugeben. • beurteilen wir die Angemessenheit der von den gesetzlichen Vertretern angewandten Rechnungslegungsmethoden sowie die Vertretbarkeit der von den gesetzlichen Vertretern dargestellten geschätzten Werte und damit zusammenhängenden Angaben. • ziehen wir Schlussfolgerungen über die Angemessenheit des von den gesetzlichen Vertretern angewandten Rechnungs- 	<ul style="list-style-type: none"> • we identify and judge the risks associated with significant deliberate or accidental false representations contained within the annual financial accounts. As a reaction to these risks, we will plan and carry out audit actions which are sufficient and suitable to act as a foundation for our professional opinion. The risk associated with significant false representations which have not been exposed is higher for violations than with errors. This is because violations could imply fraudulent cooperation, falsifications, deliberate incompleteness, misleading presentation of information or the hindrance of internal supervision and monitoring. • we achieve an understanding of the internal supervision and monitoring system relevant to the annual financial accounts. This is done in order to plan audit actions which are relevant to the given situation, however not with the intention of giving an appraisal as to the effectiveness of the company' systems. • we judge the suitability of the accounting methods used by the accountants (legal representatives) and also the tenability of estimated values and correlating declarations used by them. • we draw conclusions as to the suitability of the applied accountancy model used by the accountants to demonstrate the continuation of the

<p>legungsgrundsatzes der Fortführung der Unternehmenstätigkeit sowie, auf der Grundlage der erlangten Prüfungsnachweise, ob eine wesentliche Unsicherheit im Zusammenhang mit Ereignissen oder Gegebenheiten besteht, die bedeutsame an der Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit aufwerfen können. Falls wir zu dem Schluss kommen, dass eine wesentliche Unsicherheit besteht, sind wir verpflichtet, im Bestätigungsvermerk auf die dazugehörigen Angaben im Jahresabschluss aufmerksam zu machen oder, falls diese Angaben unangemessen sind, unser jeweiliges Prüfungsurteil zu modifizieren.</p> <p>Wir ziehen unsere Schlussfolgerungen auf der Grundlage der bis zum Datum unseres Bestätigungsvermerks erlangten Prüfungsnachweise. Zukünftige Ereignisse oder Gegebenheiten können jedoch dazu führen, dass die Gesellschaft ihre Unternehmenstätigkeit nicht mehr fortführen kann.</p> <ul style="list-style-type: none"> • beurteilen wir die Gesamtdarstellung, den Aufbau und den Inhalt des Jahresabschlusses einschließlich der Angaben sowie ob der Jahresabschluss die zugrunde liegenden Geschäftsvorfälle und Ereignisse so darstellt, dass der Jahresabschluss unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage der Gesellschaft vermittelt. <p>Wir erörtern mit den für die Überwachung Verantwortlichen unter anderem den geplanten Umfang und die Zeitplanung der Prüfung sowie bedeutsame Prüfungsfeststellungen, einschließlich etwaiger Mängel im internen Kontrollsystem, die wir während unserer Prüfung feststellen.</p>	<p>company business and additionally, based upon knowledge obtained during the audit, whether a significant uncertainty exists, in connection with events or circumstances, which could give rise to a meaningful doubt as to the ability of the company to continue its business. Should we reach the conclusion that a significant uncertainty does exist, we are compelled to include this in the auditor's report quoting the relevant data in the annual financial accounts. Should these details not be appropriate, then we will modify the respective audit opinion. We draw our conclusions based upon information and data received up until the date of our auditor's report. Future events or circumstances can however lead to the inability of the company to continue its business.</p> <ul style="list-style-type: none"> • We assess the overall view, the structure and content of the annual financial account inclusive of general information, and additionally as to whether the annual financial accounts reflect the basic business transactions and events in a manner that the annual financial accounts, prepared according to the German accountancy good practice principles, demonstrate the real state of affairs of the company relating to the assets, earnings and financial state. <p>We discuss with those responsible for the supervision amongst other things, the intended scope and scheduling of the audit as well as relevant discoveries including possible shortcomings in the internal monitoring system which we ascertain during the audit.</p>
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München, 23. April 2021

Hubert Jahn Kollegen GmbH
Wirtschaftsprüfungsgesellschaft

Matthias Jahn
Wirtschaftsprüfer

Hubert Jahn Kollegen GmbH
Wirtschaftsprüfungsgesellschaft

Subject, character and audit scope

D. Subject, character and audit scope

The subject of our audit was the Company's accounting and the financial statements.

The Company is a small sized company in accordance with § 267 par. 1 German Commercial Code (HGB). Therefore the Company is not obliged by applicable law to be audited with regard to § 316 pf. German Commercial Code (HGB). The Company applies the statutory accounting requirements in Germany.

The audit did not extend to the audited company's future prospects nor to the effectiveness and the efficiency of the management.

The audit was carried out in accordance with § 317 German Commercial Code (HGB) and the auditing Standards promulgated in the statement of IDW PS 200 pf. by the German „Institut der Wirtschaftsprüfer“ (IDW). We have audited, whether the regulations of the German Commercial Code and additional regulations of the articles of association of the Company and the regulations and standards of accounting were noticed. The audit covers other regulations only in so far as these regulations contain rules with which the financial statements have to comply. This audit does neither cover any specific information on criminal offences such as breach of public trust or embezzlements nor any offences committed beyond accounting.

The audit was performed by defining an audit strategy, taking a risk-orientated approach. Based on this approach, significant criteria for the determination of audit procedures is the risk of errors and violations of statutory provisions. Knowledge of the business activities and the economic and legal environment of the Company and evaluations of possible misstatements are taken into account in the determination of audit procedures.

On the basis of this determination we have planned our audit procedures.

The effectiveness of the internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements are examined primarily on a test basis within the framework of the audit. We focused on economic importance of each part of the audit and the type of accounting principles. Because of this assurance of the proper business transactions the scope of the individual audit procedures could be cut down. The audit procedures included plausibility checks and the audit of evidence of individual business transactions.

Provided that materiality limits were not exceeded, no adjustments have been made.

We carried out our audit in April 2021 in our office premises in Munich. Our auditor's functions were essentially finished on April 23, 2021.

Our audit was focused on:

- existence of investments
- Reconcile and evaluation of trade receivables and trade payables including affiliated companies
- valuation of accruals

We have requested confirmations of affiliated companies concerning trade receivables and trade payables. Amounts due from and to affiliated companies have been agreed upon with the companies concerned.

Subject, character and audit scope

The cash in banks and liabilities due to banks are in accordance with confirmations and statement of accounts.

Details about the audit scope and methods are included in our working papers.

On April 23, 2021 we received the Letter of Representation by the managing director. In the Letter of Representation the management promised that the bookkeeping contains all assets, liabilities and risks and that the information given to us is complete.

Statements and explanations to accounting

E. Statements and explanation to accounting

E.I Adequacy of the accounting

E.I.1 Accounting and other reviewed documents

The accounting of the Company of the reporting year are performed outside by Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Munich, by the use of a data processing program called DATEV.

We have convinced ourselves of the adequacy and procedure of the accounting as a whole and its practical use. The vouchers are orderly and conclusive. Journal and ledger accounts are properly recorded. The accounting records documents handling is in accordance with the general accepted accounting principles. Assets and liabilities were properly proved. When we finished our audit, all accounts were closed.

In the course of our audit and due to the information given to us we did not find any indications that the safety of the data processed for the purposes of accounting is not guaranteed.

Statements and explanations to accounting

E.I.2 Financial statements

The balance sheet as of March 31, 2021 and the profit and loss account for the period from April 1, 2020 to March 31, 2021 were correctly deduced from the accounting. The balance sheet format complies with the German Commercial Code. The assets were proven by balance files, confirmations, correspondences of the Company and other documents.

The financial statements as of March 31, 2020 were approved at the shareholders' meeting on May 14, 2020.

The financial statements of Larsen & Toubro Infotech GmbH, München, were prepared in accordance with §§ 242-256 German Commercial Code (HGB) and the complementing regulations of §§ 264-288 German Commercial Code (HGB). Furthermore the regulations in the German GmbH-Law were noticed.

The valuation of assets and liabilities applied to the German Commercial Code. The used accounting and valuation methods are presented in the notes to the financial statements (Appendix 3).

Valuation methods and classifications of the financial statements as of March 31, 2021 are applied. The standards of § 252 of German Commercial Code (HGB) were followed by the Company and the German Accounting Directive Implementation Act.

The notes to the financial statements are in accordance with the applicable law and regulations. The notes to the financial statements especially contain all necessary disclosures, representations, analysis, explanations and reasons with regard to recording methods of the accounting and valuation of the individual items in the balance sheet and profit and loss account as well as the other necessary disclosures. We examined the individual disclosures of the notes to the financial statements within our audit of the individual items in the balance sheet and profit and loss account.

E.II Overall picture conveyed by the financial statements

E.II.1 Result of the financial statements

According to the result of our audit the financial statements, in compliance with generally accepted accounting principles, present an overall true and fair view of its net worth, financial position and results of operations.

E.II.2 Substantial valuation methods

We refer to the notes to the financial statements (Appendix 3)

Signature of the audit report

F. Signature of the audit report

We submit this auditor's report of the financial statements of Larsen & Toubro Infotech GmbH, München, as of March 31, 2021 according to § 321 German Commercial Code (HGB) while considering the generally accepted audit standards (IDW PS 450).

The publication or transfer of the financial statements in a form different from the one we have audited is only permitted after our consent if in the course of doing so reference is made to our audit opinion or audit.

Munich, April 23, 2021

Hubert Jahn Kollegen GmbH
Wirtschaftsprüfungsgesellschaft



Matthias Jahn
Wirtschaftsprüfer

Hubert Jahn Kollegen GmbH
Wirtschaftsprüfungsgesellschaft

Larsen & Toubro Infotech GmbH, München
Profit and loss account from 01.04.2020 until 31.03.2021

Appendix 2
Page 1

	EUR	EUR	previous year TEUR
1. Sales revenues		15.747.023,15	11.184
2. Decrease (Increase) in orders in progress		-19.997,92	347
3. Other operating income		<u>428.898,79</u>	<u>914</u>
- of which currency translation gains EUR 143.556,39 (p.y. 102 TEUR)		16.155.924,02	12.445
4. Costs of materials			
b) Costs of purchased services	<u>11.095.560,87</u>	<u>11.095.560,87</u>	<u>-7.280</u>
		5.060.363,15	5.165
5. Personnel expenses			
a) Wages and salaries	3.260.996,71		-3.526
b) social charges	372.112,12		-323
6. Depreciation and write-downs			
a) Amortisation and write-downs of fixed tangible assets	17.567,74		-19
7. Other operating expenses	<u>911.837,16</u>	<u>-4.562.513,73</u>	<u>-688</u>
- of which expenses translation gains EUR 396.173,97 (p.y. 43 TEUR)		497.849,42	609
8. Other interest and similar income	123.933,25		341
- of which discounting of accruals EUR 117.759,46 (p.y. 336 TEUR)			
- of which from affiliated companies EUR 6.173,79 (p.y. 6 TEUR)			
9. Interest and similar expenses	<u>-98.762,23</u>	<u>25.171,02</u>	<u>-689</u>
- of which discount provisions EUR 97.603,23 (p.y. 689 TEUR)		523.020,44	261
- of which from affiliated companies EUR 444,00 (p.y. 0 TEUR)			
10. Taxes on income		<u>-8.560,14</u>	<u>-22</u>
11. Result after taxes		514.460,30	239
12. Other taxes		<u>-0,00</u>	<u>-</u>
13. Net income for the year		514.460,30	239

Notes to the financial statements

1. Key figures, Classification, Previous year's figures

The Larsen & Toubro Infotech GmbH – hereinafter referred to as the company – with its seat in München, was founded by notarial record agreement dated June 14, 1999 and has a capital stock of EUR 125.000,00. The Company is registered at the commercial register München (HRB 251462).

The parent company is Larsen & Toubro Infotech Limited with its domicile in Mumbai, India.

Object of the Company is the provision of consulting services in the area of information technology as well as the trade with products and rights of every type, particularly with assets, devices and fittings regarding information technology as well as software.

The company is a small company according to § 267 HGB (German Commercial Code), as the characteristics of size with regard to § 267 par. 1 HGB are not reached. The financial statements are set up according to the HGB and the GmbHG (Limited liability company law).

The structure of the balance sheet and profit and loss summary is according to the regulations of the HGB. The profit and loss account was set up in total expenditure format according to § 275 Abs. 2 HGB. The notes were prepared under consideration of the alleviation of § 288 HGB.

2. Accounting principles and standard of valuation and notes to the financial statements

The applied accounting principles and valuation methods of the annual financial statements are in accordance with §§ 238 ff. HGB as well as with §§ 264 ff. HGB for corporations.

Fixed assets are capitalized at acquisition or production costs less normal depreciation. Moveable assets are depreciated using the straight-line method. Low value items up to EURO 800,00 are completely written-off in their first year.

The financial assets are stated at acquisition costs.

The inventories are evaluated with the original purchase or production costs. As far as there were lower values at the day of the balance sheet, those were stated.

Receivables are stated at nominal value. Receivables denominated in a foreign currency are converted into EURO at the average spot exchange rate at the balance sheet date. Risks on receivables are taken into account by lump-sum valuation adjustments to appropriate extent.

Other assets and liabilities are considered with the nominal face respectively settlement value. Liabilities are stated at their settlement amounts. Liabilities denominated in a foreign currency are converted into EURO at the average spot exchange rate at the date of the balance sheet.

Other accruals are set up for uncertain liabilities and are stated at the amount required based on sound business judgement.

Other accruals with a term of more than one year are discounted at the average market interest rate for the previous seven years as published by Deutsche Bundesbank.

3. Informations on balance sheet and profit & loss account

The investment in affiliated companies is valued at contingent acquisition cost.

Receivables are all due within one year.

A part of the receivables from affiliated companies belongs to other assets (EURO 211.9966,35; prior year: EURO 205.793,16). The receivables from affiliated companies include receivables from shareholder (EURO 0,00; prior year: EURO 0,00).

The liabilities to affiliated companies are trade payables. The liabilities to affiliated companies include liabilities to shareholder (EURO 6.956,993,63; prior year: EURO 3.004.353,25).

Liabilities are all due within one year.

4. Consolidated accounts

The financial statements of the company are included in the consolidated financial statements of Larsen & Toubro Limited, Mumbai (India).

5. Other information

Managing Director:

Sudhir Chaturvedi, Managing Director, Purley/Great Britain
(Power to sole representation, exempt of § 181 BGB)

Ashok Kumar Sonthalia, Managing Director, Mumbai/India
(Power to sole representation, exempt of § 181 BGB) (was dismissed with immediate effect as of April 21, 2021).

Satyakanta Samal, Managing Director, Surrey/Great Britain, (Power to sole representation, exempt of § 181 BGB) (was dismissed with immediate effect as of April 21, 2021).

The annual average number of employees was 36.

Proposal for appropriation of profit:

The Management proposes to carry forward the net accumulated profit of EURO 1.803.154,65.

München, April 22, 2021

Larsen & Toubro Infotech
GmbH, München

Director

Legal PositionCompany's structure

Company name	Larsen & Toubro Infotech GmbH
Legal domicile:	München
Legal form:	GmbH
Articles of association:	as of 14 June 1999, valid in the current version as of 27 August 2019
Commercial register:	Commercial Register, dated 12 September 2019 (Amtsgericht München, Abteilung 251462) Last Commercial Register Excerpt as of April 20, 2021
Object of the company :	Delivery of consulting services in the field of information technology as well as dealing with goods and rights of all kind, especially with assets, equipment and fixtures for information technology as well as software.
Fiscal year :	April 1 until March 31

Nominal capital : EUR 125.000,00
100 % of the shares of the Company are being held by
Larsen & Toubro Infotech Ltd., Mumbai/India

Managing directors:

- Sudhir Chaturvedi, Purley/Great Britain
- Ashok Kumar Sonthalia, Mumbai/India (was dismissed with immediate effect as of April 21, 2021).
- Satyakanta Samal, Surrey/Great Britain (was dismissed with immediate effect as of April 21, 2021).

Sudhir Chaturvedi has the power of sole representation and is exempted from the restrictions of BGB § 181.

Shareholder Meeting, prior financial statements

Prior financial statements: The financial statements as of March 31, 2020 were approved at the shareholder's meeting on May 14, 2020.

Tax Basis

Local tax office: München (143) Körpersch./Pers.

Registration number: 143/156/51590

**LARSEN & TOUBRO INFOTECH
CANADA LIMITED**

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

LARSEN & TOUBRO INFOTECH CANADA LIMITED

DIRECTORS' REPORT

Dear Member,

The Directors have pleasure in presenting the report and Audited Accounts for the year ended March 31, 2021.

1. Financial Highlights:

Particulars	2020-21	2019-20
	CAD	CAD
Total Income	43,952,695	40,530,702
Total Expenditure	41,775,426	37,568,628
Operating Profit / (Loss)	2,177,269	2,962,074
Add: Interest Income	12,720	-
Less: Finance Costs	(14,659)	-
Profit / (Loss) before Tax	2,175,330	2,962,074
Less : Tax	578,278	792,462
Net Profit / (Loss) after Tax	1,597,052	2,169,612
Add: Balance b/f from previous year	4,623,809	3,454,197
Balance available for disposal which directors appropriate as follows:		
Dividend	-	1,000,000
Transfer to Reserves	-	-
Balance to be carried forward	6,220,861	4,623,809

2. Capital Expenditure:

As at March 31, 2021, the gross fixed and intangible assets including leased Assets, stood at CAD 115,427 and the net fixed and intangible assets, including leased assets, at CAD 73,873. Capital Expenditure during the year amounted to CAD 53,482.

3. State of Company Affairs / Business Prospects:

The gross sales and other income for the financial year under review were CAD 43.97 Mn. as against CAD 40.53 Mn. for the previous financial year registering an increase of 8.47%. The profit before tax from continuing operations including extraordinary and exceptional items was CAD 2.17 Mn. and the profit after tax from continuing operations including extraordinary and exceptional items of CAD 1.60 Mn. for the financial year under review as against CAD 2.96 Mn. and CAD 2.17 Mn. respectively for the previous financial year, registering a decrease of 26.7% and 26.39% respectively.

4. Dividend:

In order to conserve the resources for future business growth, the Directors do not recommend any final dividend for the ended March 31, 2021.

5. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

6. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

7. Details of Directors and Key Managerial Personnel appointed/resigned during the year:

No change in the Board of Directors & Key Managerial Personnel happened during the FY 2020-21.

8. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

9. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period,
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- d) The Directors have prepared the Annual Accounts on a going concern basis,
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

10. Acknowledgement

Your Directors acknowledge the invaluable support extended by the Government authorities in Canada and take this opportunity to thank them as well as the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board

Harsh Naidu
Director
(Edison)

Tina Allan
Director
(Mississauga)

Date: 24th April 2021



Independent Auditor's Report

To the Shareholder of Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE ("the Company") which comprise the balance sheets as at March 31, 2021 and March 31, 2020 and the statements of income and retained earnings, and cash flows for the years then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE as at March 31, 2021 and March 31, 2020 and its financial performance and its cash flows for the years then ended in accordance with Canadian accounting standards for private enterprises.

Basis of Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for private enterprises, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in

KNAV Professional Corporation
Chartered Professional Accountants

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the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

KNAV Professional Corporation

KNAV Professional Corporation

Chartered Professional Accountants

Authorized to practice public accounting by the Chartered Professional Accountants of Ontario

55 York Street, Suite 401,

Toronto Ontario M5J 1R7

Date: April 24, 2021

KNAV Professional Corporation
Chartered Professional Accountants

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Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE


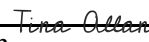

Financial Statements

March 31, 2021 and March 31, 2020

Balance sheets*(All amounts in Canadian Dollars, unless otherwise stated)*

	Notes	As at	
		March 31, 2021	March 31, 2020
ASSETS			
Current assets			
Cash and cash equivalents	6	1,767,800	426,065
Accounts receivable, net	7	7,045,462	7,120,220
Advance taxes (net of provisions)		216,241	-
Other current assets	9	106,871	171,889
Unbilled revenue		446,940	247,765
Total current assets		\$ 9,583,314	7,965,939
Computers, furniture, and office equipment	10	73,873	46,198
Total assets		\$ 9,657,187	8,012,137
LIABILITIES & EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	11	1,705,333	1,567,334
Other current liabilities	12	1,691,252	1,725,711
Deferred revenue		27,515	94,584
Total current liabilities		\$ 3,424,100	3,387,629
Future tax liabilities	15	12,126	599
Total liabilities		\$ 3,436,226	3,388,228
Shareholder's equity			
Share capital	13	100	100
Retained earnings		6,220,861	4,623,809
Total shareholder's equity		\$ 6,220,961	4,623,909
Total liabilities and shareholder's equity		\$ 9,657,187	8,012,137

*(The accompanying notes are an integral part of these financial statements)***APPROVED ON BEHALF OF THE BOARD:**

		
CFO: Alekh Gupta		Director: Tina Allan 
		Director: Harsh Naidu 

Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE

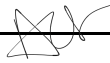
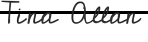

Financial Statements

March 31, 2021 and March 31, 2020

Statements of income and retained earnings*(All amounts in Canadian Dollars, unless otherwise stated)*

	Notes	For the year ended	
		March 31, 2021	March 31, 2020
Revenue	14	43,928,902	40,316,350
Other income		36,513	214,352
Total revenue		\$ 43,965,415	40,530,702
Employee cost		18,938,733	20,224,647
Subcontracting expenses		20,297,189	15,433,816
Other direct costs		-	39,006
Total direct expense		\$ 39,235,922	35,697,469
Sales and administration expenses		811,902	830,411
Rent		333,324	333,534
Professional charges		603,724	376,138
Travelling and conveyance		87,780	255,717
Telephone charges		33,333	48,427
Auditor's remuneration		10,000	10,025
Foreign exchange loss		621,525	-
Finance cost	8	14,659	-
Miscellaneous expenses		13,231	5,823
Total indirect expense		\$ 2,529,478	1,860,075
Depreciation	10	24,685	11,084
Income before tax		\$ 2,175,330	2,962,074
Provision for income taxes		566,751	792,606
Future income tax expense (benefit)		11,527	(144)
Income taxes	15	578,278	792,462
Net income after taxes		\$ 1,597,052	2,169,612
Retained earnings, beginning of the year		4,623,809	3,454,197
Dividend distribution		-	(1,000,000)
Retained earnings, end of the year		\$ 6,220,861	4,623,809

*(The accompanying notes are an integral part of these financial statements)***APPROVED ON BEHALF OF THE BOARD:**

		
CFO: Alekh Gupta		Director: Tina Allan 
		Director: Harsh Naidu 

Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE

Financial Statements

March 31, 2021 and March 31, 2020

Statements of cash flows*(All amounts are in Canadian Dollars, unless otherwise stated)*

For the year ended
March 31, 2021 **March 31, 2020**

Cash flow from operating activities

Net income after tax	1,597,052	2,169,612
----------------------	-----------	-----------

Adjustments for non-cash items

Depreciation	24,481	11,084
--------------	--------	--------

Reversal provision for doubtful accounts receivable	(17,478)	(15,979)
---	----------	----------

Future income tax expenses (benefit)	11,527	(144)
--------------------------------------	--------	-------

Unrealized foreign exchange loss (gain)	164,283	(143,471)
---	---------	-----------

Asset written off	204	-
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Net change in non-cash operating working capital

Accounts receivable	99,221	(4,112,536)
---------------------	--------	-------------

Other current assets	64,701	(8,105)
----------------------	--------	---------

Unbilled revenue	(199,176)	646,175
------------------	-----------	---------

Accounts payable and accrued liabilities	136,557	(1,919,935)
--	---------	-------------

Deferred revenue	(34,475)	(14,850)
------------------	----------	----------

Other current liabilities	(67,070)	478,955
---------------------------	----------	---------

Advance taxes	(216,241)	-
---------------	-----------	---

Net cash provided by (used in) operating activities	\$ 1,563,586	(2,909,194)
--	---------------------	--------------------

Cash flows from investing activities

Purchase of computers, furniture, and office equipment	(52,359)	(49,658)
--	----------	----------

Loan extended to related party	(14,012,700)	-
--------------------------------	--------------	---

Loan repayment by related party	14,012,700	-
---------------------------------	------------	---

Net cash used in investing activities	\$ (52,359)	(49,658)
--	--------------------	-----------------

Cash flows from financing activities

Dividend paid	-	(1,000,000)
---------------	---	-------------

Loan obtained from related party	14,500,000	-
----------------------------------	------------	---

Loan repaid to related party	(14,500,000)	-
------------------------------	--------------	---

Net cash used in financing activities	\$ -	(1,000,000)
--	-------------	--------------------


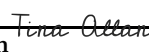

Net foreign exchange difference on cash and cash equivalents	(169,492)	(1,374)
--	-----------	---------

Net increase (decrease) in cash and cash equivalents	1,341,735	(3,960,226)
---	------------------	--------------------

Cash and cash equivalents, at beginning of the year	426,065	4,386,291
---	---------	-----------

Cash and cash equivalents, at end of the year	\$ 1,767,800	426,065
--	---------------------	----------------

APPROVED ON BEHALF OF THE BOARD:

		
CFO: Alekh Gupta		Director: Tina Allan 
		Director: Harsh Naidu 

Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE

Financial Statements

March 31, 2021 and March 31, 2020

Notes to financial statements.*(Amounts are in Canadian Dollars, unless otherwise stated)***1. Description of business**

Larsen & Toubro Infotech Canada Ltd. / Infotech Larsen & Toubro Canada LTEE (the "Company") is incorporated under the Business Corporations Act (Ontario). The Company is a wholly owned subsidiary of Larsen & Toubro Infotech Ltd., an Indian registered company ("Parent"). The Company is engaged in software consulting and development services.

2. Basis of presentation

The financial statements of the Company have been prepared by the management in accordance with Canadian accounting standards for private enterprises ("GAAP" or "ASPE"). The financial statements are presented for the year April 01, 2020 to March 31, 2021 and for the year April 01, 2019 to March 31, 2020. All amounts are in Canadian dollars, unless otherwise stated.

3. Basis for measurement

The financial statements have been prepared on going concern and historical cost basis.

4. Functional and presentation currency

The Company's functional and presentation currency is the Canadian dollar.

5. Significant accounting policies*a) Use of estimates*

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management bases the estimates on a number of factors, including historical experience, current events, and actions that the Company may undertake in the future and other assumptions that the Company believes are reasonable under the circumstances. Estimates are used in accounting for items and matters such as revenues, provision for doubtful accounts, useful lives of non-current assets, legal and tax contingencies, employee compensation plans, income taxes and investment tax credit.

The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

- i. Income taxes: Management uses estimates when determining current and future income taxes. These estimates are used to determine the recoverability of tax loss carry forward amounts, research and development expenditures and investment tax credits.

b) Foreign currency transactions

Transactions denominated in foreign currencies are translated into the Canadian dollar at the rate of exchange in effect at the time of the transaction. Monetary assets and liabilities are translated into Canadian dollars at the year-

Larsen & Toubro Infotech Canada Ltd / Infotech Larsen & Toubro Canada LTEE

Financial Statements

March 31, 2021 and March 31, 2020

end exchange rate. Non-monetary items are translated at historical rates. All exchange gains and losses are included in net income.

c) Revenue recognition

The Company recognizes revenues across all the revenue streams when they are earned, specifically when all the following conditions are met:

- a) Services are provided to customers;
- b) There is clear evidence that an arrangement exists;
- c) Amounts are fixed or can be determined; and
- d) The ability to collect is reasonably assured.

The Company recognizes revenue for different revenue streams as follows:

- Time and material services: Revenue with respect to time-and-material contracts is recognized as related services are performed applying the contracted rates.
- Fixed price contracts: Revenue from fixed price contracts is recognized over the life of contract based on a percentage completion method. Percentage completion is measured based upon the efforts incurred to date in relation to the total estimated efforts to complete the contract. The Company monitors estimates of total contract revenue and cost on a routine basis through the delivery period. The cumulative impact of any change in estimates of the contract revenue or costs is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss.

Deferred revenue represents amounts collected or billed prior to satisfying the above revenue recognition criteria. Unbilled revenue represents amounts not billed to the customers but accrued because of satisfying the above revenue recognition criteria.

d) Provision for doubtful accounts

The Company follows specific identification method for providing for doubtful accounts. Management analyses accounts receivable and the composition of the accounts receivable ageing, historical bad debts, when evaluating the adequacy of the provision for doubtful accounts.

e) Financial instruments

- Measurement of financial instruments

The Company initially measures its financial assets (such as accounts receivables) and financial liabilities (such as accounts payable and accrued liabilities) at fair value, except for certain instruments originated or acquired in related party transactions. The Company subsequently measures all its financial assets and financial liabilities at amortized cost, except for equity investments quoted in active markets and derivative financial instruments, which are measured at fair value. Changes in fair value are recognized in net income.

Financial assets measured at amortized cost include cash and cash equivalents, accounts receivable and loans receivable. Financial liabilities measured at amortized cost include trade payables and other current liabilities.

Transaction costs on financial assets and liabilities measured at amortized cost are adjusted against the carrying value of the related asset or liability and then recognized over the expected life of the instrument using the straight-line method. Transaction costs on equity investments quoted in active markets are

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recognized immediately in the statement of income/ loss

- Impairment

At the end of each reporting period, the Company assesses whether there are any indications that a financial asset measured at amortized cost may be impaired. If there are indicators of impairment, and the Company determines there has been a significant adverse change in the expected amount or timing of future cash flows, the carrying amount of the asset is reduced to the higher of the expected cash flows expected to be generated by holding the asset, discounted using a current market rate of interest, and the amount that could be realized by selling the asset at the balance sheet date.

The carrying value of cash and cash equivalent, accounts receivable and accounts payable equals or approximates the fair value.

f) *Income taxes*

The Company follows asset and liability method of accounting for income taxes. Under this method, future income taxes are recognized for the future income tax consequences attributable to differences between the financial statement carrying values and their respective income tax basis [temporary differences]. Future income tax assets and liabilities are measured using substantively enacted income tax rates expected to apply to taxable income in the years during which temporary differences are expected to be realized or settled. The effect on future income tax assets and liabilities of a change in tax rates is included in income in the period that includes the enactment date. A valuation allowance is provided to the extent that it is more likely than not; that future income tax asset will not be realized.

g) *Investment tax credits*

The Company is entitled to investment tax credits, which are earned as a percentage of eligible research and development expenditures incurred in each taxation year. Income tax investment tax credits related to expensed research and development costs are recorded as a reduction of the total expenditure. Income tax investment tax credits related to property and equipment are accounted for as a reduction in the cost of the related asset.

h) *Dividend*

Dividends are recognized as a liability in the period in which they are declared. The income tax consequences of dividends are recognized when a liability to pay the dividend is recognized.

i) *Cash and cash equivalents*

Cash and cash equivalents, including cash on account, demand deposits and short-term investments with original maturities of three months or less, are recorded at cost, which approximates market value.

j) *Computers, furniture, and office equipment*

Computers, furniture, and office equipment are stated at cost less accumulated amortization. Capital assets are amortized over their estimated useful lives at the following rates and methods:

Particulars	Useful lives in years
Equipment	Up to 5 years
Electric installation	Up to 10 years
Computer equipment	Up to 6 years
Furniture and fixtures	Up to 10 years

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Leasehold improvement	Over lease period
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The Company regularly reviews its capital assets to eliminate obsolete items.

k) Impairment of long-lived assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying amount of a long-lived asset is not recoverable if the carrying amount exceeds the sum of the undiscounted cash flows expected to result from its use and eventual disposition. This assessment is based on the carrying amount of the asset at the date it is tested for recoverability, whether it is in use or under development. In cases where the undiscounted expected future cash flows are less than the carrying amount, an impairment loss shall be recognized when the carrying amount of a long-lived asset is not recoverable and exceeds its fair value. An impairment loss shall be measured as the amount by which the carrying amount of a long-lived asset exceeds its fair value. If an impairment loss is recognized, the adjusted carrying amount becomes the new cost basis. An impairment loss shall not be reversed if the fair value subsequently increases.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise of:

	As at	
	March 31, 2021	March 31, 2020
Cash at bank	1,767,800	426,065
Total	\$ 1,767,800	426,065

7. ACCOUNTS RECEIVABLE, NET

Accounts receivable comprise of:

	As at	
	March 31, 2021	March 31, 2020
Related party accounts receivable	5,300,137	3,317,980
Trade accounts receivable	1,752,846	3,827,239
Less: Provision for doubtful accounts	(7,521)	(24,999)
Total accounts receivable	\$ 7,045,462	7,120,220

The terms and conditions with related party accounts receivable are the same common terms provided to non-related parties. The provision for doubtful accounts as on March 31, 2021 is \$ 7,521 and \$ 24,999 as on March 31, 2020.

The activities in provision for doubtful debts account for year ended March 31, 2021 and March 31, 2020 are as given below-

	Year ended	
	March 31, 2021	March 31, 2020
Balance at beginning of the year	24,999	40,978
Add: Provision during the year	-	-
Less: Reversal during the year	(17,478)	(15,979)
Balance at end of the year	\$ 7,521	24,999

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8. RELATED PARTY LOAN

The Company has entered into an agreement on January 1, 2021 with L&T Infotech Financial Services Technologies Inc. (LTIFST) to obtain loan facility. The loan is repayable within 1 year from the date of first withdrawal of the loan facility. Maximum principal outstanding as on any date can be \$15,000,000 as per the agreement. Accordingly, the Company obtained \$14,500,000 from LTIFST & the loan has been repaid in full by March 31, 2021.

The Company has entered into an agreement on January 1, 2021 with LTI Middle East FZ-LLC, (LTDL) to provide a loan facility. The loan is repayable within 1 year from the date of first withdrawal of the loan facility. Maximum principal outstanding as on any date can be \$15,000,000 as per the agreement. Accordingly, the Company advanced \$14,012,700 to LTDL & LTDL has repaid the same in full by March 31, 2021.

	<u>As at March 31, 2021</u>
Opening principal outstanding	-
Loan advanced to LTDL	(14,012,700)
Repayment by LTDL during the year	14,012,700
Loan obtained from LTIFST	14,500,000
Loan repaid to LTIFST during the year	(14,500,000)
Total	-

Interest expense for the current year, on loan obtained from LTIFST, amounted to \$ 14,659 (March 2020 - Nil) and interest outstanding as on March 31, 2021 amounted to NIL (March 2020 - Nil). Rate of interest as of March 31, 2021 was 4.10% p.a.

Interest income for the current year, on loan advanced to LTDL, amounted to \$ 12,720 (March 2020 - Nil) and interest outstanding as on March 31, 2021 amounted to NIL (March 2020 - Nil). Rate of interest as of March 31, 2021 was 4.10% p.a.

9. OTHER CURRENT ASSETS

Other current assets comprise of:

	<u>As at</u>	
	<u>March 31, 2021</u>	<u>March 31, 2020</u>
Advance to employees	106,871	171,889
Total	\$ 106,871	171,889

10. COMPUTER, FURNITURES AND EQUIPMENT

Particulars	Computer equipment	Equipment	Furniture & fixtures	Leasehold improvement	Electrical installation	Total
As at March 31, 2020						
Gross block as at April 1, 2019	30,829	3,796	2,546	-	-	37,171
Add: Additions	23,855	578	-	21,750	3,475	49,658
Less: Deductions	(21,822)	(936)	(1,002)	-	-	(23,760)
Less: Accumulated depreciation	(7,743)	(2,041)	(1,347)	(5,408)	(330)	(16,869)
Net block as at March 31, 2020	25,119	1,397	197	16,342	3,145	46,198

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March 31, 2021 and March 31, 2020

As at March 31, 2021

Gross block as at April 1, 2020	32,862	3,437	1,543	21,750	3,475	63,067
Add: Additions	53,482					53,482
Less: Deductions		(1,122)				(1,122)
Less: Accumulated depreciation	(26,443)	(1,802)	(1,543)	(11,088)	(678)	(41,554)
Net block as at March 31, 2021	59,901	513	-	10,662	2,797	73,873

Depreciation expense for the year ended March 31, 2021 amounted to \$ 24,685 (March 31, 2020: \$ 11,084).

During the year ended March 31, 2021, the Company has written off office equipment with net book value of \$ 204 (Gross block of \$ 1,122; accumulated depreciation of \$ 918)

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities comprise of:

	As at	
	March 31, 2021	March 31, 2020
Related party accounts payable	1,226,024	1,182,323
Other accounts payable	19,700	990
Accrued liabilities	459,609	384,021
Total	\$ 1,705,333	1,567,334

12. OTHER CURRENT LIABILITIES

Other current liabilities comprise of:

	As at	
	March 31, 2021	March 31, 2020
Provision for income tax, net of advance tax	-	331,449
Payable to government agencies	157,231	289,793
Accrued vacation pay	1,218,108	779,468
Others	315,913	325,001
Total	\$ 1,691,252	1,725,711

13. SHARE CAPITAL

Share capital comprise of:

	As at	
	March 31, 2021	March 31, 2020
Authorized:		
Unlimited common shares	-	-
Issued:	100	100

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March 31, 2021 and March 31, 2020

100 common shares	\$	100	100
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14. REVENUE

Major source of revenue includes:

		For the year ended	
		March 31, 2021	March 31, 2020
Software development and consulting service revenue		43,928,902	40,316,350
Total	\$	43,928,902	40,316,350

15. INCOME TAX

A reconciliation of income taxes at Canadian statutory rates with the reported income taxes is as follows:

		For the year ended	
		March 31, 2021	March 31, 2020
Statutory federal and provincial income tax rates		26.50%	26.50%
Expected taxes on income		576,462	784,950
<u>Increase (decrease) in income taxes resulting from:</u>			
Permanent differences		2,297	8,098
Others		(481)	(587)
Income tax expenses	\$	578,278	792,462

		As at	
		March 31, 2021	March 31, 2020
Future income tax liabilities:			
Capital assets		(12,126)	(599)
Total		(12,126)	(599)

16. EMPLOYEE FUTURE BENEFITS

The Company sponsors pension arrangements for substantially all its employees through defined contribution plans. The Company makes regular contributions to the employees' individual accounts, which are administered by a plan trustee, in accordance with the plan documents. The cost of this plan, which is expensed as incurred, amounted \$ 354,081 for the year ended March 31, 2021 [March 31, 2020: \$465,098].

17. GOVERNMENT ASSISTANCE

During the current year, the Company applied for and received a Canada Emergence Wage Subsidy (CEWS). The subsidy amount received during the year is \$3,009,573 and it has been presented as a government assistance as a deduction from the employee costs reported in the current year under statements of income and retained earnings.

18. RELATED PARTY TRANSACTIONS**A. Related parties:**

- a. Larsen & Toubro Ltd., India - Ultimate parent company
- b. Larsen & Toubro Infotech Ltd., USA – branch of Larsen & Toubro Infotech Ltd., India

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- c. L&T Infotech Financial Services Technologies Inc. - fellow subsidiary
- d. L&T Technology Services Ltd. - fellow subsidiary
- e. Larsen & Toubro Infotech Ltd., Costa Rica – branch of Larsen & Toubro Infotech Ltd., India
- f. Larsen & Toubro Infotech Ltd., France – branch of Larsen & Toubro Infotech Ltd., India
- g. Larsen & Toubro Infotech Limited, Australia – branch of Larsen & Toubro Infotech Ltd., India
- h. LTI Middle East FZ-LLC – fellow subsidiary

Summary of transactions with related parties are as follows:

	For the year ended	
	March 31, 2021	March 31, 2020
Overheads charged by:		
Larsen & Toubro Infotech Ltd., USA	\$ (227,567)	(387,359)
L&T Infotech Financial Services Technologies Inc.	\$ (555,235)	(607,491)
Larsen & Toubro Infotech Ltd., India	\$ (111,947)	(830)
Larsen & Toubro Infotech Ltd., France	\$ (8,360)	(61,842)
Procurement of services recorded as expenses:		
Larsen & Toubro Infotech Ltd., India	\$ (18,205,658)	(13,274,675)
Sale of services:		
Larsen & Toubro Infotech Ltd., USA	\$ 25,073,594	21,953,398
L&T Infotech Financial Services Technologies Inc.	\$ 645,152	298,254
Larsen & Toubro Infotech Ltd., India	\$ 864,967	419,336
Overheads charged to:		
Larsen & Toubro Infotech Ltd., USA	\$ 133,849	320,726
L&T Infotech Financial Services Technologies Inc.	\$ 72,177	76,285
L&T Technology Services Ltd.	\$ 4,647	4,518
Larsen & Toubro Infotech Ltd., Australia	\$ 21,844	126,189
Larsen & Toubro Infotech Ltd., UK	\$ -	25,332
Sale of goods:		
L&T Infotech Financial Services Technologies Inc.	\$ 814	-
Related party loan obtained		
L&T Infotech Financial Services Technologies Inc.	\$ 14,500,000	-
Related party loan repayment		
L&T Infotech Financial Services Technologies Inc.	\$ (14,500,000)	-
LTI Middle East FZ-LLC	\$ 14,012,700	-
Related party loan advanced		
LTI Middle East FZ-LLC	\$ (14,012,700)	-

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Interest charged by:

L&T Infotech Financial Services Technologies Inc.	\$	(14,659)	-
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Interest charged from:

LTI Middle East FZ-LLC	\$	12,720	-
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Dividend

Larsen & Toubro Infotech Ltd., India	\$	-	1,000,000
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These transactions are under normal credit terms and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The following balances are due from (due to) related parties and are non-interest bearing:

		As at	
		March 31, 2021	March 31, 2020
Larsen & Toubro Infotech Ltd., USA	\$	5,299,750	3,175,149
L&T Infotech Financial Services Technologies Inc.	\$	(60,340)	3,603
L&T Technology Services Ltd	\$	387	1,161
Larsen & Toubro Infotech Ltd, Costa Rica	\$	-	11,878
Larsen & Toubro Infotech Ltd, India	\$	(1,161,771)	(1,272,434)
Larsen & Toubro Infotech Ltd, Australia	\$	-	126,189
Larsen & Toubro Infotech Ltd, France	\$	(3,913)	(5,817)
		4,075,556	2,039,729

19. FINANCIAL INSTRUMENTS

In the normal course of business, the Company is exposed to financial risks that may potentially impact its operating results. The Company employs risk management strategies with a view to mitigating these risks on a cost-effective basis.

Credit risk

Financial instruments that potentially subject the Company to credit risk consist of cash equivalents and accounts receivable. The carrying amount of assets included on the balance sheet represents the maximum credit exposure.

The Company has deposited the cash equivalents with a reputable financial institution, from which management believes the risk of loss to be remote.

As at March 31, 2021, three customers accounted for 91% [March 31, 2020 - three customers accounted for 81%] of the accounts receivable.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Company's 64% revenues are denominated in U.S. dollars [March 31, 2020: 62%]. As at March 31, 2021, the accounts receivable denominated in U.S. dollars amounted to USD 4,267,405 [March 31, 2020 – USD 3,618,899]. The Company's cash and cash & cash equivalents denominated in U.S dollars amounted to USD 107,865 [March 31, 2020 – USD 165,457]

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March 31, 2021 and March 31, 2020

Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulties in meeting obligations associated with financial liabilities. Accounts payable are primarily due within 90 days and will be satisfied from current working capital.

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company manages other price risk through asset allocation and/or maintaining a portfolio that is well diversified on both a geographic and industry sector basis.

20. ECONOMIC DEPENDENCE

During the year ended March 31, 2021, one of the Company's major customers provided 57% of total revenues (March 31, 2020: 54%).

21. RISKS AND UNCERTAINTIES:

The extent of the impact of coronavirus (COVID 19) outbreak on operations of the Company will depend on future developments, including the duration and spread of the outbreak, related advisories and restrictions, government actions, the impact on financial markets and the overall economy, all of which are highly uncertain and cannot be predicted.

22. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the presentation adopted in the current year. The reclassification has no impact on the reported net income and retained earnings.

23. SUBSEQUENT EVENTS

The Company evaluated all events and transactions that occurred after March 31, 2021 through April 24, 2021 the date the financial statements are available to be issued. Based on the evaluation, the Company is not aware of any other events or transactions, that would require recognition or disclosure in the financial statements.

LARSEN & TOUBRO INFOTECH LLC

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

LARSEN & TOUBRO INFOTECH LLC

DIRECTORS' REPORT

Dear Member,

It's a pleasure in presenting the report and Audited Accounts for the year ended March 31, 2021.

1. Financial Highlights:

Particulars	2020-21	2019-20
	USD	USD
Total Income	3,096,740	938,234
Total Expenditure	2,783,731	895,754
Operating Profit / (Loss)	313,009	42,480
Add: Interest Income	917	2,197
Less: Finance Costs	-	-
Profit / (Loss) before Tax	313,926	44,677
Less : Tax	-	-
Net Profit / (Loss) after Tax	313,926	44,677
Add: Balance b/f from previous year	526,957	482,280
Balance available for disposal which directors appropriate as follows:		
Dividend	-	-
Transfer to Reserves	-	-
Balance to be carried forward	840,883	526,957

2. State of Company Affairs:

The gross sales and other income for the financial year under review were USD 3.10 Mn.as against USD 0.94 Mn. for the previous financial year registering an increase of 230%. The profit after tax from continuing operations including extraordinary and exceptional items of USD 0.31 Mn for the financial year under review as against USD 0.04 Mn for the previous financial year, registering a increase of 603%.

3. Dividend:

In order to conserve the resources for future growth, no dividend is proposed for the FY21.

4. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

5. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there was no material and significant orders passed by the

regulators or courts impacting the going concern status and the Company's operations in future.

6. Details of Directors and Key Managerial Personnel appointed/resigned during the year:

There was no change in the Board of Directors & Key Managerial Personnel during the FY 2020-21.

7. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

8. Directors Responsibility Statement:

The Sole Director of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- b) The Director has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period,
- c) The Director has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- d) The Director has prepared the Annual Accounts on a going concern basis,
- e) The Director has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

9. Acknowledgement

Your Director acknowledge the invaluable support extended by the Government authorities in USA and take this opportunity to thank them as well as the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board

Place: Edison, USA
Date: 26th April 2021

Harsh Naidu
Director



SGC & Associates LLP
Certified Public Accountants

63 Cuttermill Road
Great Neck, NY 11021
Tel – (516)-504-0110
Fax – (516)-706-0149

Independent Auditor’s Report

To Larsen & Toubro Infotech LLC

Gentlemen:

Report on the Financial Statements

We have audited the accompanying financial statements of Larsen & Toubro Infotech LLC, which comprise the balance sheets as of March 31, 2021 and 2020, and the related statements of income, comprehensive income, and changes in members’ equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standards; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

SGC & Associates LLP
Certified Public Accountants

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Larsen & Toubro Infotech LLC as of March 31, 2021 and 2020, and the results of its operations, members' equity and its cash flows for the years then ended in accordance with the International Financial Reporting Standards.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

sgc & associates llp

Great Neck NY

April 26, 2021

LARSEN & TOUBRO INFOTECH LLC**BALANCE SHEETS****AS AT MARCH 31, 2021 AND 2020****ASSETS**

	<u>March 31, 2021</u>	<u>March 31, 2020</u>
Current assets		
Cash and cash equivalents	\$ 284,923	\$ 537,736
Accounts receivable, net	1,337,233	-
Due from affiliates	-	63,990
Prepaid expenses and other current assets	<u>34,026</u>	<u>2,955</u>
Total current assets	<u>1,656,182</u>	<u>604,681</u>
Total assets	<u>\$ 1,656,182</u>	<u>\$ 604,681</u>

LIABILITIES AND EQUITY

Current liabilities		
Accounts payable	\$ 97,890	\$ -
Due to affiliates	417,036	-
Accrued expenses and other current liabilities	<u>300,373</u>	<u>77,724</u>
Total current liabilities	<u>815,299</u>	<u>77,724</u>
Total liabilities	<u>\$ 815,299</u>	<u>\$ 77,724</u>
Equity		
Members' equity	<u>840,883</u>	<u>526,957</u>
Total equity	<u>840,883</u>	<u>526,957</u>
Total liabilities and equity	<u>\$ 1,656,182</u>	<u>\$ 604,681</u>

See Notes to Financial Statements

LARSEN & TOUBRO INFOTECH LLC**STATEMENTS OF INCOME, COMPREHENSIVE INCOME, AND CHANGES IN MEMBERS' EQUITY****YEARS ENDED MARCH 31, 2021 AND 2020**

	<u>March 31, 2021</u>	<u>March 31, 2020</u>
Sales		
Net Sales	\$ 3,096,740	\$ 938,234
Total operating revenue	<u>3,096,740</u>	<u>938,234</u>
Operating expenses	<u>2,783,731</u>	<u>895,747</u>
Total operating expenses	<u>2,783,731</u>	<u>895,747</u>
Operating income	<u>313,009</u>	<u>42,487</u>
Interest income	917	2,197
Other income (expenses)	<u>-</u>	<u>(7)</u>
Net income	<u>313,926</u>	<u>44,677</u>
Comprehensive income	<u>313,926</u>	<u>44,677</u>
Members' equity, beginning of year	<u>526,957</u>	<u>482,280</u>
Members' equity, end of year	<u>\$ 840,883</u>	<u>\$ 526,957</u>

See Notes to Financial Statements

LARSEN & TOUBRO INFOTECH LLC
STATEMENTS OF CASH FLOWS
YEARS ENDED MARCH 31, 2021 AND 2020

	<u>March 31, 2021</u>	<u>March 31, 2020</u>
Cash flows from operating activities		
Net income	\$ 313,926	\$ 44,677
Adjustments to reconcile change in net assets to net cash used by operating activities		
Interest income	(917)	(2,197)
Allowance for doubtful debts	27,972	-
Decrease (increase) in assets		
Accounts receivable	(1,365,205)	-
Due from affiliates	-	44,083
Prepaid expenses and other current assets	(31,071)	(2,955)
Increase (decrease) in liabilities		
Accounts payable	97,890	-
Due to affiliates	481,026	-
Accrued expenses and other current liabilities	222,649	7,882
	<u>(253,730)</u>	<u>91,490</u>
Net cash from operating activities		
Cash flows from investing activities		
Interest received	917	2,197
	<u>917</u>	<u>2,197</u>
Cash flows from financing activities	-	-
Net change in cash and cash equivalents	(252,813)	93,687
Cash and cash equivalents - beginning of year	<u>537,736</u>	<u>444,049</u>
Cash and cash equivalents - end of year	<u>\$ 284,923</u>	<u>\$ 537,736</u>

See Notes to Financial Statements

LARSEN & TOUBRO INFOTECH LLC
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2021 AND 2020

NOTE 1 – BUSINESS DESCRIPTION

Larsen & Toubro Infotech LLC (“the Company” or “LTLL”) is a limited liability company organized in the State of Delaware, United States of America. The Company is a wholly owned subsidiary of Larsen & Toubro Infotech Limited, a public limited company incorporated, domiciled, and having its registered office in Mumbai, India. The Company was formed to take over the work and absorb the staff from a large client of its parent, Larsen & Toubro Infotech Limited. The client closed its information technology operations and transferred them to the Company. Historically, the Company had always provided services solely to Larsen & Toubro Infotech Limited, U.S. branch. However, from the year ended March 31, 2021, the Company has started providing services to external clients. The Company’s headquarters are in Edison, New Jersey in the United States of America.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation – The accompanying financial statements of Larsen & Toubro Infotech LLC are prepared on the accrual basis of accounting in accordance with the International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRS). These financial statements were authorized for issue by the Company’s Management on April 26, 2021. Revenue is recorded when earned and expenses are recorded when incurred. All amounts are stated in United States Dollars.

Use of Estimates – The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. The important estimates made by LTLL in preparing these financial statements include allowance for doubtful accounts, revenue recognition, accrued revenue, accrued liabilities, provisions for compensated absences, provisions for employee benefit obligations, and other contingencies. The estimates are made using historical information and other relevant factors available to management. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

Cash and Cash Equivalents – LTLL considers all cash which is used for current operations with a maturity of three months or less to be cash and cash equivalents. The Company believes it is not exposed to any significant risk on cash and cash equivalents.

LARSEN & TOUBRO INFOTECH LLC
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2021 AND 2020

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounts Receivable & Allowance for Doubtful Accounts – Accounts receivable are recorded at the invoiced amount and do not bear interest. LTLL maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable. In establishing the required allowance, management considers historical losses that are adjusted considering current market conditions and the customers’ financial condition, the amounts of receivables in dispute, and the current receivables ageing and current payment patterns. LTLL reviews its allowance for doubtful accounts periodically. Past due balances over 180 days and over a specified amount are reviewed individually for collectability. Bad debt expense is included in operating expenses in the statement of income, comprehensive income, and changes in equity. LTLL charges off uncollectable amounts against the allowance for doubtful accounts in the period in which it determines they are uncollectable.

Retirement Benefits – Contributions to defined contribution plans are recognized as an expense in the statement of income, comprehensive income, and changes in members’ equity in the period during which services are rendered by the employees.

Compensated Absences – Compensated absences are recognized in the period in which the employee renders the related service. The provision for compensated absences totaled \$53,827 and \$75,696 at March 31, 2021 and 2020, respectively. Such amount is included in “accrued expenses and other current liabilities” in the accompanying balance sheets at March 31, 2021 and 2020.

Revenue Recognition – Revenue is recognized only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed or determinable, services have been rendered and collectability of the resulting receivables is reasonably assured. Revenue is measured at the fair value of the consideration received or receivable and is reduced for estimated rebates and other similar allowances.

Revenue from contracts priced on time and material basis is recognized when services are rendered, and related costs are incurred.

Revenue from services performed on fixed-price basis is recognized over the life of contract using the proportionate completion method.

Revenue from sale of products and licenses is recognized upon delivery when all risks and rewards are transferred.

Other Income – Interest income is recognized using the effective interest method.

Other items of income are accounted as and when the right to receive arises.

LARSEN & TOUBRO INFOTECH LLC**NOTES TO FINANCIAL STATEMENTS****YEARS ENDED MARCH 31, 2021 AND 2020****NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Commitments and Contingencies – Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Income Taxes – LTLL operates as a Limited Liability Company (LLC) under statutes of the Limited Liability Company Act of the State of Delaware. Under those statutes, the Company's taxable income or loss is distributed to its members, who report their proportionate share of income or loss on their respective income tax returns.

LTLL is a single member LLC and Larsen & Toubro Infotech Limited is its sole member. A single member LLC is treated as a disregarded entity for income tax purposes, and all income and expenses of a single member LLC are reflected on the income tax returns of the sole member of the single member LLC. Therefore, all income and expenses of LTLL are reflected on the income tax returns of Larsen & Toubro Infotech Limited. Therefore, no provision for income taxes has been provided in the accompanying financial statements of LTLL.

Fair Value of Financial Instruments – At March 31, 2021 and 2020, the carrying value of cash, accounts receivable, accrued revenue, due from affiliates, prepaid expenses and other current assets, accounts payable, due to affiliates, accrued expenses and other current liabilities approximates fair value because of the short maturity of these items.

Events Occurring After the Report Date – LTLL has evaluated all events or transactions that occurred after the balance sheet date of March 31, 2021 through April 26, 2021, the date these financial statements were available to be issued. As of April 26, 2021, there were no adjusting or non-adjusting events that were required to be accrued or disclosed in the financial statements.

NOTE 3 – ACCOUNTS RECEIVABLE, NET

Accounts receivable as at March 31, 2021 represents dues from customers, and accrued revenue of \$1,365,205, net of allowance of doubtful accounts and expected credit losses of \$27,972. LTLL maintains an allowance for doubtful accounts on all accounts receivable, based on present and prospective financial condition of the customer and aging of accounts receivable after considering historical experience and the current economic environment.

LARSEN & TOUBRO INFOTECH LLC
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2021 AND 2020

NOTE 4 – INTEREST INCOME

	March 31, 2021	March 31, 2020
Interest income:		
Bank interest	\$ <u>917</u>	\$ <u>2,197</u>
	<u>\$ 917</u>	<u>\$ 2,197</u>

NOTE 5 – EMPLOYEE BENEFIT PLAN

LTLL has a 401(k)-retirement plan (the “Plan”) for the benefit of its employees. As allowed under Section 401(k) of the Internal Revenue Code, the Plan provides for tax-deferred salary contributions for eligible employees. The Plan allows employees to contribute a percentage of their annual compensation to the Plan on a pre-tax basis. Employee contributions are limited to a maximum annual amount as set periodically by the Internal Revenue Code. At its discretion, the Company may match pre-tax employee contributions up to percentage of eligible earnings that are contributed by employees. During the years ended March 31, 2021 and 2020, the Company contributed \$0 and \$0 towards the Plan.

NOTE 6 – CONCENTRATIONS

LTLL had one customer that accounted for 92% of its sales for the year ended March 31, 2021 and one customer that accounted for 100% of its sales for the year ended March 31, 2020. LTLL had one customer that accounted for 100% of its accounts receivable at March 31, 2021.

LTLL had no vendors that accounted for more than 10% of its purchases for the years ended March 31, 2021 and 2020. LTLL had two vendors that accounted for 83% and 17% of its accounts payable at March 31, 2021.

From time to time, LTLL has cash on deposit with financial institutions in excess of Federal (“FDIC”) limits.

LARSEN & TOUBRO INFOTECH LLC
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2021 AND 2020

NOTE 7 – EMPLOYEE BENEFITS

Employee benefits comprise:

	March 31, 2021	March 31, 2020
Salaries	\$ 1,108,227	\$ 781,214
Payroll taxes	97,155	45,905
Employee medical insurance	75,463	34,697
	<u>\$ 1,280,845</u>	<u>\$ 861,816</u>

NOTE 8 – RELATED PARTY TRANSACTIONS

LTLL had transactions and balances in the ordinary course of business with the following related parties during the year ended and as of March 31, 2021 and 2020:

No.	Name of the related party	Nature of relationship
1	Larsen & Toubro Infotech Limited, India	Parent
2	Larsen & Toubro Infotech Limited, U.S. Branch	U.S. Branch of the Parent

LTLL's balances with the related parties amounted to the following at March 31, 2021:

No.	Name of the related party	Balance at March 31, 2021
1	Due from (to) Larsen & Toubro Infotech Limited, India	(\$5,825)
2	Due from (to) Larsen & Toubro Infotech Limited, U.S. Branch	(\$411,211)

LTLL's balances with the related parties amounted to the following at March 31, 2020:

No.	Name of the related party	Balance at March 31, 2020
1	Due from (to) Larsen & Toubro Infotech Limited, U.S. Branch	\$63,990

LTLL had sales revenue of \$246,821 and \$938,234 from sales made to its parent, Larsen & Toubro Infotech Limited for the years ended March 31, 2021 and 2020, respectively.

LARSEN & TOUBRO INFOTECH LLC
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2021 AND 2020

NOTE 9 – SUBSEQUENT EVENTS

Subsequent events have been evaluated through April 26, 2021, the date these financial statements were available for issue. All subsequent events, requiring recognition or disclosure through this date, have been incorporated into these financial statements.

LARSEN & TOUBRO INFOTECH LLC

SCHEDULE TO THE STATEMENTS OF INCOME, COMPREHENSIVE INCOME,
AND CHANGES IN MEMBERS' EQUITY

YEARS ENDED MARCH 31, 2021 AND 2020

	<u>March 31, 2021</u>	<u>March 31, 2020</u>
Operating expenses		
Salaries	\$ 1,108,227	\$ 781,214
Subcontracting	1,197,526	-
Purchase of trading goods	248,292	-
Payroll taxes	97,155	45,905
Employee medical insurance	75,463	34,697
Employee recruitment expenses	24,000	-
Travel	482	31,854
Allowance for doubtful debts	27,972	-
Professional fees	2,968	1,423
Other taxes	1,002	642
Selling expenses	504	-
Employee welfare	-	(508)
Telephone expenses	140	520
	<u> </u>	<u> </u>
Total operating expenses	<u>\$ 2,783,731</u>	<u>\$ 895,747</u>
Other income (expenses)		
Interest income	\$ 917	\$ 2,197
Foreign exchange gain (loss)	-	(7)
	<u> </u>	<u> </u>
Total other income (expenses)	<u>\$ 917</u>	<u>\$ 2,190</u>

**L&T INFOTECH FINANCIAL SERVICES
TECHNOLOGIES INC**

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

L&T INFOTECH FINANCIAL SERVICES TECHNOLOGIES INC.

DIRECTORS REPORT

Dear Members,

The Directors have pleasure in presenting their report and Audited Accounts for the year ended March 31, 2021.

1. FINANCIAL HIGHLIGHTS:

Particulars	2020-21	2019-20
	CAD	CAD
Total Income	54,320,131	57,317,109
Total Expenditure	33,102,266	39,247,229
Operating Profit / (Loss)	21,217,865	18,069,880
Add: Interest Income	282,377	234,544
Less: Finance Costs	-	-
Profit / (Loss) before Tax	21,500,242	18,304,424
Less : Tax	6,118,076	5,005,535
Net Profit / (Loss) after Tax	15,382,166	13,298,889
Add: Balance b/f from previous year	9,847,621	10,348,732
Balance available for disposal which directors appropriate as follows:	25,229,787	23,647,621
Dividend	-	(13,800,000)
Transfer to Reserves	-	-
Balance to be carried forward	25,229,787	9,847,621

2. Capital Expenditure:

As at March 31, 2021, the gross fixed and intangible assets stood at CAD 114.48 Mn and the net fixed and intangible assets at CAD 16.57 Mn. Capital Expenditure during the year amounted to CAD 4.63 Mn.

3. State of Company Affairs / Business Prospects:

The gross sales and other income for the financial year under review were CAD 54.60 Mn as against CAD 57.52 Mn for the previous financial year registering a decrease of 5%. The profit before tax from continuing operations including extraordinary and exceptional items was CAD 21.5 Mn and the profit after tax from continuing operations including extraordinary and exceptional items was CAD 15.38 Mn for the financial year under review as against CAD 18.3 Mn and CAD 13.30 Mn respectively for the previous financial year, registering an increase of 17% and 16% respectively.

4. Dividend:

The Directors do not propose the payment of any dividend during the year.

5. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

6. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

7. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

8. Auditors:

M/s KNAV Professional Corporation are the auditors of the Company.

9. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the

provisions of all applicable laws and that such systems were adequate and were operating effectively.

10. Acknowledgement

Your Directors acknowledge the invaluable support extended by the Government authorities in Canada and take this opportunity to thank them as well as the customers, supply chain partners, employees, financial institutions, banks and all the other various stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board

	Harsh Naidu	Tina Allan
Date :	April 30, 2021	April 30, 2021
Place :	USA	Canada



Independent Auditor's Report

To the Shareholder of L&T Infotech Financial Services Technologies Inc.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of L&T Infotech Financial Services Technologies Inc. ("the Company") which comprise the balance sheets as at March 31, 2021 and March 31, 2020 and the statements of income and retained earnings, and cash flows for the years then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of L&T Infotech Financial Services Technologies Inc. as at March 31, 2021 and March 31, 2020 and its financial performance and its cash flows for the years then ended in accordance with Canadian accounting standards for private enterprises.

Basis of Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for private enterprises, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in

KNAV Professional Corporation
Chartered Professional Accountants

55 York Street, Suite 401, Toronto Ontario M5J 1R7 T 1 4162291411 F 1 416 229 1711 E
admin@knavecpa.com
 2021-077-CA



the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

KNAV Professional Corporation

KNAV Professional Corporation

Chartered Professional Accountants

Authorized to practice public accounting by the Chartered Professional Accountants of Ontario

55 York Street, Suite 401,

Toronto Ontario M5J 1R7

Date: April 30, 2021

KNAV Professional Corporation
Chartered Professional Accountants

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L&T Infotech Financial Services Technologies Inc.

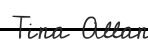


Financial Statements

March 31, 2021 and March 31, 2020

Balance sheets*(All amounts in Canadian Dollars, unless otherwise stated)*

	Notes	As at	
		March 31, 2021	March 31, 2020
ASSETS			
Current assets			
Cash and cash equivalents	6	23,313,796	11,269,611
Demand deposits with bank	7	12,500,000	3,500,000
Accounts receivable, net	9	7,284,140	10,907,626
Unbilled revenue		-	633,240
Prepaid expenses	10	1,733,572	1,352,246
Related party loan	12	-	690,000
Other current assets	11	779,876	602,087
Total current assets		\$ 45,611,384	28,954,810
Restricted deposits	8	1,000,000	1,200,000
Other non-current assets	13	3,331,884	2,823,081
Computers	14	2,455,445	2,834,584
Furniture and office equipment	15	46,342	78,282
Software	16	7,197,815	6,960,859
Leasehold improvement	17	44,273	66,410
Customer relationship intangibles	18	-	1,553,250
Goodwill		6,822,971	6,822,971
Future tax assets, net	29	-	51,994
Total assets		\$ 66,510,114	51,346,241
LIABILITIES			
Current liabilities			
Accounts payable	19	1,383,589	1,575,982
Other current liabilities	20	1,900,545	1,986,552
Total current liabilities		\$ 3,284,134	3,562,534
Future tax liabilities	29	267,216	-
Other non-current liabilities	21	228,977	436,086
Total liabilities		\$ 3,780,327	3,998,620
SHAREHOLDER'S EQUITY			
Share capital	22	37,500,000	37,500,000
Retained earnings	23	25,229,787	9,847,621
Total shareholder's equity		\$ 62,729,787	47,347,621
Total liabilities and shareholder's equity		\$ 66,510,114	51,346,241

*(The accompanying notes are an integral part of these financial statements)***APPROVED ON BEHALF OF THE BOARD:**

		Director: Tina Allan 
CFO: Alekh Gupta 		
		Director: Harsh Naidu 

L&T Infotech Financial Services Technologies Inc.


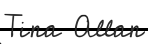
Financial Statements

March 31, 2021 and March 31, 2020

Statements of income and retained earnings*(All amounts in Canadian Dollars, unless otherwise stated)*

	Notes	For the year ended	
		March 31, 2021	March 31, 2020
Revenue	25	54,320,131	57,317,109
Other income	26	166,673	234,544
Total revenue		\$ 54,486,804	57,551,653
Employee cost		12,271,787	13,823,374
Subcontracting expenses		5,540,184	8,596,468
Data centre lease rent		706,068	662,889
Software purchase annual license fee		1,920,623	1,913,152
Hardware purchase annual maintenance fee		460,442	604,826
Other direct cost		743,200	399,268
Total direct expenses		\$ 21,642,304	25,999,977
Sales and administration expenses		3,389,769	3,429,817
Premises rent		843,382	870,703
Professional charges		449,199	275,305
General repairs and maintenance		24,253	26,028
Travelling and conveyance		12,598	184,170
Telephone expenses		108,314	180,926
Auditor's remuneration		55,500	77,717
Foreign exchange loss		10,728	17,273
Miscellaneous expenses		90,542	202,233
Total indirect costs		\$ 4,984,285	5,264,172
Depreciation and amortization		6,359,973	7,983,080
Income before tax		\$ 21,500,242	18,304,424
Current income tax	29	5,798,866	5,496,505
Future income tax expense (benefit)	29	319,210	(490,970)
Net income after taxes		15,382,166	13,298,889
Retained earnings, beginning of the period		9,847,621	10,348,732
Dividend distribution	23	-	(13,800,000)
Retained earnings, end of the period		\$ 25,229,787	9,847,621

*(The accompanying notes are an integral part of these financial statements)***APPROVED ON BEHALF OF THE BOARD:**

		Director: Tina Allan 
CFO: Alekh Gupta		
		Director: Harsh Naidu 

L&T Infotech Financial Services Technologies Inc.


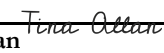

Financial Statements

March 31, 2021 and March 31, 2020

Statements of cash flows*(All amounts in Canadian Dollars, unless otherwise stated)***Cash flow from operating activities**

	For the year ended	
	March 31, 2021	March 31, 2020
Net income after tax	15,382,166	13,298,889
Adjustments for non-cash items		
Depreciation and amortization	6,359,973	7,983,080
Future income taxes (benefits)	319,210	(490,970)
Loss on disposal of assets	-	72,091
Unrealised exchange loss	8,075	12,626
Net change in non-cash operating working capital		
Accounts receivable	3,623,062	(2,770,241)
Unbilled revenue	633,240	(633,240)
Prepaid expenses	(388,020)	183,014
Other current assets	(164,561)	(494,981)
Restricted deposits	200,000	-
Other non-current assets	(508,801)	(1,551,124)
Deferred revenue	-	(12,301)
Accounts payable	(200,432)	(1,454,895)
Other current liabilities	(86,007)	(717,031)
Non-current liabilities	(207,109)	(155,903)
Net cash provided by operating activities	\$ 24,970,796	13,269,014
Cash flow from investing activities		
Related party loan advanced	(14,500,000)	-
Repayment of related party loan advanced	15,190,000	160,000
Purchases of computers	(554,754)	(301,318)
Purchases of furniture and office equipment	(2,083)	(10,615)
Capitalization of software	(4,049,737)	(1,655,118)
Purchase of hardware	-	(2,289,729)
Leasehold improvement capitalized	-	(46,802)
(Placement) withdrawal of demand deposits with bank	(9,000,000)	6,500,000
Net cash (used in) provided by investing activities	\$ (12,916,574)	2,356,418
Cash flow from financing activities		
Dividend distribution	-	(11,730,000)
Withholding tax on dividend	-	(2,070,000)
Net cash used in financing activities	\$ -	(13,800,000)
Net foreign exchange difference on cash and cash equivalents	(10,037)	(9,258)
Net increase in cash and cash equivalents	12,044,185	1,816,174
Cash and cash equivalents, at beginning of the year	11,269,611	9,453,437
Cash and cash equivalents, at end of the year	\$ 23,313,796	11,269,611

APPROVED ON BEHALF OF THE BOARD:

		
CFO: Alekh Gupta		Director: Tina Allan
		
		Director: Harsh Naidu

L&T Infotech Financial Services Technologies Inc.

Financial Statements

March 31, 2021 and March 31, 2020

Notes to Financial Statements*(All amounts in Canadian Dollars, unless otherwise stated)***1. Description of business**

L&T Infotech Financial Services Technologies Inc. (the "Company" or "LTIFST") is incorporated under the Canada Business Corporations Act. The Company is a wholly owned subsidiary of Larsen & Toubro Infotech Ltd., India ("Parent"). The Company commenced operations on January 1, 2011 with the acquisition of the information technology operations business of Citigroup Fund Services Canada Inc. ("Citi" or "CFSC") by the Company's Parent. LTIFST is a technology service provider and owns and develops variety of products and services used by the financial services marketplace in Canada.

2. Basis of presentation

The financial statements of the Company have been prepared by the management in accordance with Canadian accounting standards for private enterprises ("GAAP"). The financial statements are presented for the year April 01, 2020 to March 31, 2021 and for the year April 01, 2019 to March 31, 2020. All amounts are in Canadian dollars, unless otherwise stated.

3. Basis for measurement

The financial statements have been prepared on historical cost basis.

4. Functional and presentation currency

The Company's functional and presentation currency is the Canadian dollar.

5. Significant accounting policies*Use of estimates*

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management bases the estimates on a number of factors, including historical experience, current events, and actions that the Company may undertake in the future and other assumptions that the Company believes are reasonable under the circumstances. Estimates are used in accounting for items and matters such as revenues, allowance for doubtful accounts, useful lives of non-current assets, legal and tax contingencies, employee compensation plans, income taxes and investment tax credit.

The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below

- i. Estimated useful lives and valuation of intangible assets: Management estimates the useful lives of intangible assets based on the period during which the assets are expected to be available for use and also estimates their recoverability to assess if there has been an impairment. The amounts and timing of recorded expenses for amortization and impairments of intangible assets for any period are affected by these estimates. The estimates are reviewed at least annually and are updated if expectations change as a result of technical or commercial obsolescence, threats and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's intangible assets in the future.

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- ii. Income taxes: Management uses estimates when determining current and future income taxes. These estimates are used to determine the recoverability of tax loss carry forward amounts, research and development expenditure and investment tax credits.

Foreign currency transactions

Transactions denominated in foreign currencies are translated into the Canadian dollar at the rate of exchange in effect at the time of the transaction. Monetary assets and liabilities are translated into Canadian dollars at the period-end exchange rate. Non-monetary items are translated at historical rates. All exchange gains and losses are included in net income.

Dividend

Dividends are recognized as a liability in the period in which they are declared. The income tax consequences of dividends are recognized when a liability to pay the dividend is recognized.

Revenue recognition

The Company recognizes revenues across all the revenue streams when they are earned, specifically when all the following conditions are met:

- a) Services are provided to customers;
- b) There is clear evidence that an arrangement exists;
- c) Amounts are fixed or can be determined; and
- d) The ability to collect is reasonably assured.

The Company recognizes revenues for different revenue streams as follows:

- Application Service Provider (“ASP”) Service: Revenue is recognized by applying the contracted rates on the total number of active and inactive fund accounts across all client customer environments.
- Time and Material Service: Revenue with respect to time-and-material contracts is recognized as related services are performed applying the contracted rates.
- Development Service: Revenue from development service is recognised using percentage of completion method. It is measured based upon the time and material efforts incurred to date. The Company monitors estimates of total contract revenue and cost on a routine basis through the delivery period. The cumulative impact of any change in estimates of the contract revenue or costs is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Revenue recognised under this method is included in unbilled revenue if it is not invoiced by the year end.
- License Service: Revenue from sale of license is recognized rateably over the term of arrangement.
- Others: This includes ASP revenue from non-transfer agency modules for which revenue is recognised as mentioned for ASP service above, and fixed monthly billing for which revenue is recognised based on time elapsed.

Unbilled revenue on the accompanying balance sheet represents amounts not billed to the customers but accrued because of satisfying the above revenue recognition criteria.

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Provision for doubtful debts

The Company follows specific identification method for providing for doubtful debts. Management analyses accounts receivable and the composition of the accounts receivable ageing, historical bad debts, when evaluating the adequacy of the allowance for doubtful debts.

Deferred contract costs

Deferred contract costs are costs to fulfil a contract which are recognised as assets and amortized over the term of the contract.

Financial instruments

- Measurement of financial instruments

The Company initially measures its financial assets (such as accounts receivables) and financial liabilities (such as accounts payable and accrued liabilities) at fair value, except for certain instruments originated or acquired in related party transactions. The Company subsequently measures all its financial assets and financial liabilities at amortized cost, except for equity investments quoted in active markets and derivative financial instruments, which are measured at fair value. Changes in fair value are recognized in net income.

Financial assets measured at amortized cost include cash and cash equivalents, accounts receivable and loans receivable. Financial liabilities measured at amortized cost include trade payables and other current liabilities.

Transaction costs on financial assets and liabilities measured at amortized cost are adjusted against the carrying value of the related asset or liability and then recognized over the expected life of the instrument using the straight-line method. Transaction costs on equity investments quoted in active markets are recognized immediately in the statement of income/ loss

- Impairment

At the end of each reporting period, the Company assesses whether there are any indications that a financial asset measured at amortized cost may be impaired. If there are indicators of impairment, and the Company determines there has been a significant adverse change in the expected amount or timing of future cash flows, the carrying amount of the asset is reduced to the higher of the expected cash flows expected to be generated by holding the asset, discounted using a current market rate of interest, and the amount that could be realized by selling the asset at the balance sheet date.

Leases

Lease payments under operating lease are recognized as an expense on a straight-line basis over the lease term in the statement of income and retained earnings. Certain operating lease agreements provide for scheduled rent increases over the lease term. Rent expense for such leases is recognized on a straight-line basis over the lease term.

Income taxes

The Company follows asset and liability method of accounting for income taxes. Under this method, future income taxes are recognized for the future income tax consequences attributable to differences between the financial statement carrying values and their respective income tax basis [temporary differences]. Future income tax assets and liabilities are measured using substantively enacted income tax rates expected to apply to taxable income in the years during which temporary differences are expected to be realized or settled. The effect on future income tax assets and liabilities of a change in tax rates is included in income in the period that includes the enactment date. A

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valuation allowance is provided to the extent that it is more likely than not; that future income tax asset will not be realized.

Investment tax credit

The Company is entitled to investment tax credits, which are earned as a percentage of eligible research and development expenditures incurred in each taxation year. Income tax investment tax credits related to expensed research and development costs are recorded as a reduction of the total expenditure. Income tax investment tax credits related to property and equipment are accounted for as a reduction in the cost of the related asset.

Cash and cash equivalents

Cash and cash equivalents, including cash on account, demand deposits and short-term investments with original maturities of three months or less, are recorded at cost, which approximates market value. Restricted cash deposits do not form part of cash and equivalents.

Computers, software, furniture, office equipment and leasehold improvements

Computers, software, furniture, leasehold improvements, and office equipment form part of capital assets and are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are calculated on the straight-line method over the following estimated useful lives:

Class of asset	Useful life
Computers	3 to 5 years
Acquired software	10 years
Internally developed software	1 to 5 years
Furniture	5 years
Office equipment	5 years
Leasehold improvements	Over the period of lease term

Leasehold improvements are amortized in a similar manner to other property and equipment. The Company amortizes leasehold improvements over the remaining term of the lease.

Any gain or loss on disposal of an item of property and equipment is recognized in statement of income and retained earnings. Certain costs are capitalized for the development or enhancement of computer software used internally to process customer transactions. Routine software maintenance and customer support costs are expensed when incurred.

Customer relationship intangibles

Customer relationship intangibles, which are comprised of customer contracts and relationships acquired, are stated net of amortization. Customer relationship intangibles are amortized on a straight-line basis over their estimated useful lives of ten years.

Impairment of long-lived assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying amount of a long-lived asset is not recoverable if the carrying amount exceeds the sum of the undiscounted cash flows expected to result from its use and eventual disposition. This assessment is based on the carrying amount of the asset at the date it is tested for recoverability, whether it is in use or under development. In cases where the undiscounted expected future cash flows are less than the carrying amount, an impairment loss shall be recognized when the carrying amount of a long-lived asset is not recoverable and exceeds its fair value. An impairment loss shall be measured as the amount by which the carrying amount of a

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long-lived asset exceeds its fair value. If an impairment loss is recognized, the adjusted carrying amount becomes the new cost basis. An impairment loss shall not be reversed if the fair value subsequently increases.

Goodwill

Goodwill represents the cost of acquired businesses in excess of the fair value of net identifiable assets acquired. Goodwill is not amortized but is instead tested for impairment if events or changes in circumstances indicate that an impairment loss may have occurred. In the impairment test, the carrying amount of the reporting unit, including goodwill, is compared with its fair value. When the carrying amount of the reporting unit exceeds its fair value, a goodwill impairment loss is recognized, up to a maximum amount of the recorded goodwill related to the reporting unit. Goodwill impairment losses are not reversed.

Investments

The Company has elected to account for its investment of 1% in L&T Infotech S De RL DE CV (“LTIL Mexico”) using the cost method. Accordingly, investment is recorded at original cost unless there is a permanent impairment in value, in which case the investment will be written down to fair value. Investment in LTIL Mexico amounting to CAD 2 has been presented under ‘other non-current assets’ in the balance sheet.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise the following:

	As at	
	March 31, 2021	March 31, 2020
Balances with bank		
In current account	813,796	969,611
In deposit account	22,500,000	10,300,000
Total	23,313,796	11,269,611

7. DEMAND DEPOSIT WITH BANK

Demand deposits with bank comprise following:

	As at	
	March 31, 2021	March 31, 2020
<u>Demand deposits with bank</u>		
Current	12,500,000	3,500,000
Total	12,500,000	3,500,000

Current demand deposits are demand deposits with the bank maturing within twelve months. Following is the schedule depicting the issue date, original principal, the currency in which the deposits are denominated and the maturity date of the total current demand deposits as on March 31, 2021.

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Serial no.	Issue date	Original principal	Currency	Maturity date
1.	January 15, 2021	4,000,000	CAD	April 28, 2021
2.	January 15, 2021	4,500,000	CAD	May 27, 2021
3.	February 26, 2021	2,000,000	CAD	June 29, 2021
4.	March 30, 2021	2,000,000	CAD	July 29, 2021
Total		12,500,000		

The carrying amount of the demand deposits represent fair value as on March 31, 2021 and March 31, 2020.

8. RESTRICTED DEPOSIT

The Company's restricted deposits include the following:

	As at	
	March 31, 2021	March 31, 2020
Fixed deposit with an escrow deposit account	1,000,000	1,200,000
Total	1,000,000	1,200,000

This long-term deposit has been created as a part of an agreement with a customer along with an escrow agent. As per the services agreement with the customer, the deposit may be withdrawn to satisfy any shortfall in the Company's obligation to pay damages in accordance with the provisions of the agreement. This fund can only be drawn upon mutual agreement and subject to terms and conditions of the escrow agreement. At the time of renewal of contract in February 2021, the Company has withdrawn CAD 200,000 from the escrow account in March 2021. As on March 31, 2021 and March 31, 2020, the funds were not invested and lying as cash in an interest-bearing deposit account.

9. ACCOUNTS RECEIVABLE

	As at	
	March 31, 2021	March 31, 2020
Trade receivables		
Due from related parties	61,024	2,052
Due from others	7,223,116	10,905,574
Total	7,284,140	10,907,626

The provision for doubtful accounts was \$Nil and \$Nil as at March 31, 2021 and March 31, 2020, respectively.

10. PREPAID EXPENSES

	As at	
	March 31, 2021	March 31, 2020
Prepaid expenses, current	1,733,572	1,352,246
Total	1,733,572	1,352,246

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The Company pays hardware maintenance fees and software license fees in advance for which services are availed over 2-5 years based on the contracts. These expenses are amortized on a straight-line basis over their economic life. Prepaid expenses for which maintenance services will be availed after March 31, 2021 till end of their economic life are treated as non-current assets.

11. OTHER CURRENT ASSETS

	As at	
	March 31, 2021	March 31, 2020
Deposits	14,120	14,120
Interest accrued on bank deposits	13,706	26,852
Deferred contract costs	296,258	48,309
Advance to vendor	-	18,576
Advance tax, net of provision for tax	455,594	427,387
Interest receivable from LTIL Mexico	-	51,255
Other assets	198	15,588
Total	779,876	602,087

12. RELATED PARTY LOAN

The Company has entered into an agreement with LTIL Mexico for providing loan facility. The loan is repayable within 3 years from the date of first withdrawal of the loan facility. Maximum principal outstanding as on any date can be \$1,200,000 as per the agreement.

LTIL Mexico repaid \$690,000 and \$160,000 during the year ended March 31, 2021 and March 31, 2020 respectively.

The Company has entered into an agreement on January 1, 2021 with Larsen & Toubro Infotech Canada Ltd. ("LTCA") for providing loan facility. The loan is repayable within 1 year from the date of first withdrawal of the loan facility. Maximum principal outstanding as on any date can be \$15,000,000 as per the agreement. Accordingly, the Company had advanced \$14,500,000 to LTCA & LTCA has repaid the same in full during the year ended March 31, 2021.

	As at	
	March 31, 2021	March 31, 2020
Opening principal outstanding	690,000	850,000
Loan advanced to LTCA	14,500,000	-
Repayment by LTIL Mexico & LTCA during the year	(15,190,000)	(160,000)
Total	-	690,000

Interest income in the current year, on loan advanced to LTIL Mexico, amounted to \$30,735 (March 31, 2020: \$41,310) and interest outstanding as on March 31, 2021 amounted is \$Nil (March 2020 - \$51,255). Rate of interest as of March 31, 2021 and March 31, 2020 was 5.00% p.a. and 5.00% p.a., respectively.

Interest income in the current year, on loan advanced to LTCA, amounted to \$14,659 (March 31, 2020: \$Nil) and interest outstanding as on March 31, 2021 amounted is \$Nil (March 31, 2020: \$Nil). Rate of interest as of March 31, 2021 was 4.10% p.a.

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13. OTHER NON-CURRENT ASSETS

	As at	
	March 31, 2021	March 31, 2020
Prepaid expenses	1,545,034	1,884,815
Deposits, others	26,760	26,760
Deferred contract costs	1,760,088	911,504
Investment in LTIL Mexico	2	2
Total	3,331,884	2,823,081

The Company invested an amount of \$ 2.12 (representing 1 % of total share capital) in LTIL Mexico on July 20, 2017.

14. COMPUTERS

	As at	
	March 31, 2021	March 31, 2020
Cost	10,043,703	11,493,562
Less: Accumulated depreciation	(7,588,258)	(8,658,978)
Total	2,455,445	2,834,584

Depreciation for the year ended March 31, 2021 amounted to \$933,892 (March 31, 2020 - \$875,575). During the year, the Company had capitalised depreciation amounted to \$ 12,349 under Intangible assets under development and expensed \$ 921,543 to statement of income and retained earnings. During the year ended March 31, 2021, the Company has written off computers having net book value of \$Nil (Gross block of \$2,004,614; accumulated depreciation of \$2,004,614).

15. FURNITURE AND OFFICE EQUIPMENT

	As at	
	March 31, 2021	March 31, 2020
Cost	966,621	965,530
Less: Accumulated depreciation	(920,279)	(887,248)
Total	46,342	78,282

Depreciation expense for the year ended March 31, 2021 amounted to \$34,022 (March 31, 2020 - \$ 66,739). During the year ended March 31, 2021, the Company has written-off office equipment having net book value of \$Nil (Gross block of \$992; accumulated depreciation of \$ 992). During the year ended March 31, 2020, the Company had scrapped its signage having net book value of \$72,091 (Gross block of \$172,022; accumulated depreciation of \$ 99,931)

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16. SOFTWARE

	As at	
	March 31, 2021	March 31, 2020
Cost	75,848,251	74,135,502
Less: Accumulated amortization	(68,650,436)	(67,174,643)
Total	7,197,815	6,960,859

Amortization expense for the year ended March 31, 2021 amounted to \$3,839,320 (March 31, 2020 - \$ 4,953,785). During the year, the Company had capitalised amortisation amounted to \$ 10,299 under Intangible assets under development and expensed \$ 3,829,021 to statement of income and retained earnings. During the year ended March 31, 2021, the Company has written off software having net book value of \$Nil (Gross block of \$2,363,529; accumulated depreciation of \$ 2,363,529).

17. LEASEHOLD IMPROVEMENT

	As at	
	March 31, 2021	March 31, 2020
Cost	84,782	84,782
Less: Accumulated depreciation	(40,509)	(18,372)
Total	44,273	66,410

Depreciation expense for the year ended March 31, 2021 amounted to \$22,137 (March 31, 2020 - \$15,451).

18. CUSTOMER RELATIONSHIP INTANGIBLES

	As at	
	March 31, 2021	March 31, 2020
Cost	20,710,000	20,710,000
Less: Accumulated amortization	(20,710,000)	(19,156,750)
Total	-	1,553,250

Amortization expense for the year ended March 31, 2021 amounted to \$1,553,250 (March 31, 2020 - \$2,071,000).

19. ACCOUNTS PAYABLE

	As at	
	March 31, 2021	March 31, 2020
Accounts payable		
Due to related parties	539,606	659,951
Other payables	843,983	916,031
Total	1,383,589	1,575,982

20. OTHER CURRENT LIABILITIES

	As at	
	March 31, 2021	March 31, 2020
Indirect tax payable	588,259	568,808

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Provision for employee benefits	1,111,202	1,260,838
Other liabilities	201,084	156,906
Total	1,900,545	1,986,552

21. OTHER NON-CURRENT LIABILITIES

	As at	
	March 31, 2021	March 31, 2020
Lease equalisation reserve	228,977	436,086
Total	228,977	436,086

22. SHARE CAPITAL

	As at	
	March 31, 2021	March 31, 2020
Authorization		
Unlimited common shares		
Issued: 600,000 common shares issued at \$ 62.5	37,500,000	37,500,000
Total	37,500,000	37,500,000

23. RETAINED EARNINGS

	As at	
	March 31, 2021	March 31, 2020
Retained earnings, beginning of the year	9,847,621	10,348,732
Add: Profit earned during the year	15,382,166	13,298,889
Less: Dividend distributed during the year	-	(13,800,000)
Total	25,229,787	9,847,621

During the year ended March 31, 2020, interim dividend of \$ 13,800,000 was paid to parent company. Withholding tax thereon amounting to \$2,070,000 was deposited with the government within the due dates prescribed by the Canada Revenue Agency (“CRA”).

24. FINANCIAL INSTRUMENTS

In the normal course of business, the Company is exposed to financial risks that may potentially impact its operating results. The Company employs risk management strategies with a view to mitigating these risks on a cost-effective basis.

Credit risk

Financial instruments that potentially subject the Company to credit risk consist of cash equivalents and accounts receivable. The carrying amount of assets included on the balance sheet represents the maximum credit exposure.

Cash equivalents consist mainly of short-term investments, such as bank deposits. No asset-backed commercial paper products were held. The Company has deposited the cash equivalents with a reputable financial institution, from which management believes the risk of loss to be remote.

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The Company's accounts receivable is from customers engaged in the fund management sector. As at March 31, 2021, top five customers accounted for 81% [March 31, 2020 – top five customers accounted for 86%] of the accounts receivable.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Certain of the Company's purchases are denominated in U.S. dollars & Great Britain Pounds. As of March 31, 2021, the accounts payable and accrued liabilities denominated in U.S. dollars amounted to USD 113,530; and in Great Britain Pound amounted to GBP 4,514 [March 31, 2020 – USD 53,270, GBP 24,209].

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulties in meeting obligations associated with financial liabilities. Accounts payable are primarily due within 90 days and will be satisfied from current working capital.

25. REVENUE FROM OPERATIONS

Revenue stream	Year ended	
	March 31, 2021	March 31, 2020
Application service provider (ASP) service – Transfer agency	36,308,322	35,367,058
Development service	9,205,096	12,104,797
License service	2,740,489	4,036,039
Time and material service	1,127,494	1,059,052
Other services	4,938,730	4,750,163
Total	54,320,131	57,317,109

26. OTHER INCOME

	Year ended	
	March 31, 2021	March 31, 2020
Interest income from bank deposits	119,309	186,482
Interest income from related party loan advanced	45,394	41,310
Interest income from others	1,970	6,752
Total	166,673	234,544

27. EMPLOYEE FUTURE BENEFITS

The Company sponsors pension arrangements for substantially all its employees through defined contribution plans. The Company makes regular contributions to the employees' individual accounts, which are administered by a plan trustee, in accordance with the plan documents. The cost of this plan, which is expensed as incurred, amounted \$438,567 for the year ended March 31, 2021. [March 31, 2020: \$390,814.]

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28. GOVERNMENT ASSISTANCE

In response to the negative economic impact of COVID-19, the Government of Canada announced the Canada Emergency Wage Subsidy program in April 2020 (“CEWS”). CEWS provides a wage subsidy on eligible remuneration to eligible employers based on certain criteria. During the year ended March 31, 2021, the Company assessed its eligibility related to CEWS and determined that it qualified for this subsidy. Accordingly, the Company applied for and received \$2,401,178 for the year ended March 31, 2021. This subsidy has been recorded as a reduction to the eligible remuneration expense incurred by the Company during this period. The Company intends to apply for the CEWS in subsequent application periods, subject to continuing to meet the applicable qualification criteria.

29. INCOME TAX

A reconciliation of income taxes at Canadian statutory rates with the reported income taxes is as follows:

	Year ended	
	March 31, 2021	March 31, 2020
Statutory federal and provincial income tax rates	26.5%	26.5%
Expected taxes on income	5,697,564	4,850,672
<u>Increase in income taxes resulting from</u>		
Non-deductible items	1,509	14,385
True-up of prior year future tax asset	269,117	-
True-up of tax provision	46,984	3,274
Others	102,902	137,204
Provision for income taxes	6,118,076	5,005,535

The income tax effects of temporary differences that gave rise to significant portions of the future income tax assets and future income tax liabilities were as follows:

	As at	
	March 31, 2021	March 31, 2020
Future income tax assets		
Deferred rent	115,547	157,125
Customer relationship intangible	1,619,883	727,821
Total	1,735,430	884,946
Future income tax liabilities		
Computers and software	2,002,646	832,952
Total	2,002,646	832,952
Net future tax (liabilities) assets	(267,216)	51,994

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30. COMMITMENTS AND CONTINGENCIES

The Company has operating leases for its office premises. The annual minimum payments under the operating leases are as follows:

	<u>Amount (\$)</u>
March 31, 2022	1,325,042
March 31, 2023	1,347,647

31. RELATED PARTY TRANSACTIONS**A. Related parties:**

- a. Larsen & Toubro Infotech Limited, India - parent company
- b. Larsen & Toubro Infotech Limited., UK – branch of Larsen & Toubro Infotech Limited., India
- c. Larsen & Toubro Infotech Limited., USA – branch of Larsen & Toubro Infotech Limited., India
- d. Larsen & Toubro Infotech Canada Limited – fellow subsidiary
- e. L&T Technology Services Limited - fellow subsidiary
- f. L&T Infotech S De RL DE CV (“LTIL Mexico”) – affiliate company

B. Summary of transactions with related parties are as follows:

		Year ended	
		<u>March 31, 2021</u>	<u>March 31, 2020</u>
Expenses reimbursed by:			
Larsen & Toubro Infotech Canada Limited	\$	555,235	607,491
L&T Technology Services Limited	\$	8,208	7,971
Expenses reimbursed to:			
Larsen & Toubro Infotech Canada Limited.	\$	72,177	76,285
Larsen & Toubro Infotech Limited., India	\$	133,556	-
Larsen & Toubro Infotech Limited., USA	\$	101,475	44,251
Larsen & Toubro Infotech Limited., UK	\$	38,896	53,181
Procurement of goods/services			
Larsen & Toubro Infotech Canada Limited	\$	645,963	298,253
Larsen & Toubro Infotech Limited., India	\$	6,008,622	6,540,133
Larsen & Toubro Infotech Limited., USA	\$	488,498	138,212
Related party loan advanced			
Larsen & Toubro Infotech Canada Limited	\$	14,500,000	-
Related party loan repaid			
LTIL Mexico	\$	690,000	160,000
Larsen & Toubro Infotech Canada Limited	\$	14,500,000	-
Interest income			
LTIL Mexico	\$	30,735	41,310

L&T Infotech Financial Services Technologies Inc.

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Larsen & Toubro Infotech Canada Limited	\$	14,659	-
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Dividend distributed

Larsen & Toubro Infotech Limited, India	\$	-	13,800,000
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These transactions are under normal credit terms and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The following balances are due to (due from) related parties and are non-interest bearing:

	As at	
	March 31, 2021	March 31, 2020
Larsen & Toubro Infotech Limited, USA	30,205	11,106
Larsen & Toubro Infotech Canada Limited	(60,340)	3,603
Larsen & Toubro Infotech Limited, India	502,438	601,987
L&T Technology Services Limited	(684)	(2,052)
Larsen & Toubro Infotech Limited, UK	7,911	40,995
LTIIL Mexico	(198)	(741,255)

Parent guarantee: Larsen & Toubro Infotech Ltd., India (Parent) had provided guarantee to one of the customers of the Company till January 01, 2021. The obligation of Larsen & Toubro Infotech Limited, India was limited in aggregate to the amount of \$ 70,000,000. As of March 31, 2021, the guarantee is expired.

32. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the presentation adopted in the current period. The reclassification has no impact on the reported net income and retained earnings.

33. RISKS AND UNCERTAINTIES

The extent of the impact of coronavirus (COVID 19) outbreak on operations of the Company will depend on future developments, including the duration and spread of the outbreak, related advisories and restrictions, government actions, the impact on financial markets and the overall economy, all of which are highly uncertain and cannot be predicted.

34. SUBSEQUENT EVENTS

The Company evaluated all events and transactions that occurred after March 31, 2021 through April 30, 2021; the date the financial statements are issued. Based on the evaluation, the Company is not aware of any events or transactions, that would require recognition or disclosure in the financial statements.

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Larsen and Toubro Infotech South Africa (Pty) Ltd

Opinion

We have audited the annual financial statements of Larsen and Toubro South Africa (Pty) Ltd set out on pages 7 to 18, which comprise the statement of financial position as at 31 March 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the annual financial statements, including a summary of significant accounting policies.

In our opinion, the annual financial statements present fairly, in all material respects, the financial position of Larsen and Toubro Infotech South Africa (Pty) Ltd as at 31 March 2021, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act 71 of 2008.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the annual financial statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of annual financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises the Directors' Report as required by the Companies Act 71 of 2008 of South Africa, which we obtained prior to the date of this report. Other information does not include the annual financial statements and our auditor's report thereon.

Our opinion on the annual financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the annual financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Annual Financial Statements

The directors are responsible for the preparation and fair presentation of the annual financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act 71 of 2008, and for such internal control as the directors determine is necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing 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 annual financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual 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, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors 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 have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors* issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

Levitt Kirson

Levitt Kirson
Per M Botha
Chartered Accountant (SA)
Registered Auditor
Johannesburg
30 April 2021

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD
(Registration number 2011/007226/07)
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021

Issued: 30 April 2021

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

General Information

Country of incorporation and domicile	South Africa
Nature of business and principal activities	Providing IT & outsourcing support & all other related IT services to the customers in South Africa.
Directors	Mr. Ravindra Pravin Desai Ms Geeta Desai Mr. Pule Moiloa Mr. Sudhir Chaturvedi
Registered office	First Floor Rosebank Towers 15 Biermann Avenue Rosebank Johannesburg Gauteng 2196
External auditors	Levitt Kirson Chartered Accountants (SA) Registered Auditors
Business address	4th Floor, Aloe Grove Houghton Estate Office Park 2 Osborn Road Houghton 2198
Postal address	PO Box 225 Highlands North 2037
Registration number	2011/007226/07
Bankers	ABSA

Compliance statement by the corporate secretary

The Secretarial Agent, Kilgetty Statutory Services (Pty) Ltd certifies that, according to company records, the Company has lodged with the Registrar of Companies all such returns as are required of a company in terms of the Companies Act 2008 and that all such returns are true, correct and up to date in respect of the reporting period ended 31 March 2021.

Financial Statements

The financial statements were externally prepared by Levitt Kirson Business Services (Pty) Ltd.

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021.

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The directors are required in terms of the Companies Act of South Africa, 2008 to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is their responsibility to ensure that the annual financial statements fairly present the state of affairs of Larsen & Toubro Infotech South Africa (Pty) Ltd as at the end of the financial period and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the annual financial statements.

The annual financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and places considerable importance on maintaining a strong control environment.

To enable these responsibilities, the directors set standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash flow forecast for the year ended 31 March 2021 and, in the light of this review and the current financial position, they are satisfied that the company has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently reviewing and reporting on the company's annual financial statements. The annual financial statements have been examined by the company's external auditors and their report is presented herewith.

The annual financial statements have been prepared on the going concern basis, were approved by the directors on 30 April 2021 and were signed on its behalf by:

Sudhir Chaturvedi
Director

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021.

Directors Report

The directors submit their report for the period ended 31 March 2021.

1. Incorporation

The company was incorporated on 5th April 2011 and obtained its certificate to commence business on the same day. 2012 was the first year of operation for the company, with operations beginning on 1st December 2012.

2. Review of activities

The company is engaged in providing IT & outsourcing support & all other related IT services to the customers in South Africa.

3. Events after the reporting period

There were no significant events that occurred in the Company since the end of the financial year to the date of this report.

4. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that the company will continue to receive the support of its related companies and that the realisation of assets and settlement of liabilities will occur in the ordinary course of business.

5. Authorised and issued share capital

During the year under review, the company bought back 77 600 shares, with total issued share capital of 366 125 (2020: 443 725) shares. There are 6 275 unissued authorised shares.

6. Dividends

In order to conserve the resources for future growth, no dividends is recommended for the FY21.

7. Directors

The following persons served as directors during the period under review and to the date of issue of the financial statements:

Mr. Ravindra Pravin Desai	Appointed on the 20th of March 2013
Mr. Sudhir Chaturvedi	Appointed on the 14th of September 2016
Ms. Tamara Naidoo	Resigned effective 28th August 2020
Mr. Pule Moiloa	Appointed on the 14th of August 2019
Ms. Geeta Desai	Appointed on the 1st of October 2020

8. External auditor

Levitt Kirson Chartered Accountants (SA) will continue in office in accordance with section 90 of the Companies Act 71 of 2008.

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Statement of Financial Position At 31 March 2021

	Notes	2021 R	2020 R
Assets			
Non-Current Assets			
Deferred taxation	2	394,671	697,041
		<u>394,671</u>	<u>697,041</u>
Current Assets			
Cash and cash equivalents	3	13,883,756	15,867,661
Trade and other receivables	4	16,757,197	17,186,939
Current tax receivable		194,514	-
		<u>30,835,468</u>	<u>33,054,601</u>
Total Assets		<u>31,230,139</u>	<u>33,751,641</u>
Equity and Liabilities			
Equity			
Stated capital	5	366,125	443,725
Accumulated profit		22,262,652	9,302,395
Total Equity		<u>22,628,777</u>	<u>9,746,120</u>
Liabilities			
Current Liabilities			
Trade and other payables	6	8,601,363	23,909,262
Current tax payable		-	96,259
Total Liabilities		<u>8,601,363</u>	<u>24,005,521</u>
Total Equity and Liabilities		<u>31,230,139</u>	<u>33,751,641</u>

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Statement of Comprehensive Income

	Notes	2021 R	2020 R
Revenue	7	65,332,510	45,558,841
Cost of sales		<u>(42,127,859)</u>	<u>(28,805,490)</u>
Gross profit		23,204,652	16,753,351
Other income		227,782	9,187
Interest received	8	869,795	1,003,622
Operating expenses		<u>(2,966,758)</u>	<u>(14,135,729)</u>
Operating profit		21,335,471	3,630,431
Finance costs		-	-
Profit before taxation		21,335,471	3,630,431
Taxation	9	<u>(6,214,830)</u>	<u>(1,028,538)</u>
Profit for the year		<u>15,120,641</u>	<u>2,601,893</u>

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Statement of changes in equity

	Accumulated profit R	Stated capital capital R	Total equity R
Balance at 31 March 2019	6,700,502	443,725	7,144,227
Profit for the year	2,601,893	-	2,601,893
Balance at 31 March 2020	9,302,395	443,725	9,746,120
Share buy back during the year	(2,160,384)	(77,600)	(2,237,984)
Profit for the year	15,120,641	-	15,120,641
Balance at 28 February 2021	22,262,652	366,125	22,628,777
Note		5	

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Statement of Cash Flows

	Notes	2021 R	2020 R
Cash flows (utilised in) generated from operating activities			
Cash used in operations	10	5,587,519	(7,090,555)
Interest received	8	869,795	1,003,622
Income taxes paid	11	<u>(6,203,234)</u>	<u>610,058</u>
Net cash from operating activities		<u>254,079</u>	<u>(5,476,875)</u>
Cash flows utilised in financing activities			
Net movement in share capital		(77,600)	-
Share buy back during the year		<u>(2,160,384)</u>	<u>-</u>
Net cash from financing activities		<u>(2,237,984)</u>	<u>-</u>
Total cash movement for the year		(1,983,905)	(5,476,875)
Cash at the beginning of the year		<u>15,867,661</u>	<u>21,152,017</u>
Total cash at end of the year	3	<u>13,883,756</u>	<u>15,867,661</u>

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Accounting Policies

1. Presentation of Annual Financial Statements

The annual financial statements have been prepared in accordance with International Financial Reporting Standards and the Companies Act of South Africa. The annual financial statements have been prepared on the historical cost basis, except for those assets and liabilities stated at fair value, and incorporate the principal accounting policies set out below. They are presented in South African Rands.

1.2 Financial instruments

Initial recognition and measurement

Financial instruments are recognised initially when Larsen and Toubro Infotech South Africa (Pty) Ltd becomes a party to the contractual provisions of the instruments.

Larsen and Toubro Infotech South Africa (Pty) Ltd classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit and loss, any directly attributable transaction costs, except as described below. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Cash and cash equivalents comprise cash balances and call deposits.

Trade and other payables are classified according to the substance of the contractual arrangements entered into.

1.3 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to issue of ordinary shares are recognised as a deduction from equity.

1.4 Income Taxation

Income tax on the profit or loss for the period comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income, in which case it is recognized in equity or other comprehensive income.

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Accounting Policies

1.4 Income Taxation (continued)

Current tax

Current tax represents the expected tax payable on taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustments to tax payable in respect of previous reporting periods.

Deferred tax

Deferred tax is recognised in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying values for the financial reporting purposes. Deferred tax is not recognised for the following temporary differences:

- the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and
- differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously. A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

1.5 Provisions and contingencies

Provisions are recognised when:

- Larsen and Toubro Infotech South Africa (Pty) Ltd has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the obligation.

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset.

The amount recognised for the reimbursement shall not exceed the amount of the provision.

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Accounting Policies

1.5 Provisions and (continued)

Provisions are not recognised for future operating losses.

If an entity has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision.

1.6 Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents the amounts receivable for goods and services provided in the normal course of business, net of trade discounts and volume rebates.

1.7 Adoption of New and Revised Standards

A number of new standards, amendments to standards and interpretations are not yet effective for the period ended 31 March 2021, and have not been applied in preparing these financial statements:

		Effective years beginning on or after:
• IFRS 1	First time adoption of IFRS	1 January 2022
• IFRS 9	Financial instruments- Annual improvements to IFRS standards 2018-2020	1 January 2022
• IAS 1	Presentation of financial financial statements	1 January 2023
• IAS 8	Accounting policies, changes in accounting estimates and errors	1 January 2023
• IAS 37	Provisions, contingent liabilities and contingent assets	1 January 2022

The directors anticipate that all of the above Standards and Interpretations will be adopted in the financial statements of the period in which they become effective and that their adoption will have no material impact on the financial statements in the period of initial application.

1.8 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

Management has not made any judgements or assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Notes to the Annual Financial Statements

	2021	2020
2. Deferred tax		
Provision for doubtful debt	212,387	526,609
Provision for expenses	74,844	87,126
Provision for leave pay	55,324	60,319
Provision for employee benefits	50,810	(21,362)
Unearned revenue	1,913	
Prepayments	(606)	-
Tax losses available for set off against future taxable income	-	44,349
	<u>394,672</u>	<u>697,041</u>
Reconciliation of deferred tax asset		
At the beginning of the year	697,041	994,318
Deductible temporary difference movement on provision for doubtful debt	(314,222)	(39,854)
Taxable (deductible) temporary difference movement on provision for employee benefits	72,172	(21,362)
Deductible temporary difference movement on provision for expenses	(12,282)	(208,201)
Deductible temporary difference movement on provision for leave pay	(4,995)	(41,300)
Deductible temporary difference movement on unearned revenue	1,913	
Taxable temporary difference movement on prepayments	(606)	13,440
Decrease in tax loss available for set off against future taxable income	(44,349)	-
	<u>394,672</u>	<u>697,041</u>
3. Cash and cash equivalents		
Cash and cash equivalents consist of:		
Current accounts	1,703,537	2,238,730
Fixed deposits and call accounts	12,180,219	13,628,932
	<u>13,883,756</u>	<u>15,867,661</u>
4. Trade and other receivables		
Financial instruments:		
Trade receivables	17,667,328	5,942,385
Provision for doubtful debt	(1,011,367)	(2,507,666)
Deposits	-	61,500
Other receivables	99,071	13,690,720.19
Non-financial instruments:		
Prepayments	2,165	-
Total trade and other receivables	<u>16,757,197</u>	<u>17,186,939</u>

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Notes to the Annual Financial Statements**4. Trade and other receivables (continued)**

Exposure to credit risk

Trade receivables inherently expose the company to credit risk, being the risk that the company will incur financial loss if customers fail to make payments as they fall due.

In order to mitigate the risk of financial loss from defaults, the company only deals with reputable customers with consistent payment histories. Each customer is analysed individually for credit-worthiness before terms and conditions are offered. The exposure to credit risk and the credit-worthiness of customers is continuously monitored.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

The company's historical credit loss experience does not show significantly different loss patterns for different customer segments. The provision for credit losses is therefore based on past due status without disaggregating into further risk profiles.

The loss allowance provision is determined as follows:

	2021	2021	2020	2020
	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)
Not past due: 88.48% (2020: 24.49%)	15,717,305	-	1,457,339	-
Less than 60 days past due: 5.48% (2020: 14.2%)	974,100	-	845,484	-
61 - 90 days past due: 0% (2020: 1.19%)	-	-	70,840	-
91 - 180 days past due: 0% (2020: 2.03%)	-	-	121,063	-
181 - 1 year past due: 0.34% (2020: 15.94%)	60,038	-	948,642	-
More than 1 year past due: 5.69% (2020: 42.38%)	1,011,367	(1,011,367)	2,507,666	(2,507,666)
Total	17,762,810	(1,011,367)	5,951,034	(2,507,666)

2021

2020

5. Stated capital**Authorised**

450 000 ordinary shares at no par value

Issued

366 125 (2020: 443 725) ordinary shares at no par value

366,125

443,725

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Notes to the Annual Financial Statements

	2021	2020
6. Trade and other payables		
Financial instruments:		
Trade payables	6,053,640	20,275,892
Accruals	774,563	2,699,425
Non-financial instruments:		
Value-added taxation	1,773,160	933,945
Total trade and other payables	<u>8,601,363</u>	<u>23,909,262</u>
7. Revenue		
Revenue from contracts with customers		
Rendering of services	<u>65,332,510</u>	<u>45,558,841</u>
8. Interest received		
Bank	869,795	969,294
Other	-	34,328
	<u>869,795</u>	<u>1,003,622</u>
9. Taxation		
Major components of income tax		
SA Normal tax		
Current year	5,912,461	727,646.00
Prior year underprovision	-	3,616
Deferred tax	302,370	297,277
	<u>6,214,830</u>	<u>1,028,538</u>
Reconciliation of the tax expense		
Reconciliation between applicable tax rate and average effective tax rate		
Accounting profit	21,335,471	3,630,431
Tax at the applicable tax rate of 28% (2019: 28%)	5,973,932	1,016,522
Tax effects of adjustments on taxable income		
Prior year underprovision	-	3,616
Non-deductible donations	244,919	8,400
Estimated tax loss	(4,021)	
	<u>6,214,830</u>	<u>1,028,538</u>

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Notes to the Annual Financial Statements

	2021	2020
10. Cash generated from (utilised in) operations		
Profit before taxation	21,335,471	3,630,431
Adjustments for:		
Interest received	(869,795)	(1,003,622)
Changes in working capital:		
Trade and other receivables	429,742	1,176,764
Trade and other payables	(15,307,899)	(10,894,128)
	<u>5,587,519</u>	<u>(7,090,555)</u>
11. Tax paid		
Opening balance	(96,259)	1,437,580
Tax charge	(5,912,461)	(731,262)
Closing balance	(194,514)	(96,259)
Tax refundable (paid)	<u>(6,203,234)</u>	<u>610,058</u>
12. Related party transactions		
12.1 Identity of related parties		
Larsen and Toubro Infotech South Africa (Pty) Ltd is a joint venture between Larsen & Toubro Infotech Limited and Rossex Investments (Pty) Ltd in ration of 69.58%: 30.42% (2020- 74.9% : 25.1%), respectively. Larsen and Toubro Infotech Limited is a South African branch of Larsen and Toubro Infotech Limited.		
Larsen and Toubro Infotech South Africa (Pty) Ltd and Larsen & Toubro Infotech Limited (Branch) are related parties in South Africa.		
12.2 Balances payable to /receivable from related parties		
Inter-group receivables	-	-
Inter-group payables	(5,777,577)	(20,105,088)
	<u>(5,777,577)</u>	<u>(20,105,088)</u>

Inter-group receivable, relates to sales made by Larsen and Toubro Infotech South Africa (Pty) Ltd to Larsen & Toubro Infotech Limited (Branch). Inter-group payable, relates to expenses to be paid by Larsen and Toubro Infotech South Africa (Pty) Ltd to Larsen and Toubro Infotech Limited (Branch), Larsen and Toubro Infotech Limited (India) and Larsen and Toubro Infotech (UK Branch).

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

Notes to the Annual Financial Statements

	2021	2020
12.3 Transactions with related parties		
Inter-group service income (Larsen & Toubro Infotech Ltd (Branch))	5,576,193	17,570,203
Inter-group training cost (Larsen & Toubro Infotech Ltd (India))	-	-
Inter-group marketing cost (Larsen & Toubro Infotech Ltd (Branch))	(1,748,064)	(3,665,273)
Inter-group on-site support fees (Larsen & Toubro Infotech Ltd (Branch))	(7,968,502)	(11,037,169)
Inter-group on-site support fees (Larsen & Toubro Infotech Ltd (India))	(26,670,720)	(2,673,280)
Inter-group marketing cost(Larsen & Toubro Infotech Ltd (India))	-	(1,807,547)
Inter-group marketing cost(Larsen & Toubro Infotech Ltd (UK Branch))	(275,698)	(318,571)
Inter-group commission (Larsen & Toubro Infotech Ltd (India))	-	-
	<u>(31,086,791)</u>	<u>(1,931,637)</u>
12.4 Transactions with key management personnel		
Director's fees		
Mr. Pule Moilola	240,000	151,333
Ms. Geeta Desai	60,000	-
	<u>300,000</u>	<u>151,333</u>

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

Financial Statements for the year ended 31 March 2021

DETAILED INCOME STATEMENT

	Notes	2021 R	2020 R
Revenue			
Services income	7	65,332,510	45,558,841
Cost of sales			
Direct Cost		42,127,859	28,805,490
Gross profit		23,204,652	16,753,351
Other income			
Foreign exchange differences		227,782	9,187
Interest received	8	869,795	1,003,622
		1,097,577	1,012,809
Gross Income		24,302,229	17,766,160
Expenses		2,966,758	14,135,729
Operating expenses			
Accounting fees		27,443	52,294
Audit fees		72,000	80,000
Bank charges		23,858	35,327
Donations		1,039,710	30,000
Directors fees		300,000	151,333
Doubtful debt		(414,204)	(189,777)
Expected credit loss		(48,847)	145,647
Foreign exchange differences		-	331,683
Insurance		141,088	-
Inter group services expense		275,697	318,792
Office expenses		279,056	24,154
Professional fees		771,064	552,075
Marketing costs		-	42,500
Recruitment expenses		-	1,635
Salary to non- billable staff		452,099	12,200,580
Staff welfare		23,672	165,912
Training		24,122	193,575
Operating profit		21,335,471	3,630,431
Finance cost		-	-
Profit before taxation		21,335,471	3,630,431
Taxation	9	(6,214,830)	(1,028,538)
Profit for the year		15,120,641	2,601,893

The supplementary information presented does not form part of the annual financial statements

LARSEN AND TOUBRO INFOTECH SOUTH AFRICA (PTY) LTD

(Registration number 2011/007226/07)

Financial Statements for the year ended 31 March 2021

Tax Reference number: 9204/345/18/6

Tax Computation

	2021
Net loss per income statement	21,335,471
Permanent differences (Non-deductible/Non-taxable)	
Donations not in terms of section 18 A	874,710
Temporary differences	(1,094,249)
Provision for expenses - prior year	(311,165)
Provision for expenses - current year	267,300
Provision for leave pay - prior year	(215,426)
Provision for leave pay - current year	197,584
Provision for employee benefits- prior year	(96,447)
Provision for employee benefits- current year	181,465
Prepaid expenditure not limited by s23 h - prior year	-
Prepaid expenditure not limited by s23 h - current year	(2,165)
Unearned revenue- prior year	-
Unearned revenue- current year	6,831
Provision for doubtful not deductible - prior year	(2,507,666)
Provision for doubtful not deductible - current year	1,011,367
Allowance for doubtful debt - prior year	626,916
Allowance for doubtful debt - current year	(252,842)
Taxable profit for the year	21,115,932
Taxation thereon @ 28%	5,912,461
Tax liability	
Amount payable at the beginning of year	96,259
First provisional payment	(2,310,536)
Second provisional payment	(3,892,698)
Interest receivable and prior year adjustments	-
Tax refunded during the year	-
Tax provision for the current year	5,912,461
Tax refundable at the end of the year	<u>(194,514)</u>

The supplementary information presented does not form part of the annual financial statements

L&T INFORMATION TECHNOLOGY SERVICES (SHANGHAI) CO. LTD.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

L&T INFOTECH TECHNOLOGY SERVICES (SHANGHAI) CO. LTD.**DIRECTORS' REPORT**

Dear Members,

It's a pleasure in presenting their annual report and Audited Accounts for the year ended December 31, 2020.

1. Financial Highlights:

Particulars	2020	2019
	CNY	CNY
Total Income	22,731,132	20,381,797
Total Expenditure	21,927,098	19,874,853
Operating Profit / (Loss)	804,032	506,944
Add: Non-operating income	70,387	20,778
Less: Non-operating expenses	(116,600)	302,025
Profit / (Loss) before Tax	991,022	225,697
Less : Tax	(193,342)	
Net Profit / (Loss) after Tax	1,184,364	225,697
Add: Balance b/f from previous year	(2,533,238)	(2,758,935)
Balance available for disposal which directors appropriate as follows:	-	-
Dividend	-	-
Transfer to Reserves	-	-
Balance to be carried forward	(1,348,874)	(2,533,238)

2. Capital Expenditure:

As at December 31 2020, the gross fixed and intangible assets including leased Assets, stood at CNY 79,141 and the net fixed and intangible assets, including leased assets, at CNY 48,153. Capital Expenditure during the year amounted to CNY 40,619.

3. State of Company Affairs / Business Prospects:

The gross sales and other income for the financial year under review were CNY 22,731,132 as against CNY 20,381,797 for the previous financial year. The profit before tax from continuing operations including extraordinary and exceptional items was CNY 804,032 and the profit after tax from continuing operations including extraordinary and exceptional items of CNY 1,184,364 for the financial year under review as against CNY 506,944 and CNY 225,697 respectively for the previous financial year.

4. Dividend:

The Directors did not propose payment of any dividend during the year.

5. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

6. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

7. Details of Directors and Key Managerial Personnel appointed/resigned during the year:

Effective March 13, 2020, Mr. Deepak Khosla has been appointed as Sole Managing Director of the Company, replacing Mr. Sameer Satpute.

8. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

9. Auditors:

M/s Shanghai Shunda Certified Public Accountants Co., Ltd are the auditors of the Company. They will continue to be auditors of the Company for the ensuing financial year.

10. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

11. Acknowledgement

Your Directors acknowledge the invaluable support extended by the Government authorities in China and take this opportunity to thank them as well as the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

**For and on behalf of the Board
L&T Information Technology Services (Shanghai) Co. Ltd**

**Deepak Khosla
Director**

Date : 30th April 2021
Place : Mumbai

L&T Information Technology Services (Shanghai) Co., Ltd.
AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Independent Auditor's Report

**To the Shareholders of L&T Information Technology Services (Shanghai) Co., Ltd.
(Incorporated in the People's Republic of China with limited liability)**

Opinion

We have audited the financial statements of L&T Information Technology Services (Shanghai) Co., Ltd. (the Company), which comprise:

the statement of financial position as at December 31, 2020, the statement of comprehensive income, statement of changes in equity, and statement of cash flows for the year then ended; and notes to the financial statements.

In our opinion the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with The Accounting Standards for Business Enterprises.

Basis for Opinion

We conducted our audit in accordance with China Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Accounting Standards for Business Enterprises and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level assurance, but is not a guarantee that an audit conducted in accordance with China Auditing Standards will always detect a material

L&T Information Technology Services (Shanghai) Co., Ltd.
 AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

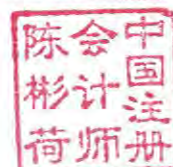
During the process of our audit in accordance with China Auditing Standards, we exercise professional judgment and maintain professional skepticism. We also:

- (1) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (2) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- (3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (4) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (5) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

The accompanying financial statements have been prepared solely to enable the holding company to prepare financial statements and not to report on L&T Information Technology Services (Shanghai) Co., Ltd. as a separate entity.

Shanghai Shunda Certified Public Accountants Co., Ltd
 Shanghai 200012, P. R. China
 30 April 2021



L&T Information Technology Services (Shanghai) Co., Ltd.
 STATEMENT OF FINANCIAL POSITION
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note 5	31 December 2020 (CNY)	31 December 2019 (CNY)
Current assets			
Cash and cash equivalents	1	2,160,554.44	925,389.94
Accounts receivable	2	3,880,892.73	18,940,821.06
Other receivables	3	2,500.00	184,979.09
Other current assets	4	89,376.58	-
Total current assets		6,133,323.75	20,051,190.09
Non-current assets			
Fixed assets-cost	5	48,152.58	15,339.21
Deferred tax assets		1,416,332.21	-
Total non-current assets		1,464,484.79	15,339.21
TOTAL ASSETS		<u>7,597,808.54</u>	<u>20,066,529.30</u>
LIABILITIES AND SHAREHOLDERS' EQUITY			
Equity attributable to equity shareholders of the Company			
Current liabilities			
Advances		-	10,295,586.84
Accrued payroll	6	291,601.91	236,609.40
Tax payable	7	333,824.85	678,514.00
Other payables	8	7,246,456.28	10,314,257.95
Total current liabilities		<u>7,871,883.04</u>	<u>21,524,968.19</u>
Total non-current liabilities		=	=
Equity attributable to equity shareholders of the Company			
Paid-in capital(Share capital)	9	1,074,799.00	1,074,799.00
Undistributed profits	10	(1,348,873.50)	(2,533,237.89)
Total Equity		<u>(274,074.50)</u>	<u>(1,458,438.89)</u>
TOTAL LIABILITIES AND SHAREHOLDERS'		<u>7,597,808.54</u>	<u>20,066,529.30</u>

L&T Information Technology Services (Shanghai) Co., Ltd.
 STATEMENT OF INCOME
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note 5	FY2020 (CNY)	FY2019 (CNY)
Revenue	11	22,731,131.90	20,381,797.02
Less: Total Operating cost		21,927,097.58	19,874,853.12
incl: Operating cost	12	239,188.00	-
Business tax and surcharges	13	137,095.16	68,047.59
Selling expenses		6,876.31	-
General and administrative expenses		21,469,342.75	19,637,233.97
Financial expenses		74,595.36	169,571.56
Gross Profit		<u>804,034.32</u>	<u>506,943.90</u>
Add: Non-operating income		70,387.42	20,777.90
Less: Non-operating expenses		(116,600.32)	302,024.64
Profit before tax		<u>991,022.06</u>	<u>225,697.16</u>
Less: Income tax		(193,342.33)	-
Profit for the year		<u>1,184,364.39</u>	<u>225,697.16</u>

L&T Information Technology Services (Shanghai) Co., Ltd.
STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Share capital (CNY)	Accumulated losses (CNY)	Total attributable to equity holders of the Company (CNY)
Changes in equity for 2020			
Balance at 1 January 2020	1,074,799.00	(2,533,237.89)	(1,458,438.89)
Total comprehensive income for the year	-	1,184,364.39	1,184,364.89
Balance at 31 December 2020	<u>1,074,799.00</u>	<u>(1,348,873.50)</u>	<u>(274,074.50)</u>
Changes in equity for 2019			
Balance at 1 January 2019	1,074,799.00	(2,758,935.05)	(1,684,136.05)
Total comprehensive income for the year		225,697.16	225,697.16
Balance at 31 December 2019	<u>1,074,799.00</u>	<u>(2,533,237.89)</u>	<u>(1,458,438.89)</u>

L&T Information Technology Services (Shanghai) Co., Ltd.
STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	FY2020 (CNY)	FY2019 (CNY)
Cash received from sale of goods or rendering of services	29,021,675.56	25,065,223.55
Receipts of tax refunds	-	-
Other cash received relating to operating activities	60,403.24	22,183.10
Sub-total of cash inflows	<u>29,082,078.80</u>	<u>25,087,406.65</u>
Cash paid for goods and services	-	50,260.21
Cash paid to and on behalf of employees	14,784,221.82	10,687,154.23
Payments of all types of taxes	4,715,219.64	744,645.01
Other cash paid relating to operating activities	8,301,572.84	12,844,368.72
Sub-total of cash outflows	<u>27,801,014.30</u>	<u>24,326,428.17</u>
Net cash flows from operating activities	<u>1,281,064.50</u>	<u>760,978.48</u>
Cash received from disposal of fixed assets ,intangible assets & other long-term assets	-	-
Sub-total of cash inflows	-	-
Cash paid to acquire fixed assets ,intangible assets & other long-term assets	45,900.00	16,991.14
Sub-total of cash outflows	<u>45,900.00</u>	<u>16,991.14</u>
Net cash flows from investing activities	<u>(45,900.00)</u>	<u>(16,991.14)</u>
Cash received from capital contribution	-	-
Cash received from borrowings	-	-
Sub-total of cash inflows	=	=
Cash repayments of amounts borrowed	-	-
Cash payments for interest expenses and distribution of dividends or profit	-	-
Sub-total of cash outflows	=	=
Net cash flows from financing activities	=	=
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH	=	=
Net increase in Cash and cash equivalents	<u>1,235,164.50</u>	<u>743,987.34</u>
Add: Cash and cash equivalents of the year beginning	925,389.94	181,402.60
Cash and cash equivalents of the year end	<u>2,160,554.44</u>	<u>925,389.94</u>

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

1. General corporate information

(1) Company profile

L&T Information Technology Services (Shanghai) Co., Ltd. ("the Company") is a wholly owned foreign enterprise incorporated by LARSEN & TOUBRO INFOTECH LIMITED. The Company was registered at Shanghai Administration of Industry and Commerce, and obtained the Business License for Enterprise as No. 9131000069392188J on June 28th 2013. The registered capital is USD 175000 and the residential address for the Company is Room 1317 No. 35 Dingbian Road Jiading Industry Zone Shanghai. The Company has an approved operating period of 10 years.

(2) The Company's approved scope of business operations includes Computer software (video, publication except) design, development, production, sales of own products and provide after sale service, the commission agent products and computer hardware (excluding auction), enterprise management consulting, business information consulting, computer information engineering technical consultation and services, to undertake service outsourcing in system management and maintenance technical support, information management, software development, data processing, (not related to the management of state-run trade goods; involving quota, license management of goods, in accordance with relevant state regulations apply; involving administrative approval, permit to operate).

2. The basis of preparation of financial statements

(1) The basis for the preparation

The financial statements are prepared on a going concern basis. The Company prepare financial statements based on actual transactions and events according to the "Accounting Standards for Business Enterprises - Basic Standards" and other specific accounting standards, guidelines for the application of business accounting standards, explanation on corporate accounting standards and other related regulations (hereinafter collectively referred to "accounting standards for business enterprises").

(2) Going concern

There is no issues that have significant impact on the Company's going concern ability.

3. Significant accounting policies and accounting estimates

3.1 The statements of compliance with the Chinese Accounting Standards for Enterprises.

The financial statements comply with the requirements of the Chinese Accounting Standards for Enterprises; fairly and completely reflect the financial position, operating results, cash flow and relevant information of the company as of reporting period.

3.2 Accounting period

The accounting period of the company is from 1 January to 31 December in calendar year.

3.3 Operating cycle

The company's operating cycle is 12 months.

3.4 Functional currency

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The Company uses CNY as its functional currency

3.5 Recognition of cash and cash equivalents

In the cash flow statement, cash on hand and available-to-pay deposits are recognized as cash. Investments that meet four conditions: short-term (normally matured within 3 months), highly liquid, readily convertible to known cash, little risk of changes in value are recognized as cash equivalents.

3.6 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash and deposits with banks. Cash and cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

3.7 Provision for bad debt of account receivable

(1) Recognition of bad debt:

when one of the following matters occurs, the company shall write off bad debts under the authority approval. The debtor is declared bankrupt, closed and its liquidation property is insufficient to pay off its debts; The debtor dies, and its property or heritage is insufficient to pay off its debts; The debtor is overdue, and there is conclusive evidence to prove that it has been unable to pay off its debts.

(2) Loss of bad debt

The provision for bad debt shall be accrued by the individual recognition method.

3.8 Fixed Assets

(1) Recognition of fixed assets

Fixed assets refer to tangible assets that are held for the purpose of producing goods, providing labor service, renting or business management, and have a useful life of more than one fiscal year. Fixed assets are recognized when both of the following conditions are met:

- a. The economic benefits associated with the fixed assets are likely to flow into the company;
- b. The cost of the fixed asset can be measured reliably

(2) Depreciation method

Depreciation of fixed assets is calculated using the straight-line method, and the depreciation rate is determined based on the type of fixed assets, estimated useful life, and estimated net residual value. If different parts of the fixed assets have different service lives or provide economic benefits to the company in different ways, the company will choose different depreciation rates or depreciation methods and make depreciation separately.

If a fixed asset is leased by a financial lease and the company can reasonably determine that the ownership of the leased asset will be obtained when the lease period expires, depreciation shall be made within the service life of the leased asset; if it cannot be reasonably determined that the ownership of the leased asset can be obtained when the lease period expires, Depreciation is provided for the shorter of the lease term and the remaining useful life of the leased asset.

The depreciation method, depreciation life, salvage value rate and annual depreciation rate of various fixed assets are as follows::

Category	Estimated useful lives	Estimated residual rate	Annual depreciation rate
Office equipments & Electronics	3	0	33.33%

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

(3) Recognition criteria and valuation method for fixed assets acquired under finance leases

Fixed assets acquired under finance leases can be recognized if one of the following situations is specified in the lease agreement signed by the Company and the lessor:

i)The lessor transfers ownership of the assets to the lessee by the end of the lease terms;

ii)The Company has the option to purchase the assets at price which are expected to be so much lower than fair value at the date the option becomes exercisable that, at the inception of the leases, it is reasonably certain that the option will be exercised;

iii)The lease terms account for the majority of the economic lives of the assets, even if titles are not transferred;

iv)At the inception of the leases, the present value of the minimum lease payments amount to at least substantially all of the fair value of the leased assets.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end to ensure that the residual values, period of depreciation and depreciation method are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and bearer biological.

At the inception of the leases, the Company shall recognize the leased assets at the lower of their fair value or the present value of the minimum lease payments and long-term payables at the amounts of the minimum lease payments, and treat the differences between carrying amounts of the leased assets and the long-term payables as unrecognized finance charges.

3.9 Employee benefits

1、 Accounting treatment of short-term remuneration

During the accounting period in which the employees provide services for the company, the company recognizes the actual short-term remuneration as a liability, which is included in the current profit or loss or the cost of related assets.

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair values as at the date of acquisition. Following initial recognition, intangible assets are carried cost less accumulated amortization and accumulated impairment losses, if any.

The social insurance premiums and housing accumulation funds paid by the company for the employees, as well as the labor union funds and employee education funds accrued according to the regulations, shall be calculated according to the provisioned basis and accrual ratios during the accounting period in which the employees provide services for the company to reach the amount of employee compensation.

For employee welfare costs which are non-monetary benefits, if they can be reliably measured, they are measured at fair value.

2、 Accounting treatment methods for post-employment welfare

(1) Defined pension plan

The company pays basic pension insurance and unemployment insurance for employees according to the relevant regulations of the local government. In the accounting period in which the employees provide services for the company, the company shall calculate the amount payable according to the local payment base and proportion, confirm it as a liability, and include them in current profit or loss or related cost of asset.

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

In addition to the basic pension insurance, the company has also established an enterprise annuity payment system (supplementary endowment insurance) in accordance with the relevant policies of the national enterprise annuity system. The company pays fees to the local social insurance institutions according to a certain percentage of the total salary of employees, and the corresponding expenditures are charged to the current profit or loss or the cost of the relevant assets.

(2) Defined benefit plan

Based on the formula determined by the expected cumulative welfare unit method, the company categorizes the welfare benefits arising from the defined benefit plan to the period during which the employee provides the service, which is included in the current profit or loss or the related asset cost.

The deficit or surplus resulting from the current value of the defined benefit plan minus the fair value of the defined benefit plan assets is recognized as a net liability or net asset of the defined benefit plan. If there is a surplus in the defined benefit plan, the company measures the net assets of the defined benefit plan with the lower of the defined benefit plan's surplus and the upper limit of asset.

All defined benefit plan obligations, including obligations expected to be paid within twelve months after the end of the annual reporting period for employees providing services, is discounted based on market yield rate of treasury bond that matches the currency or high quality corporate bonds according to the balance sheet date and period of the defined benefit plan.

Service costs of defined benefit plans and net interest of net assets or liability of defined benefit plans are included in current profit or loss or the cost of related assets; changes in remeasurement of net liabilities or net assets of defined beneficiary plans are included in other comprehensive measures, it will not be transferred back to profit or loss in the subsequent accounting period. When the originally defined benefit plan ends, the part originally included in other comprehensive income will be carried over to the undistributed profit within the scope of equity.

At the settlement of the benefit plan, the difference between the present value of the defined benefit plan obligation and the settlement price determined on the settlement date shall be used to confirm the settlement gain or loss.

3. Accounting treatment for dismissal benefits

When the company cannot withdraw the retirement benefits provided by the dissolution of the labor relationship plan or the reduction proposal unilaterally, or confirm the costs or expenses related to the reorganization of the dismissal benefits (the earlier of which), the company shall confirm the liability from the dismissal welfare benefits and include it in the current profit and loss.

3.10 Revenues

1. General principles of revenue recognition for sales of goods:

The company has transferred the major risks and rewards of ownership of the goods to the purchaser; The company does not retain the right to continue management that is usually associated with ownership, nor does it have effective control over the products that have been sold; The amount of income can be measured reliably; the relevant economic benefits are likely to flow into the company; The relevant costs that have occurred or will occur can be reliably measured.

(1) According to the contract or order, the product revenue is recognized when the ownership and management rights are transferred. After delivery of goods and confirmed by customers, revenue shall be recognized.

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2、 The basis for confirming the income from the transfer of the right to use assets

When the economic benefits associated with the transaction are likely to flow into the company and the amount of income can be measured reliably, the amount of income from the transfer of the right to use the assets is determined in the following situations:

(1) The amount of interest income is determined based on the time and actual interest rate of others using the company's monetary funds.

(2) The amount of income from royalty shall be calculated and determined in accordance with the time and method of charging specified in the relevant contract or agreement.

3、 The basis and method for confirming the income from labor services and construction contracts

On the balance sheet date, if the result of labor services can be reliably estimated, the income from labor services shall be recognized by the percentage of completion method. The completion schedule of labor service shall be determined by the proportion of cost incurred in total cost.

The total income from labor services shall be determined according to the received or receivable account or agreement price, except for the unfair received or receivable account or agreement price. On the balance sheet date, the income from labor services in the current period shall be recognized as: the total income from the labor services multiplied by the percentage of completion minus the accumulated income recognized in the previous accounting period; In the same way time, the labor cost of the current period shall be recognized as: the estimated total cost multiplied by the completion percentage minus the accumulated recognized cost in the previous accounting period.

On the balance sheet date, if the result of labor services can't be reliably estimated, the income from labor services shall be recognized as follows:

(1) If the labor cost incurred is expected to be compensated, the income of labor service shall be recognized at the same amount, and the labor cost shall also be recognized at the same amount .

(2) If it is estimated that the labor cost incurred can't be compensated, the labor cost incurred shall be recognized in the current period, and the income from labor service shall not be recognized.

3.11 Government grants

1、 Classification

Government grants refer to the monetary or non-monetary assets obtained by the company from the government for free. Government grants are classified into asset-related government grants and income-related government grants.

The government grants related to assets refer to government grants obtained by the company that are used to purchase or construct or otherwise form long-term assets. Government grants related to income refer to government grants other than those related to assets.

The specific criteria for dividing the government subsidy into assets are: The government subsidy document clearly stipulates that the subsidies used to purchase or construct or otherwise form long-term assets are government grants related to the assets.

The specific criteria that the company classifies government grants as income-related are: Besides the government grants clearly defined for the assets-related grants, others are recognized as income-related government grants.

2、 Confirmation point

Should be confirmed and measured by the the actual amount received.

3、 Accounting treatments

Government grants related to assets shall offset the book value of the related assets or be recognized as

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

deferred income. If it is recognized as deferred income, it shall be recorded in the current profit and loss according to a reasonable and systematic method within the service life of the relevant assets (related to the daily activities of the company, included in other income; if it is irrelevant to the daily activities of the company, it shall be included in the non-operating income);

The government grants related to income, which are used to compensate for the related costs or losses of the company in future periods, are recognized as deferred income, and are included in the current profit or loss during the period for which the relevant costs, expenses or losses are recognized (related to the company's daily activities, included in other income; irrelevant to the company's daily activities, included in non-operating income) or to offset related cost costs or losses; For grants used to compensate related costs or losses the company has incurred, it is directly charged to the current profit and loss (related to the company's daily activities, included in other income; irrelevant to the company's daily activities, included in non-operating income) or to reduce the cost of related costs or losses.

The policy-based discounted loan interest obtained by the company shall be distinguished in the following two situations and have accounting treatment separately:

- a. The finance allocates the interest-subsidy funds to the loan bank. If the lending bank offers loans to the company at a policy-based preferential interest rate, the company uses the actual amount of borrowings received as the booking value of the loan, according to the loan principal and the policy. The borrowing costs are calculated according to preferential interest rate the loan principal.
- b. The government will directly distribute the discounted funds to the company, the company will offset the relevant borrowing costs by the corresponding discount interest.

3.12 Deferred tax assets and deferred tax liabilities

In recognition on deferred income tax assets by deductible temporary differences, the limit is amount of taxable income that is likely to be obtained in the future to offset deductible temporary differences. For deductible losses and tax credits that can be carried forward in subsequent years, the corresponding deferred income tax assets is recognized on the limit of amount of future taxable income that is likely to be offset by deductible losses and tax credit.

For taxable temporary differences, deferred income tax liabilities are recognized except in exceptional circumstances.

The special circumstances of non-identification of deferred income tax assets or deferred income tax liabilities include: initial recognition of goodwill; other transactions or events that do not affect accounting profit or taxable income (or deductible losses) when incurred other than business combination.

When there is a legal right in net settlement, and the intention is to settle or obtain assets in net and repay liabilities at the same time, the current income tax assets and current income tax liabilities are presented after net offset.

When there is a legal right to settle the current income tax assets and current income tax liabilities in net, and the deferred income tax assets and deferred income tax liabilities are related to the income tax collected by same income tax authority on the same or various taxpayer entity, but during the future period when each important deferred income tax asset and liability is reversed, the involved taxpayer intends to settle the current income tax assets and liabilities, or acquire assets and pay off liabilities at the same time, deferred tax assets and deferred income tax liabilities are presented as a net amount after offsetting.

3.13 Deferred tax assets and deferred tax liabilities

- 1、 Changes in accounting policies

None.

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2、 Changes in accounting estimates

None.

4. Tax

(1) Main Tax Categories and Tax Rates of The Companies

Taxes	Tax basis	Tax rate
Value added tax	Sale of goods or provide service	6%
Enterprise income tax	Amount of taxable income	25%
Individual income tax	Amount of taxable income	the company shall deduct and pay it on behalf of the employee

(2) Preferential Tax Policy

During the period from 1 January 2019 to 31 December 2021, the portion of annual taxable income amount of a small low-profit enterprise which does not exceed RMB1 million shall be computed at a reduced rate of 25% as taxable income amount, and be subject to enterprise income tax at 20% tax rate; the portion of annual taxable income amount which exceeds RMB1 million but does not exceed RMB3 million shall be computed at a reduced rate of 50% as taxable income amount, and be subject to enterprise income tax at 20% tax rate.

5. Notes to the main items of financial statement

(Unless otherwise specified, the following monetary units shall be RMB)

1、 Cash and cash equivalents

Items	As at December 31, 2020			As at January 1, 2020		
	original currency	Exchange Rate	RMB equivalent	original currency	Exchange Rate	RMB equivalent
Cash at bank	-	-	2,160,554.44	-	-	925,389.94
Including:RMB	-	-	2,062,344.58	-	-	902,130.59
USD	15,051.55	6.52	98,209.86	3,334.10	6.98	23,259.35
Total	-	-	2,160,554.44	-	-	925,389.94

2、 Accounts receivable

(1) Aging analysis

Aging	As at December 31, 2020			
	Balance	Proportion of the total amount of accounts receivable (%)	Proportion of provision (%)	provision
Within 1 year	3,857,190.57	99.39	-	-
1 to 2 years	23,702.16	0.61	-	-
Total	3,880,892.73	100.00	-	-

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Aging	As at January 1, 2020			
	Balance	Proportion of the total amount of accounts receivable (%)	Proportion of provision (%)	provision
Within 1 year	18,940,821.06	100.00%	-	-
Total	18,940,821.06	100.00%	-	-

(2) Main account receivable

Entities	Amount	Proportion of the total amount of accounts receivable %
LARSEN & TOUBRO INFOTECH LIMITED-USA	1,867,496.41	48.12
LARSEN & TOUBRO INFOTECH LIMITED-Singapore	1,492,081.52	38.45
L&T Technology Services Limited	259,409.59	6.68
Clarios (Changxing) Power Solutions Co. Ltd.	177,839.97	4.58
Total	3,796,827.49	97.83

3、 Other receivables

(1) Aging analysis

Aging	As at December 31, 2020			
	Balance	Proportion of the total amount of accounts receivable (%)	Proportion of provision (%)	provision
1 to 2 years	2,500.00	100.00	-	-
Total	2,500.00	100.00	-	-

Aging	As at January 1, 2020			
	Balance	Proportion of the total amount of accounts receivable (%)	Proportion of provision (%)	provision
Within 1 year	182,231.05	98.51	-	-
1 to 2 years	2,748.04	1.49	-	-
Total	184,979.09	100.00	-	-

4、 Other current assets

Items	As at December 31, 2020	As at January 1, 2020
Advance payment of income tax	89,376.58	-
Total	89,376.58	-

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5、 Fixed assets-cost

(1) Original Value

Item	As at January 1, 2020	Increases in 2020	Decreases in 2020	As at December 31, 2020
Office equipment & Electronics	38,521.14	40,619.47	-	79,140.61
Total	38,521.14	40,619.47	-	79,140.61

(2) Depreciation

Item	As at January 1, 2020	Increases in 2020	Decreases in 2020	As at December 31, 2020
Office equipment & Electronics	23,181.93	7,806.10	-	30,988.03
Total	23,181.93	7,806.10	-	30,988.03

(3) Net Value

Item	As at January 1, 2020	Increases in 2020	Decreases in 2020	As at December 31, 2020
Office equipment & Electronics	15,339.21	32,813.37	-	48,152.58
Total	15,339.21	32,813.37	-	48,152.58

6、 Accrued payroll

Items	As at January 1, 2020	Increase	Decrease	As at December 31, 2020
Wages payable	236,609.40	18,023,579.50	17,968,586.99	291,601.91
Total	236,609.40	18,023,579.50	17,968,586.99	291,601.91

7、 Taxes and surcharges payable

Items	As at December 31, 2020	As at January 1, 2020
Individual Income Tax	88,014.66	415,498.63
Corporate income tax	-	-7,467.48
Individual income tax	235,924.23	177,706.49
City maintenance	4,942.98	2,359.90
Education surcharge payable	2,965.79	1,450.01
Local education surcharge payable	1,977.19	1,053.28
Withholding taxes	-	87,913.17
Total	333,824.85	678,514.00

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

8、 Other payables

(1) Aging analysis

Aging	As at December 31, 2020	
	Balance	Proportion of the total amount of other payable (%)
Within 1 year	3,764,287.94	51.95
1 to 2 years	3,482,168.34	48.05
Total	7,246,456.28	100.00

Aging	As at January 1, 2020	
	Balance	Proportion of the total amount of other payable (%)
Within 1 year	10,314,257.95	100.00
Total	10,314,257.95	100.00

(2) Main Other Payables

Entities	Amount	Proportion of the total amount of other payable %
LARSEN & TOUBRO INFOTECH LIMITED- India	5,736,942.94	79.17
Accrued expenses	764,943.19	10.56
LARSEN & TOUBRO INFOTECH LIMITED-Singapore	453,863.08	6.26
LARSEN & TOUBRO INFOTECH LIMITED-USA	144,799.77	2.00
Total	7,100,548.98	97.99

(3) Paid-in capital

Item	As at January 1, 2020	As at January 1, 2020	Increase in 2020	Decrease in 2020	As at December 31, 2020	As at December 31, 2020
	Registered Capital (USD)	Registered Capital (RMB)			Registered Capital (USD)	Registered Capital (RMB)
LARSEN & TOUBRO INFOTECH LIMITED	\$175,000.00	1,074,799.00	-	-	\$175,000.00	1,074,799.00
Total	\$175,000.00	1,074,799.00	-	-	\$175,000.00	1,074,799.00

The above paid in capital there are only \$115,000.00 has been verified by Shanghai Jiangnan Accountant Office Co., Ltd., and a report [nan'shi Yan Zi (2014) No. 014] has been issued on April 17, 2014

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

(4) Retained earnings

Item	FY2020	FY2019
I.Last period undistributed profits before adjustments	(2,533,237.89)	(2,758,935.05)
II.Undistributed profit at the beginning of the year after adjustments	-	-
III.Net profit in current period	1,184,364.39	225,697.16
IV.Distributed profit	-	-
V. Internal convert within Equity	-	-
VI.Closing undistributed profits	(1,348,873.50)	(2,533,237.89)

9、 Revenue

Item	FY2020	FY2019
Consulting service	22,731,131.90	20,381,797.02
Total	22,731,131.90	20,381,797.02

10、 Operating cost

Item	FY2020	FY2019
Subcontracting-onsite service fee	239,188.00	-
Total	239,188.00	-

11、 Business tax and surcharges

Item	FY2020	FY2019
City maintenance	68,022.62	36,776.88
Educational surtax	40,779.51	20,207.68
Local education surcharges	27,099.73	11,063.03
Stamp duty	1,193.30	-
Total	137,095.16	68,047.59

6. Related parties and related parties transactions

(Unless otherwise specified, all the amounts are in CNY)

1、 Significant related party transactions

(1) Related party relationships

L&T Information Technology Services (Shanghai) Co., Ltd.
 NOTES TO ACCOUNTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Name of entity	Relationship with the Company
LARSEN & TOUBRO INFOTECH LIMITED-India	Parent
L&T Technology Services Limited	Controlled by the same ultimate party
LARSEN & TOUBRO INFOTECH LIMITED-Singapore	Controlled by the same ultimate party
LARSEN & TOUBRO INFOTECH LIMITED-USA	Controlled by the same ultimate party
LARSEN & TOUBRO INFOTECH LIMITED-UK	Controlled by the same ultimate party
LARSEN & TOUBRO INFOTECH LIMITED-Australia	Controlled by the same ultimate party

(2) Receivables and payables balances between related parties

Name of entity	Item	Amount
LARSEN & TOUBRO INFOTECH LIMITED-USA	Accounts receivable	1,867,496.41
L&T Technology Services Limited	Accounts receivable	259,409.59
LARSEN & TOUBRO INFOTECH LIMITED-Singapore	Accounts receivable	1,492,081.52
LARSEN & TOUBRO INFOTECH LIMITED-USA	Other payables	144,799.77
LARSEN & TOUBRO INFOTECH LIMITED- India	Other payables	5,736,942.94
LARSEN & TOUBRO INFOTECH LIMITED-UK	Other payables	55,218.81
LARSEN & TOUBRO INFOTECH LIMITED- Australia	Other payables	84,641.89
LARSEN & TOUBRO INFOTECH LIMITED-Singapore	Other payables	453,863.08

7. Event subsequent to the reporting period

There is no event subsequent to the reporting period.

L&T INFORMATION TECHNOLOGY SPAIN SL

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

L&T INFORMATION TECHNOLOGY SPAIN SL

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting their report and Audited Accounts for the year ended 31st March 2021.

1. Financial Highlights:

Particulars	2020-21	2019-20
	EUR	EUR
Total Income	2,651,363.92	3,524,748.96
Total Expenditure	2,737,719.41	3,707,592.39
Operating Profit / (Loss)	(86,355.49)	(182,843.43)
Add: Interest Income	-	825.84
Less/Add: Finance Costs/ Income	(17,465.96)	15,033.24
Profit / (Loss) before Tax	(103,821.45)	(166,984.35)
Less: Tax	-	(41,487.66)
Net Profit / (Loss) after Tax	(103,821.45)	(125,496.69)
Add: Balance b/f from previous year	162,258.06	287,754.00
Balance available for disposal which directors appropriate as follows:		
Dividend	-	-
Transfer to Reserves	-	-
Balance to be carried forward	58,436.61	162,257.31

2. Capital & Finance:

During the year under review, the Company did not allot any equity / preference shares.

3. Capital Expenditure:

As at 31st March, 2021, there were no fixed tangible and intangible assets including leased assets.

4. Particulars of loans given, investments made, guarantees given or security provided by the Company:

The Company has disclosed the particulars of the loans given, investments made or guarantees given or security provided in the financial statements.

5. State of Company Affairs / Business Prospects:

The gross sales and other income for the financial year under review were 2,651,363.92 as

against 3,540,608.04 for the previous financial year registering a decrease of 25.12%. The profit / (loss) before tax from continuing operations including extraordinary and exceptional items was (103,821.45) and the profit / (loss) after tax from continuing operations including extraordinary and exceptional items of (103,821.45) for the financial year under review as against (166,984.35) and (125,496.69) respectively for the previous financial year, registering decrease in loss by 37.83 % and 17.27% respectively.

6. Dividend:

The Directors do not propose the payment of any dividend during the year.

7. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

8. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

9. Details of Directors and Key Managerial Personnel appointed/resigned during the year:

There is no change in the Board of Directors & Key Managerial Personnel during the FY 2020-21.

10. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

11. Auditors:

M/s Luque Velasco Auditors S.L. are the auditors of the Company. They will continue to be auditors of the Company for the ensuing financial year.

12. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

13. Acknowledgement

Your Directors acknowledge the invaluable support extended by the Government authorities in Spain and take this opportunity to thank them as well as the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

**L&T Information Technology Spain SL
For and on behalf of the Board**

**Mr. Sudhir Chaturvedi
Director**

Date : May 1, 2021
Place : UK



Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain. In the event of a discrepancy, the Spanish-language version prevails.

INDEPENDENT AUDITOR'S REPORT ON THE BRIEF ANNUAL ACCOUNTS

To the sole shareholder of **L&T INFORMATION TECHNOLOGY SPAIN, S.L.:**

Opinion

We have audited the brief annual accounts of L&T INFORMATION TECHNOLOGY SPAIN, S.L. (the Company), which comprise the brief balance sheet as at March 31, 2021, and the brief income statement and brief related notes for the year then ended.

In our opinion, the accompanying brief annual accounts present fairly, in all material respects, the equity and financial position of the Company as at March 31, 2021, and its financial performance for the year then ended in accordance with the applicable financial reporting framework (as identified in Note 2 to the accompanying annual accounts), and in particular, with the accounting principles and criteria included therein.

Basis for opinion

We conducted our audit in accordance with legislation governing the audit practice in Spain. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the brief annual accounts section of our report.

We are independent of the Company in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the brief annual accounts in Spain in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating of the accounts, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected the necessary independence such that it has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the brief annual accounts of the current period. These matters were addressed in the context of our audit of the brief annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion of these risks.

Customers

The company has a significant amount in the customer balance. (Note 6 of Financial Statements). Concretely, as at March 31, 2021 this amount is 311.091,05 euros.

We have considered this area as a key issue in our audit due to the importance and significance of clients in the brief annual accounts and its appropriate accounting.

In relation to these amounts, we have carried out the following audit procedures:

- Comparison with the figures of the previous year and its correlation with the net amount of the turnover.
- Wide circularization to customers.
- Study of the balance's age.

Responsibility of Sole Director for the brief annual accounts

The sole director is responsible for the preparation of these brief annual accounts, so that they present fairly the equity, financial position and financial performance of L&T INFORMATION TECHNOLOGY SPAIN, S.L., in accordance with the financial reporting framework applicable to the entity in Spain, and for such internal control as the sole director determine is necessary to enable the preparation of brief annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing brief annual accounts, the sole director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the sole director either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.



LUQUEVELASCO is an independent member firm of Alliot Global Alliance. Alliot Global Alliance is a global network of independent member firms. It is not a legal entity and does not have any liability. Alliot Global Alliance is a network of independent member firms. It is not a legal entity and does not have any liability. Alliot Global Alliance is a network of independent member firms. It is not a legal entity and does not have any liability.

BRIEF BALANCE for the year ended 31 march 2021 and 2020
Amount in euros

	Notes	31/03/2021	31/03/2020
NON CURRENT ASSETS		72.352,28	72.352,28
Deferred Tax Assets		72.352,28	72.352,28
CURRENT ASSETS		641.558,17	1.310.967,46
Trade Debtor	4,6	311.091,05	1.205.247,92
Customers		298.657,39	1.145.027,46
Other Debtors		12.433,66	60.220,46
Cash and cash equivalents	8	330.467,12	105.719,54
ASSETS		713.910,45	1.383.319,74
		31/03/2021	31/03/2020
NET EQUITY		108.436,61	212.257,31
Net Equity		108.436,61	212.257,31
Share Capital	9	50.000,00	50.000,00
Share Capital		50.000,00	50.000,00
Reserves	9	394.976,87	394.976,87
Retain earnings		-232.718,81	-107.222,87
Result for the period	3	-103.821,45	-125.496,69
CURRENT LIABILITIES		605.473,84	1.171.062,43
Short Term debts		0,00	-0,01
Other short term debts		0,00	-0,01
Current debt with Group entities	12	501.320,37	987.427,14
Other payables	4,7	169.667,77	257.426,17
Other creditors		169.667,77	257.426,17
Short term accruals		-65.514,30	-73.790,87
NET EQUITY AND LIABILITIES		713.910,45	1.383.319,74

Notes 1 to 18 of the attached report form an integral part of these annual accounts.

Mr.SUDHIR CHATURVEDI

Id number: Y3650220L

Signing as: Sole Director

BRIF INCOME STATEMENT for the year ended 31 march 2021 and 2020
Amount in euros

PROFIT AND LOSSES	NOTES	31/03/2021	31/03/2020
Net Turnover	11	2.651.363,92	3.524.748,96
Purchases	11	-1.683.396,23	-2.729.348,49
Personnel Expenses	11	-846.107,67	-769.465,28
Salaries and wages		-672.488,12	-591.687,14
Social Security payable by the company		-163.660,73	-154.722,04
Employee benefits expense		-9.958,82	-23.056,10
External Services	11	-208.215,51	-208.778,62
OPERATING RESULT		-86.355,49	-182.843,43
Financial expenses		0,00	825,84
From debts with Group Entities		0,00	825,84
Exchange differences		-17.465,96	15.033,24
FINANCIAL RESULT		-17.465,96	15.859,08
RESULT BEFORE TAXES		-103.821,45	-166.984,35
Corporate income tax	10	0,00	41.487,66
RESULT FROM THE PERIOD	3	-103.821,45	-125.496,69

Notes 1 to 18 of the attached report form an integral part of these annual accounts.

Mr.SUDHIR CHATURVEDI
 Id number: Y3650220L
 Signing as: Sole Director

1. Activity of the Company

1.1. The details of the Company are as follows:

VAT number: B87472072
 Company Name: L&T INFORMATION TECHNOLOGY SPAIN, S.L.
 Address: Pº CASTELLANA 81
 Post Code: 28046
 City: MADRID
 Region: MADRID

1.2. The company's social object and main activities are defined as follows:

Corporate Purpose

The core business is to provide IT services, including application development, implementation, systems integration, application maintenance, testing and support services. LTI resources enable our clients to improve the effectiveness of their business and technology operations and deliver value to their customers, employees, and shareholders.

All those activities for which the law requires special requirements that does not meet the Company are excluded. If the laws demand it for the exercise of any of the activities a professional qualification, authorization or registration in special registers, shall be exercised by the person holding that title or may not be initiated until have been met administrative requirements.

2. Basis of presentation of the annual accounts

2.1. True and fair view:

- a) The annual accounts, show a true and fair view of the shareholders' funds, of the financial situation, of the results and the changes in net equity during the year. They will be subject to the approval of the Shareholders' Meeting which will most probably approve them without any amendment.
- b) There are no reasons why the Company would have not fulfil all legal accounting requirements so to show the true and fair view.
- c) The application of the legal requirements is enough to show the true and fair view so no additional disclosures are necessary to be included in the Notes to the Accounts.
- d) These Annual Accounts have been prepared under the going concern principle.

2.2. Non obligatory accounting principles applied:

No Spanish non-obligatory accounting standards have been applied. The annual accounts have been prepared in accordance with Spanish obligatory accounting standards. No Spanish accounting standard, which could have a significant impact, has been omitted.

2.3. Critical aspects for valuations and estimates of uncertainty:

- a) There are no changes in any accounting estimate that are significant and could affect the current year or future years.

- b) The company is not aware of uncertainties that may bring doubts about the possibility of the company to continue operating normally.

2.4. Comparison of information:

The period closed on 31st March 2021 is comparable to the previous period.

2.5. Items reflected in two or more classifications

No items have been observed as being registered in two or more balance sheet classifications.

2.6. Changes in accounting policies

There has not been any changes in accounting policies.

2.7. Correction of errors

When the attached annual accounts were prepared no significant errors were detected.

2.8. Going concern

There are no uncertainties with respect to the normal activity of the Company which could imply a breach of the going concern principle.

3. Distribution of the result

3.1. The proposed distribution of the result is as follows:

DISTRIBUTION BASE	Current period	Previous period
Result from P&L account	-103.821,45	-125.496,69
Remnant	0,00	0,00
Voluntary Reserves	0,00	0,00
Other reserves	0,00	0,00
TOTAL DISTRIBUTION BASE	-103.821,45	-125.496,69

APPLICATION	Current Period	Previous Period
Legal reserve	0,00	0,00
Especial reserve	0,00	0,00
Voluntary reserve	0,00	0,00
Dividends	0,00	0,00
Carried forward losses	-103.821,45	-125.496,69
Remnant and other applications	0,00	0,00
TOTAL DISTRIBUTION BASE	-103.821,45	-125.496,69

3.2. Distribution of dividends on account

No dividends on account can be distributed as the result for the period has been a loss.

4. Accounting and valuation policies

The main accounting and valuation policies used to prepare the annual accounts are as follows:

4.1. Financial instruments

- a) The company has acknowledged a financial instrument on its balance sheet when it has become a part of the contract or legal business in accordance with the provisions of the same. Instruments of equity

of other companies or contractual rights to receive cash or another financial asset have been considered as financial assets consist of cash. Contractual rights to exchange assets or financial liabilities with others in potentially favourable conditions have also been.

For valuation purposes, the financial assets of the Company are classified as follows:

- Financial assets at amortized cost: this category of financial assets includes on the one hand, trade receivables, arising from the sale of goods and provision of services for trade operations of the company, and on the other hand, other financial assets not being equity instruments or derivatives, they have no commercial origin and their charges are fixed or determinable amount. Financial assets included in this category are initially valued at cost, which equals the fair value of the consideration paid plus transaction costs.

- b) The financial instruments are classified as financial liabilities, when they have been for the company an obligation contractual, direct or indirect, to deliver cash or another financial asset, or of exchanging assets or financial liabilities with others in potentially unfavourable conditions, or that gives the holder the right to demand from the issuer their rescue on a date and for a specified amount.

The financial liabilities, for the purposes of its assessment, been classified in the following categories:

- Financial liabilities at amortized cost: they have been included as such, the amounts owed by commercial operations, which originated in the purchase of goods and services by the company trafficking operations, and debits by non-commercial operations, which not being derivative instruments, do not have sales origin. These financial liabilities have been valued initially at value reasonable, and subsequently, at their amortized cost.

4.2. Corporation Tax

In general, it recognized a deferred tax liability for all taxable temporary differences, unless these have arisen from the initial recognition of goodwill, the initial recognition of an asset or liability in a transaction that is not a combination of business and also affects neither the accounting profit nor taxable income or investments in subsidiaries, associates and joint always business and when the investor has been able to control the timing of the reversal of the difference and also have been likely that such difference will not reverse in the foreseeable future.

Deferred tax assets, in accordance with the principle of prudence, have been recognized as such in so far as it has been likely that the company has disposed of future taxable profits that allow the application of these assets. If the above condition is met, generally it has been considered a deferred tax asset if: there have been deductible temporary differences, rights to offset in subsequent years, tax losses and deductions and other tax benefits not used that have been pending fiscally apply.

Assets and deferred tax liabilities are valued as the expected rates of tax at the time of reversal, as the legislation has been in force or approved and pending publication at the close of the year, and according to the form that is planned rationally recover or settle the asset or liability.

4.3. Income and expenses

Revenue is recognized as a result of an increase in the resources of the company, and where the amount has been reliably determined. Expenses have been recognized as a result of dwindling resources of the company, and where the amount has also been able to assess or estimate reliably.

Revenues from services are recognized when the outcome of the transaction can be estimated reliably, considering the percentage of completion at the year-end date. Only been posted income from the provision of services with the following conditions: when the amount of revenue has been reliably measured, provided the company receives profits or income from the transaction, and this transaction has been valued at close exercise reliably, and finally when the costs incurred in the transaction and the remaining to be incurred have been measured reliably.

4.4. Provisions and contingencies

The company has recognized as provisions liabilities that fulfil the definition and criteria for accounting records contained in the conceptual framework of accounting, have been indeterminate with respect to their amount or the date they will be cancelled. Provisions have been determined by a legal, contractual provision or for an obligation implied or tacit.

Provisions have been valued at the date of closure of the exercise by the present value of the best possible estimate of the amount needed to cancel or transfer to a third party the obligation, registering settings that have emerged for the update of the provision as a financial expense as they have been earning. In the case of provisions with maturity exceeding the year not carried out any type of discount.

5. Tangible and Intangible Assets and Real Estate investments

5.1. Changes in tangible, intangible Assets and Real Estate investments

No tangible or intangible assets have been registered in the Company during the financial year 2020-2021 nor in the previous period.

6. Financial Assets

6.1. Changes in Financial assets

The movements in each category of financial assets following the accounting and valuation policies established in point 4 above (except for investments in group companies) can be summarized in the following table:

- a) Long Term financial assets except for investment in equity of group and associated entities: For 2020-2021 and 2019-2020 the details are as follows:

Not applicable

b) Short Term financial assets except for investment in equity of group and associated entities:

	Current Period			
	Equity instruments	Debt Based instruments	Credits, derivatives and other	TOTAL
Deferred expenses	0,00	0,00	0,00	0,00
Receivable accouts	0,00	0,00	311.091,05	311.091,05
Tax authorities	0,00	0,00	0,00	0,00
TOTAL	0,00	0,00	311.091,05	311.091,05

	Ejercicio Anterior			
	Equity instruments	Debt Based instruments	Credits, derivatives and other	TOTAL
Deferred expenses	0,00	0,00	0,00	0,00
Receivable accouts	0,00	0,00	1.145.027,46	1.145.027,46
Tax authorities	0,00	0,00	44.858,86	44.858,86
TOTAL	0,00	0,00	1.186.886,32	1.186.886,32

7. Financial Liabilities

7.1. Changes in Financial Liabilities.

The movements in each of the financial liabilities categories following the accounting and valuation polliis described in point 4 of these Notes to the Annual Accounts are summarized as follows:

Long Term financial liabilities: no long term financial liabilities have been registered.

a) Short Term financial liabilities

	Current Period			
	Debts with credit entities	Bonds and others	Derivatives and others	TOTAL
Suppliers	0,00	0,00	2.236,95	2.236,95
Accruals	0,00	0,00	45.909,80	45.909,80
Personnel	0,00	0,00	23.326,54	23.326,54
Tax Authorities	0,00	0,00	98.194,48	98.194,48
TOTAL	0,00	0,00	169.667,77	169.667,77

	Prior Period			
	Debts with credit entities	Bonds and others	Derivatives and others	TOTAL
Suppliers	0,00	0,00	4.953,18	4.953,18
Accruals	0,00	0,00	30.691,42	30.691,42
Personnel	0,00	0,00	41.408,97	41.408,97
Tax Authorities	0,00	0,00	180.372,60	180.372,60
TOTAL	0,00	0,00	257.426,17	257.426,17

8. Cash and Cash equivalents.

At the closing of period 2020-2021 the balance of cash and cash equivalents amounts to 330.467,12 € corresponding to the bank account with which the company operates.

9. Net Equity and Shareholders' Funds

9.1 Share Capital

At the closing of period 2020-2021 the share capital of the Company amounts to 50.000€ divided in 50.000 shares of 1 Euro face value each. They are correlative numbered from 1 to 50.000 both included; all the shares are fully subscribed and paid.

The sole shareholder at the closing of the period is the Company Larsen and Toubro Infotech Limited.

9.2 Legal Reserve

According to the Companies Act Capital, a figure must be equal to 10% of annual profits to the legal reserve until it reaches at least 20% of the share capital. The legal reserve can be used to increase capital in the part of the balance exceeding 10% of the increased capital. Except as mentioned above, while not exceeding 20% of capital, it can only be used to offset losses, provided that sufficient other reserves available for this purpose.

10. Tax situation

10.1 Corporation Tax:

- a) No adjustments have been registered in the calculation of Corporation tax for the period 2020-2021, so the taxable base correspond to the books result. The full amount of the negative taxable bases from the previous period has been applied.

Concept	Amount
Book Result before taxes	-103.821,45
Compensation of negative bases	0,00
Taxable Base	-103.821,45
Permanent Adjustments	0,00
Temporary Adjustments	0,00
Previous Tax Base	-103.821,45
Deferred Tax	0,00

10.2 Other balances with Public Administrations

The information related to the balances with Public Administrations at the closing dates are as follows:

Tax	Debit Balance	Credit Balance
VAT	0,00	72.566,96
Withholdings on salaries	0,00	11.399,55
Social Security	0,00	14.227,97
TOTAL	0,00	98.194,48

11. Income and expenses

The movements during the current and previous periods in the income and expenses accounts are summarised below:

Detail of the profit and loss account	Current period	Previous period
Turnover for the period	2.651.363,92	3.524.748,96
1. Services rendered by related parties	-1.683.396,23	-2.729.348,49
2. Raw materials consumption	0,00	0,00
a) Purchases	0,00	0,00
b) Stock variation	0,00	0,00
3. Other operative expenses	-208.215,51	-208.778,62
a) Losses and impairments corresponding to trade	0,00	0,00
b) Other expenses	-208.215,51	-208.778,62
4. Personnel expenses	-846.107,67	-769.465,28
5. Other results	0,00	0,00

12. Operations with related parties

The detail of the transactions with related parties during the period is as follows:

Entity	Services rendered	Amount
L&T Infotech Limited	Purchase of services	-1.626.886,00
L&T Infotech Limited	Overheads charged by parent	-71.557,56
L&T Infotech Limited	Overheads charged to parent	463.093,50
L&T Tecnology Services LTD	Overheads charged to fellow subsidiary	2.500,00
TOTAL		-1.232.850,06

The balances as at 31st March 2021 with related parties is the following:

Entity	Debt Balance	Credit Balance
L&T Infotech Limited	0,00	501.320,37
L&T Tecnology Services Ltd. (fellow subsidiary)	2.500,00	0,00
TOTAL	2.500,00	501.320,37

During the period the Sole Director of the company has not received any remuneration. No other obligations towards the Sole Director have been accrued.

In compliance with articles 229 of Spanish Corporate Law, passed and approved under Royal Legislative Decree 1/2010 on 2 July, 2010, the Company makes full disclosure of the information it has received regarding the direct or indirect holdings of members of the Board of Directors of the controlling company in other companies whose stated activities are related or similar to those of the stated purpose of the Controlling Company or Group. The following list includes names, positions held and name of company.

Passport	Director	Entity	%	Position
801582393	Sudhir Chaturvedi	Larsen & Toubro Infotech Limited, India (Parent Company)	0.0012%	Executive Director

13. Other Information

The average number of employees during the period and divided by category is as follows:

Personnel	Current Period	Previous Period
Qualified personnel	10	12
Average	10	12

14. Environmental and Green House Gas Emissions Rights Information

The Company does not have any responsibilities, expenses, assets nor provisions of environmental nature which could be significant in relation to equity, financial situation and results of the Company. The Board of Directors consider that there are no contingencies related to the protection and improvement of the environment.

15. Information related to the deferral of payments to suppliers. Third additional provision of Act 15/2010 of July 5th “Duty of Disclosure of information”

In compliance with the provisions of Law 15/2010 of combating late payment to suppliers, developed by the ICAC, it is reported commercial operations, the legal maximum payment period is, in each case corresponding to depending on the nature of the good or service received by the company in accordance with the provisions of the law 3/2004 of 29 December, establishing measures to combat late payment in commercial transactions, and amended by law 15/2010 of 6 July.

Average payment period to suppliers:

	2020-2021	2019-2020
Days	30	30

16. Post Balance Sheet Events

No other significant events have occurred at the date of preparation of these financial statements, in addition to those mentioned above, that could have a significant effect on these financial statements.

17. Additional explanation regarding the English translation

These annual accounts are presented in accordance with accounting principles generally accepted in Spain, which may not conform to generally accepted accounting principles in other countries

18. Signatures

In UK at May 1, 2021

Mr.SUDHIR CHATURVEDI
Id number: Y3650220L
Signing as: Sole Director

L&T INFOTECH, S. DE. R.L. DE C.V.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

L&T Infotech, S. de R.L. de C.V.
(la “Sociedad”)

L&T Infotech, S. de R.L. de C.V.
(the “Company”)

Informe del Gerente a los socios de la Sociedad.

Report of the Sole Manager to the partners of the Company

En cumplimiento a lo dispuesto en el Artículo 42 de los estatutos sociales, me permito informar a los socios de la Sociedad, los aspectos relevantes respecto a la marcha de la Sociedad, durante el periodo comprendido del 1 de enero al 31 de diciembre de 2020.

In compliance with Article 42 of the corporate by-laws, I hereby inform the partners of the Company, the relevant aspects regarding the operations of the Company during the period comprised from January 1st to December 31st, 2020.

Operaciones relevantes:

Relevant transactions:

La Sociedad continúa prestando servicios a su cliente más importante. De igual manera, la Sociedad ha ampliado su portafolio de proyectos.

The Company continued servicing its largest client and also added more projects to its portfolio.

Información Financiera

Financial Information

- Activo

Los activos de la Sociedad ascienden a \$19'516,672.00 M.N. (diecinueve millones quinientos dieciséis mil seiscientos setenta y dos Pesos 00/100 Moneda Nacional).

- Assets

The Company's assets amount to \$19'516,672.00 Pesos (nineteen million five hundred sixteen thousand six hundred seventy-two Pesos 00/100, currency in the United Mexican States).

- Pasivo

El Pasivo registró un importe de \$17'215,050.00 M.N. (diecisiete millones doscientos quince mil cincuenta Pesos 00/100 Moneda Nacional).

- Liabilities

The Company's liabilities amount to \$17'215,050.00 Pesos (seventeen million two hundred fifteen thousand fifty Pesos 00/100, currency in the United Mexican States).

- Capital

Al 31 de diciembre de 2020, el capital contable alcanzó la cantidad de \$2'301,622.00 M.N. (dos millones trescientos un mil seiscientos veintidós Pesos 00/100, Moneda Nacional).

- Equity

As to December 31, 2020, the Company's equity reached the amount of \$2'301,622.00 Pesos (two million three hundred one thousand six hundred twenty-two Pesos 0/100, currency in the United Mexican States).

- Resultados

La Sociedad obtuvo una utilidad por la cantidad de \$2'214,843.00 M.N. (dos millones doscientos catorce mil ochocientos cuarenta y tres Pesos 00/100, Moneda Nacional).

- Results

The Company obtained a profit in the amount of \$2'214,843.00 Pesos (two million two hundred fourteen thousand eight hundred forty-three Pesos 00/100, currency in the United Mexican States).

- Ingresos

El total de los ingresos en el periodo fue de \$64'786,708.00 M.N. (sesenta y cuatro millones

- Income

The total income was the amount of \$64'786,708.00 Pesos (sixty-four million seven hundred eighty-six thousand seven hundred eight

setecientos ochenta y seis mil setecientos ocho Pesos 00/100 Moneda Nacional).

- Gastos

Se realizaron gastos de operación por \$57'776,028.00 M.N. (cincuenta y siete millones setecientos setenta y seis mil veintiocho Pesos 00/100, Moneda Nacional).

Los estados financieros de la Sociedad forman parte de este informe y quedan a disposición de los accionistas de la Sociedad.

Finalmente, de conformidad con lo previsto en la fracción XIX del artículo 76 de la Ley del Impuesto sobre la Renta, por este medio hacemos constar el cumplimiento de la Sociedad a sus obligaciones fiscales por el ejercicio social concluido el 31 de diciembre de 2020.

Pesos 00/100, currency in the United Mexican States).

- Expenses

The operation expenses amount to \$57'776,028.00 Pesos (fifty-seven million seven hundred seventy-six thousand twenty-eight Pesos 00/100, currency in the United Mexican States).

The financial statements of the Company are part of this report and are available to the Company's shareholders.

Finally, pursuant to paragraph XIX of section 76 of the Income Tax Law, we hereby attest the compliance by the Company to its tax liabilities for the fiscal year ended on December 31, 2020.

DocuSigned by:

Alekh Gupta

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Alekh Gupta
Gerente / Sole Manager

INDEPENDENT AUDITOR'S REPORT

To the Stockholders of:
L&T INFOTECH, S. DE R.L. DE C.V.
 (Subsidiary of Larsen & Toubro Infotech Limited)

Opinion

We have audited the accompanying financial statements of L&T Infotech, S. de R.L. de C.V. (the Company) comprising the statement of financial position as of December 31, 2020, and the statements of comprehensive income, changes in stockholders' equity and cash flows for the period ended on December 31 as well as a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of L&T Infotech, S. de R.L. de C.V. as of December 31, 2020, as well as its result and cash flow for the year then ended, in accordance with Mexican Financial Reporting Standards (FRS).

Basis of opinion

We have conducted our audit in accordance with International Standards on Auditing (ISA). Our responsibilities under these standards are described in the section 'Responsibilities of the auditor for the audit of the financial statements' of this report. We believe that the audit evidence we have obtained provides a sufficient and adequate basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of financial statements in accordance with the Code of Professional Ethics issued by the Mexican Institute of Public Accountants and have complied with our other ethical responsibilities in accordance with these requirements.

Management's responsibility in regards to the financial statements

The Management of the Company is responsible for the preparation and fair presentation of the accompanying financial statements in accordance with the Mexican FRS and for such internal control that the management determines necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Responsibility of the Management and those in charge of the Company's governance of the financial statements.

The Company's Management is responsible for the preparation and fair presentation of the accompanying financial statements in accordance with Mexican FRS and internal control that the Management considers necessary to enable the preparation of financial statements free of material misstatement due to fraud or error.

In the preparation of the financial statements, the Company's Management is responsible for assessing the Company's ability to continue as a going concern, revealing, where appropriate, the issues relating to the Company in operation and using the accounting bases of Company in operation unless the Administration intends to liquidate the Company or cease operations, or does not have the most realistic alternative to doing so.

Those in charge of the governance of the Company are responsible for overseeing the Company's financial reporting process.

Responsibilities of the auditor on the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether derived from fraud or error and to issue the auditor's report that includes our opinion.

Reasonable security is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. In corrections may arise from fraud or error and are considered material if, individually or as a whole, they can reasonably be expected to affect the economic decisions that users make on the basis of these financial statements.

As part of an audit in accordance with ISAs, the auditor exercises professional judgment and maintains professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether for fraud or error, design and perform audit procedures that responded to those risks, and we obtained audit evidence sufficient and appropriate to provide the basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is greater than that resulting from an error since fraud involves collusion, falsification, intentional omission, distortion, or internal control override.
- Obtain knowledge of internal control relevant to the audit, in order to design audit procedures that are appropriate to the circumstances and not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of the accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- Conclude on the appropriateness of the use of the Management of operating accounting bases and, based on the evidence obtained, if there is a material uncertainty regarding events or conditions that could give rise to significant doubt about the Company's ability to continue as a running company. If we conclude that there is material uncertainty, we are called upon to draw attention in our auditor's report on the respective disclosures in the financial statements or, if such disclosure is insufficient, to modify our opinion. Our findings are based on the audit evidence obtained to date from our auditor's report. However, future events or conditions may cause the Company to cease to be a running business.
- We evaluate the overall presentation, structure, and content of financial statements, including disclosures, and whether the financial statements present the underlying transactions and events and achieve a fair presentation.

We communicate with Company's Management regarding, inter alia, the expected scope and timing of the audit and significant audit results, including any significant weaknesses in internal control that we identified during our audit.

MOORE OROZCO MEDINA, S.C.



Liliana Miriam Blancas Estrada, CPA.
Audit Partner

Mexico City, April 21, 2021

L&T INFOTECH, S. DE R.L. DE C.V.
(Subsidiary of Larsen & Toubro Infotech Limited)

Statements of Financial Position
As of December 31, 2020, and December 31, 2019

(Figures expressed in Mexican pesos)

	2020	2019
Assets		
Current:		
Cash and cash equivalents (Note 2.4)	\$ 5,113,408	\$ 1,422,692
Trade receivables (Note 2.5 and 3)	12,351,057	15,952,586
Advance taxes (Note 2.6)	259,248	1,527,475
Other current assets	104,621	109,493
Total current assets	17,828,334	19,012,246
Computer equipment (Note 2.7)	184,800	37,396
Income tax deferred (Note 2.10 and 5.1)	1,503,538	1,168,122
Total assets	\$ 19,516,672	\$ 20,217,764
Liability and Stockholders' equity		
Short-Term Liabilities:		
Suppliers and other payables	\$ 1,715,013	\$ 867,978
Related parties (Note 3)	9,046,049	13,354,364
Other current liabilities	5,904,181	5,410,198
Payable for Employee participation in profits	549,807	498,445
Total short-term liabilities	17,215,050	20,130,985
Stockholders' equity		
Capital stock (Note 2.12 and 4.1)	3,000	3,000
Retained earnings	83,779	(1,337,734)
Comprehensive (loss) income	2,214,843	1,421,513
Total stockholders' equity	2,301,622	86,779
Total liabilities and stockholders' equity	\$ 19,516,672	\$ 20,217,764



Alekh Gupta
Sole Manager

L&T INFOTECH, S. DE R.L. DE C.V.
(Subsidiary of Larsen & Toubro Infotech Limited)

Statements of Comprehensive Income
For the period ended on December 31, 2020, and December 31, 2019

(Figures expressed in Mexican pesos)

	<u>2020</u>	<u>2019</u>
Services revenue (Note 2.13)	\$ 64,786,708	\$ 54,428,133
Employee benefit expenses	53,763,106	47,356,125
General administrative & selling expenses	4,012,922	3,781,036
Operating (loss) profit	<u>7,010,680</u>	<u>3,290,972</u>
Comprehensive financing result:		
Interest (income) expense – Net	612,430	693,523
Foreign exchange (gain) loss– Net	2,833,864	(260,832)
	<u>3,446,294</u>	<u>432,691</u>
Profit (Loss) before tax	3,564,386	2,858,281
Income tax (Note 2.10 and 5)	<u>1,349,543</u>	<u>1,436,768</u>
Comprehensive Income (loss)	<u>\$ 2,214,843</u>	<u>\$ 1,421,513</u>

The attached notes are an integral part of these financial statements.



Alekh Gupta
Sole Manager

L&T INFOTECH, S. DE R.L. DE C.V.
(Subsidiary of Larsen & Toubro Infotech Limited)

Statement of Changes in Stockholders' Equity
for the period ended on December 31, 2020, and December 31, 2019

(Figures expressed in Mexican pesos)

	Capital stock	Cumulative Profits	Total stockholders' equity
Balances as of December 31, 2018	\$ 3,000	\$ (1,337,734)	\$ (1,334,734)
Comprehensive income of 2019		\$ 1,421,513	\$ 1,421,513
Balances as of December 31, 2019	\$ 3,000	\$ 83,779	\$ 86,779
Comprehensive income of 2020		\$ 2,214,843	\$ 2,214,843
Balances as of December 31, 2020	\$ 3,000	\$ 2,298,622	\$ 2,301,622

The attached notes are an integral part of these financial statements.



Alekh Gupta
Sole Manager

L&T INFOTECH, S. DE R.L. DE C.V.
(Subsidiary of Larsen & Toubro Infotech Limited)

Statements of Cash Flow
For the period ended on December 31, 2020, and December 31, 2019

(Figures expressed in Mexican pesos)

	2020	2019
Profit (Loss) before income tax	\$ 3,564,386	\$ 2,858,281
Operating Activities:		
Decrease in Trade receivables	3,601,529	(3,967,324)
Increase in Advance taxes	(81,316)	845,098
Decrease in Other current assets	4,872	(54,985)
Depreciation and amortization	22,597	(18,951)
Increase in Income tax-deferred	(335,416)	94,470
Increase in Suppliers and other payables accounts	847,035	2,358,327
Increase in payables to Related parties	2,016,998	(1,711,546)
Increase in Other current liabilities	493,982	(1,785,828)
Increase in payable for Employee participation in profits	51,362	(498,445)
Net cash from operating activities	10,186,029	(1,880,903)
Investment Activities:		
Acquisition of fixed assets	(170,000)	37,034
Financing Activities:		
Loan payment with related parties	(6,325,313)	-
Loans obtained with related parties	-	2,137,500
Net cash flows from financing activities	(6,325,313)	2,137,500
Increase in cash and cash equivalents	3,690,716	219,563
Cash and cash equivalents at the beginning of the period	1,422,692	1,203,129
Cash and cash equivalents at year end	\$ 5,113,408	\$ 1,422,692



Alekh Gupta
Sole Manager

L&T INFOTECH, S. DE R.L. DE C.V.

(Subsidiary of Larsen & Toubro Infotech Limited)

Notes to the Financial Statements for the year ended December 31, 2020, and December 31, 2019

(Figures in Mexican pesos)

Note 1. History and activity of the Company

L&T Infotech, S. de R.L. de C.V., (the Company) is a subsidiary of Larsen & Toubro Infotech Limited. It was incorporated on March 1, 2017, under Mexican law, with registered office at Bosque de Ciruelos No. 180 PP 101, Colonia Bosques de las Lomas, Mexico City.

The company's aim is to provide consulting services and solutions related to information technology, including without limitation, automatic data processing, information technology, analytics and information models, cloud services, security and infrastructure services, open source technology, intelligent devices, application administrators, execution system developers, Oracle and SAP database, systems and business integration, cloud applications, geographic information systems as well as process improvement and business model design.

Note 2. Basis for preparation and summary of significant accounting policies

The financial statements as of December 31, 2020, have been prepared in compliance with the Mexican Financial Reporting Standards (MFRS), to expose a fair presentation of the Company's financial position.

The MFRS (*NIF*) state that the International Financial Reporting Standard, the International Accounting Standards (*NIC*), the International Financial Reporting Interpretations and the Interpretation Committee are a supplementary part of the MFRS when the absence of the MFRS requires it. Accordingly, the Company, with the purpose of recognizing, valuing, and disclosing its own particular transactions, applies the following supplementary NIC-18 "Ordinary activities income" effective as of January 1, 1995. (See note 2.11)

Some of the figures in the financial statements as of December 31, 2020 have been reclassified to other items, for presentation and compared purposes to the figures in the financial statements as of December 31, 2019.

The following significant accounting policies are summarized, which have been applied consistently in the years presented, unless otherwise specified.

2.1 Recording, functional and reporting currency

Since the recording, functional and reporting currencies of the Company are the Mexican Peso, it was not necessary to make any conversion process.

2.2 Inflationary effects

Under the provisions of NIF B-10 "Effects of inflation", from January 1, 2008, the Mexican economy is in a non-inflationary environment maintaining a cumulative inflation for the last three years below 26% (threshold to define that an economy should be considered as inflationary); therefore, from that date recognizing the effects of inflation on financial information was suspended. Consequently, the figures as of December 31, 2020, of the accompanying financial statements are presented in historical pesos.

The inflation rates are presented as follows:

	31 December	
	2020	2019
Year	(%)	(%)
Year	3.15	2.83
Accumulated in the last three years	10.81	14.43
Accumulated without including current year	7.66	11.60

2.3 Use of estimates

The preparation of financial statements in conformity with the MFRS requires accounting estimates. In addition, those rules require that management exercises professional judgment to define the accounting policies that will apply to the Company. Recognized accounting estimates will likely differ from actual results or events.

2.4 Cash and cash equivalents

Cash and cash equivalents include bank deposits and other high liquidity investments with maturities of less than 90 days, which is similar to their market value.

2.5 Clients

Accounts receivable from clients represent amounts due by them and are generated by services provided in the normal course of operations of the Company. When the collection is expected in a period of one year or less from the closing date, they are presented as current assets. If the above does not comply, they are presented as non-current assets.

2.6 Advance Taxes

Tax advances represent amounts in favor of the Company generated by tax payments made by the Company and pending to be applied.

The balance as of December 31, 2020 and December 31, 2019, of advance taxes, is as follows:

	2020	2019
Provisional payments		
Annual income tax	\$ 259,248	\$ 1,527,475
Total advance taxes	<u>\$ 259,248</u>	<u>\$ 1,527,475</u>

2.7 Computer equipment

Computer equipment is recorded at its historical cost. Depreciation is calculated using the straight-line method on the acquisition cost. The shelf life for calculating depreciation of computer equipment is 3.3 years at a rate of 30% annual depreciation.

2.8 Suppliers and other payable accounts

This part includes obligations with suppliers and other accounts payable for purchases of goods or services acquired in the normal course of the Company's operations. When the Company expects to pay them over a period of one year or less from the date of closing, they are presented in current liabilities. If the above does not comply, they are presented as non-current liabilities.

2.9 Provisions

Provisions for liabilities represent obligations for past events where the outflow of economic resources is more likely than not. These provisions have been recorded based on the management's best estimation.

2.10 Income Tax incurred and deferred

The income tax incurred in the year is presented as a net short-term liability of the advance payments made during the year.

The income tax incurred and deferred, are recognized as expenses (or reduction of expenses) in the comprehensive result of the period.

The deferred income tax is determined based on the method of assets and liabilities with comprehensive approach, which consists in recognizing a deferred income tax for all the temporary differences between the accounting and tax values of assets and liabilities expected to materialize in the future, at the rates issued and established in the tax provisions in force at the date of the financial statements (See note 5).

2.11 Exchange differences

Transactions in foreign currency are initially recorded at record currency applying the exchange rates prevailing on the dates they are entered into and/or settled. Assets and liabilities denominated in such currencies are translated at the exchange rate prevailing at the date of the statement of the financial position. Exchange gain or loss arising from fluctuations in the exchange rates between the transaction and settlement dates, or valuation at the period closing are recognized in the income as a component of the Financing Comprehensive Income (*RIF*).

As of December 31, 2020, and December 31, 2019, the currency assets and liabilities expressed in US dollars generated a financial position as follows:

	2020	2019
Assets	US\$ 513,980	US\$ -
Liabilities	(386,495)	(43,030)
Position in foreign currency	US\$ 127,485	US\$(43,030)

The exchange rate used for the valuation of assets and liabilities in foreign currency as of December 31, 2020, was \$ 19.9487 pesos per US dollar and December 31, 2019, was \$18.8452 pesos per US dollar.

2.12 Stockholders' equity

The capital stock, legal reserve and retained earnings are expressed at historical cost. (See Note 4).

2.13 Revenue Recognition

Income derived from the sale of services in the normal course of the Company's operations is recognized at the fair value of the consideration received or receivable. Income is presented net of value added tax, rebates and discounts.

Considering the nature of the services sold by the Company, such as providing consulting services and solutions related to information technology, revenue is recognized when the services are provided and the customer has accepted the services in accordance with the sales contract, or when the Company has objective evidence that all acceptance criteria have been met.

An account receivable is recognized when services are provided, as this is the time when the consideration is unconditional, as only the passage of time is required before payment is due.

2.14 Comprehensive income

The comprehensive income comprises the net income or loss which is reflected in stockholders' equity and it does not constitute equity's contributions, reductions or distributions.

Note 3. Balances and transactions with related parties

The balances with related parties are as follows:

Figures in Mexican pesos

	<u>2020</u>	<u>2019</u>
Larsen and Toubro Infotech Limited, India (A) – payable	\$ (2,203,430)	\$ (202,080)
L&T Infotech Financial Services Technologies Inc (B) - payable	<u>(6,842,619)</u>	<u>(13,152,284)</u>
Total related parties – payable	\$ (9,046,049)	\$ (13,354,364)
Larsen & Toubro Infotech Limited USA (C) – receivable	8,823,344	10,217,801
Total related parties - receivable	<u>8,823,344</u>	<u>\$ 10,217,801</u>
Total related parties – net payable	<u>\$ (222,705)</u>	<u>\$ (3,136,563)</u>

(A) Corresponds to services received by the Company.

(B) Corresponds to various loans received in Canadian dollars obtained since 2018 by the Company, during the financial year 2020 obtained an interest charge of 5% 598,595

<u>Date</u>	<u>Principal (in Canadian Dollars)</u>
December 17, 2018	250,000
January 16, 2019	<u>150,000</u>
TOTAL LOANS	<u>\$ 400,000</u>

(C) Corresponds to the receivable and payable for the transfer of income and costs from Larsen and Toubro Infotech Limited USA as of December 31, 2020 (Receivable of \$21,455,495 vs Payable of \$12,632,151) and as of December 31, 2019 (Receivable of \$10,844,514 vs. Payable of \$626,713).

The transactions held with related parties were as follows:

		<u>2020</u>	<u>2019</u>
Income:			
Larsen & Toubro Infotech Limited, USA	Sale of services	\$ 47,912,187	\$ 24,007,950
Larsen & Toubro Infotech Limited, USA	Expenses reimbursements	-	7,600
Costs and Expenses:			
Larsen & Toubro Infotech Limited, USA	Expenses reimbursements	-	600,079
Larsen and Toubro Infotech Limited, France	Purchase of services	-	368,888
Larsen & Toubro Infotech Limited, India	Purchase of services	3,604,052	-
Larsen & Toubro Infotech Limited, India	Purchase of services	2,807,420	22,047
Larsen & Toubro Infotech Limited, India	Expenses reimbursements	32,987	-
L&T Infotech Financial Services Technologies Inc.	Interest	598,595	666,464

Note 4. Stockholders' Equity

4.1 Capital stock

As of 31 December 2020, the variable capital stock is as follows:

Stockholder	Capital	Percentage
Larsen & Toubro Infotech Limited	\$ 2,970	99%
L&T Infotech Financial Services Technologies Inc.	30	1%
Total Capital Stock	<u>\$ 3,000</u>	<u>100%</u>

4.2 Legal reserve

According to the General Law of Commercial Companies, 5% of the net income of each year must be separated to form the legal reserve, until it is equal to one-fifth of the amount of paid-in capital stock. Such

legal reserve may be capitalized unless the company dissolves and must be reconstituted when it is reduced due to any reason.

4.3 Contributed capital account (CUCA) and Net tax account (CUFIN)

Distributed profits exceeding CUFIN and CUFINRE accounts (Net Tax Account and Net Tax Account Reinvested) are subject to income tax in accordance with the prevailing rate at the time of distribution.

The tax incurred from dividends paid will be payable by the Company and may be credited against income tax for the year or the following two years. Dividends paid from previously taxed profits are not subject to income tax withholding or additional tax payment.

According to the current Income Tax Law, dividends arising from CUFIN 2014 (profits generated from the year 2014) are subject to an additional tax of 10 percent; when paid to a natural person residing in Mexico or an alien, either natural or legal person, which must be withheld and paid by the Company, if the dividend comes from CUFIN 2013 it will not be subject to this new tax. When the two mentioned CUFIN accounts are not carried separately or when they do not identify the profits mentioned, it is understood that they were generated as of 2014.

The balance as of December 31, 2020, and as of December 31, 2019, from the contributed capital account (CUCA) and the net tax profit account is as follows:

	<u>2020</u>	<u>2019</u>
CUCA	\$ 3,460	\$ 3,354
CUFIN	(2,904,596)	(2,401,132)

Note 5. Income Tax

The provision for income tax (ISR) in 2020 and 2019 is analyzed as follows:

	<u>2020</u>	<u>2019</u>
ISR incurred	\$ 1,684,960	\$ 1,342,297
ISR deferred	(335,417)	94,471
Income taxes according to the statement of comprehensive income	<u>\$ 1,349,543</u>	<u>\$ 1,436,768</u>

5.1 Income Tax (ISR) Incurred and Deferred

On October 2013 the Senators and Representatives Chambers approved the issuance of a new Income Tax Law (LISR) which came into force on January 1, 2014, repealing the LISR published on January 1, 2002. The new Income Tax Law picked the essence of the previous Law, however, made significant changes, among which we can highlight the following:

- It limits deductions on contributions to pension funds and exempt salaries, car leasing, consumption in restaurants and in social security contributions; it also eliminates the immediate deduction in fixed assets.
- It changes the procedure to determine the tax base for Employee Profit Sharing (PTU) participation.
- It establishes a rate for the year 2014 and subsequent years of 30%.

As of December 31, 2020, the Company generated a taxable profit of \$ 5,616,534 Taxable income differs from the accounting, mainly due to items that accumulate over time and deduct differently for accounting and tax purposes, by recognizing the effects of inflation for tax purposes, as well as such items only affect the accounting or tax results.

As of December 31, 2019, the Company generated a taxable profit of \$ 4,474,324.

As of December 31, 2020, the main temporary differences, which recognized the deferred income tax, were about the provision of: Leave Encashment, VCP, Severance Pay and Social Security Contributions to pay for \$ 5,011,794.

Note 6. Labor obligations

With respect to NIF D-3, the company determines the estimation of the labor obligations to employees considering the calculation of four settlements per year, based on the fact that it is of recent creation and does not have a high risk in this regard.

Note 7. Ongoing Business.

On April 21, 2021, the management of the company has determined that the operation of the company shall be continued. In 2019, the generated profits allowed to cover the loss of the year 2018 and generate a positive cumulative result. The management expects contracts for new projects, and if necessary, would continue with the situation of thin capitalization.

Note 8. New Pronouncements

A series of Financial Reporting Standards (FRS) (or NIF, for their acronym in Spanish) that the CINIF issued during December 2020 and 2019 are described below, which will enter into force in 2022 and 2021, respectively. It is considered that said NIF will not have a significant impact on the financial information presented by the Company.

2022

NIF C-15 "Impairment in the value of long-lived assets". It establishes the valuation standards, presentation and disclosure in the impairment of long-lived assets, highlighting the following, among others:

- a) new examples of indications are added to assess whether there is impairment,
- b) the requirement to use a net sales price is changed to fair value less the costs of disposal to carry out impairment tests;
- c) establishes the option of using estimates of future cash flows and a discount rate, in real terms,
- d) the calculation of impairment is eliminated through the perpetual value of intangible assets with indefinite useful lives, modifying the impairment test.

The initial adoption of this standard should be done prospectively.

2021

NIF C-17 "Investment properties". Establishes the valuation, presentation and disclosure standards for the recognition of investment properties in the financial statements of an entity. It opens the possibility that investment properties are valued at the entity's choice, at their acquisition cost or at their fair value. Eliminates the supplementary nature of International Accounting Standard 40 "Investment properties" and

repeals Circular 55, Supplementary application of IAS 40. Its initial adoption must be made retrospectively based on NIF B-1 "Accounting changes and corrections of errors" as of January 1, 2021.

2020

NIF B-11 "Disposal of long-term assets and discontinued operations". It lays down the rules for valuation, presentation and disclosure on the disposal of long-term assets and discontinued operations. It is clarified that assets of a class that an entity would normally regard as non-current that are acquired exclusively with a view to resale shall not be classified as current unless they meet the criteria to be classified as held for sale.

Improvements to FSN 2019

NIF B-9 "Financial information at intermediate dates". Disclosure lays down information about fair Value of financial instruments to collect principal, interest and IFPs, as provided in NIF C-20 and C-19, respectively. This standard also provides the events and transactions, which shall be disclosed in financial statements, if they are considered relevant.

On the other hand, it is necessary to disclose the breakdown of revenue from contracts with customers required in NIF D-1 "Customer Contracts".

2019


NIF D-5 "Leases". It establishes the rules of valuation, presentation, and disclosure of the leases through a single accounting model by the lessee. It requires the lessee to recognize, from the inception of the lease:

- a) Lease liability (lease payments at present value), and
- b) For that same amount, an asset called asset for the right to use, which represents his right to use the underlying leased asset.

The standard modifies the presentation in the statement of cash flows, provides that the payments to lessor shall be disclosed under financing activities. Likewise, it modifies the recognition in sale and lease back transactions, requiring the seller-lessee to recognize as a sale of rights transferred to the buyer-lessor.

Note 9. Approval of financial statements

On April 21, 2021, Alekh Gupta, Sole Manager, authorized the issuance of these financial statements and their corresponding notes as of December 31, 2020.



 Alekh Gupta
 Sole Manager

* * * * *

**SYNCORDIS SOFTWARE SERVICES INDIA
PRIVATE LIMITED**

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LTD.

Directors' Report

Dear Members,

The Directors have pleasure in presenting their 6th Annual report and audited accounts for the year ended March 31, 2021.

1. FINANCIAL HIGHLIGHTS

(INR in Lakhs)

Particulars	2020-21	2019-20
Total Income	918.66	1031.93
Profit / (Loss) before Tax	168.09	119.16
Less : Provision for Tax	44.74	26.88
Net Profit / (Loss) after Tax	123.35	92.29
Add: Balance brought forward from previous year	221.42	129.43
Balance carried forward to next year	344.77	221.73

2. STATE OF COMPANY AFFAIRS

The gross sales and other income for the financial year under review were Rs. 918.66 Lakhs as against Rs. 1031.93 Lakhs for the previous financial year registering a decrease of 11%. The profit after tax was Rs. 123.35 Lakhs for the financial year under review as against profit after tax of Rs. 92.29 Lakhs for the previous financial year.

3. CHANGE IN SHARE CAPITAL

During the year under review, there was no change in share capital of the Company.

4. CAPITAL EXPENDITURE

As at March 31, 2021, the gross fixed and intangible assets, stood at Rs. 0 (previous year Rs. 68714 Lakhs) and the net fixed and intangible assets, at Rs. 0 (previous year Rs. 52834 Lakhs). Capital Expenditure during the year amounted to Rs. 19.29 Lakhs.

5. DEPOSITS

During the year ended March 31, 2021, the Company has not accepted and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

6. SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

The Company does not have any subsidiary/associate/joint venture companies.

7. TRANSFER TO RESERVES

The Directors do not propose to transfer any amount to reserves during the period under review.

8. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

The Company has not given any loan, guarantees, security or made any investment during the financial year 2020-21 as specified under section 186 of Companies Act, 2013.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions entered with related parties during the financial year 2020-21 were in the ordinary course of business and at arm's length. Particulars of contracts or arrangements with related parties referred in Section 188(1) of the Companies Act, 2013, in FORM AOC-2 is attached as **Annexure A**.

10. DIVIDEND

With a view to improve the business performance and conserve financial resources, the Directors have not recommended dividend on equity shares for the financial year 2020-21.

11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

After March 31, 2021 and upto the date of this report, there has been no material changes and commitments affecting the financial positions of the Company except the following:

➤ Appointed date for Scheme of Amalgamation

The Board of Directors of the Company at its Meeting held on September 28, 2020 approved the Scheme of Amalgamation ('Scheme') between the Company and Ruletronics Systems Private Limited with Larsen & Toubro Infotech Limited, parent company, under Sections 230-232 of the Companies Act, 2013 ('hereinafter referred as Petitioners'). Company Scheme Petition filed by the Petitioners with Hon'ble National Company Law Tribunal ('NCLT'), Mumbai Bench on January 22, 2021 was admitted by NCLT on April 8, 2021. The appointed date for the proposed Scheme is April 1, 2021. The next date of hearing of the Petition is June 17, 2021.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- A. The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity and is not included under the list of industries which should furnish information as per Rule 8 Companies (Accounts) Rules, 2014.
- B. No technology has been developed and / or imported by way of foreign collaboration.
- C. Foreign exchange earnings and outgo:

S.N	PARTICULARS	AMOUNT (Rs in Lakhs)	
		31 ST MARCH 2021	31 ST MARCH 2020
1	Earnings in Foreign Exchange during the year	764.73	142.75
2	Expenditure in Foreign Exchange during the year	-	-

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE YEAR

During the year under review, following were the changes in the Board Members:

- (a) Mr. Ashok Kumar Sonthalia, Non-Executive Director of the Company stepped down from the Board of Directors with effect from January 19, 2021. The Board places on record the valuable contribution made by Mr. Ashok Kumar Sonthalia during his tenure as a Director of the Company.
- (b) The Board vide Circular Resolution dated February 4, 2021 appointed Mr. Nachiket Deshpande as an Additional Non-Executive Director of the Company with effect from February 4, 2021, who holds office upto the ensuing Annual General meeting ('AGM') of the Company.

The Notice convening the 6th AGM in 2021 includes appointment of following directors:

- (a) Mr. Kedar Krishna Gadgil, Director of the Company, is retiring by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.
- (b) Appointment of Mr. Nachiket Deshpande as a Non-Executive Director of the Company. In this regard, the Company has received notice in writing from a Member under the provisions of Section 160 of the Act, signifying intention to propose his appointment.

Details of Directors proposed to be appointed as required under Secretarial Standard 2 on General Meetings ('SS-2') is given in the Notice convening the AGM in 2021.

During the year under review there were no Key Managerial Personnel in the Company.

14. DETAILS OF REMUNERATION

The details of remuneration of Directors, proposed to be appointed in the 6th AGM, as required under Secretarial Standard-2 on General Meetings ('SS-2') are as under:

Name of Director	Category	Total Remuneration
Mr. Kedar Krishna Gadgil	Non-Executive Director	NIL
Mr. Nachiket Deshpande*	Additional Non-Executive Director	NIL

* Appointed as Additional Non-Executive Director of the Company with effect from February 4, 2021

15. MEETINGS OF THE BOARD OF DIRECTORS

The Board Meetings were convened at appropriate intervals with a maximum time gap not exceeding more than 120 days or pursuant to one-time relaxation provided from April 1, 2020 till September 30, 2020 by Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated March 24, 2020 of not more than 180 days, between two consecutive meetings. During the year under review, four meetings were held on May 8, 2020, September 28, 2020, December 10, 2020 and January 18, 2021. Attendance of the Board members at these meeting is as under:

Name of Director	Category	No. of Meetings held during the year	No. of Meetings Attended
Mr. Ashok Kumar Sonthalia*	Non-Executive Director	4	4
Mr. Mathansingh Balasingh	Non-Executive Director	4	4
Mr. Kedar Krishna Gadgil	Non-Executive Director	4	4
Mr. Nachiket Deshpande#	Additional Non-Executive Director	-	-

*Ceased to be a Director of the Company with effect from January 19, 2021.

Appointed as Additional Non-Executive Director of the Company with effect from February 4, 2021

16. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2021, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

17. RISK MANAGEMENT POLICY:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal. However, Larsen & Toubro Infotech Limited (LTI'), holding company, has formulated a Risk Management Policy and the Company being wholly-owned subsidiary, is being covered by the Risk Management Policy of LTI.

18. STATUTORY AUDITOR

M/s PSDY & Associates, Chartered Accountants (FRN. 010625S), were appointed as the first Statutory Auditors of the Company and hold office upto the conclusion of 6th Annual General Meeting ('AGM') of the Company to be held in 2021. Considering the amalgamation of the Company with Larsen & Toubro Infotech Limited, re-appointment of the Statutory Auditors has not been considered at the ensuing AGM.

The Auditor's Report on the audited Financial Statements of the Company for the year ended March 31, 2021 does not contain any qualification and therefore do not call for any comments from Directors. Further the Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India ('ICAI') and hold a valid certificate issued by the Peer Review Board of the ICAI.

The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company and declared that they have not taken up any prohibited non-audit assignments for the Company.

19. ANNUAL RETURN

As per the provisions of Section 134(3)(a) of the Companies Act, 2013, since the Company does not have website for Investors, it is not required to upload its Annual Return on the website. A copy of the Annual Return in form MGT-7 shall be filed with the Registrar of Companies.

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Directors wish to state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

22. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

23. DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

24. ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the customers, vendors, management of the Holding Company, Financial Institutions, Banks, Central and State Government authorities, and all the various other stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board of Directors

	Mathansingh Balasingh Director (DIN: 07194861) Place :Luxembourg	Kedar Krishna Gadgil Director (DIN:07224639) Place : Mumbai, India
Date: April 30, 2021		

ANNEXURE – A**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Amount in Rs.)	Date(s) of approval by the Board	Amount paid as advances, if any: (Amount in Rs.)
Larsen & Toubro Infotech Ltd (Holding Company)	IT Consulting and Support Services	April 2020 to March 2021	44,076,000	NA	NIL
Syncordis SA, Luxembourg (Fellow Subsidiary)	IT Consulting and Support Services	April 2020 to March 2021	24,086,000	NA	NIL

For and on behalf of the Board of Directors

Mathansingh Balasingh
Director
(DIN: 07194861)
Place : Luxembourg

Kedar Krishna Gadgil
Director
(DIN:07224639)
Place : Mumbai, India

Date: April 30, 2021



PSDY & Associates
Chartered Accountants

Old No. 38, New No. 28, 1st Floor,
Sakthi Apartments, College Road
Nungambakkam, Chennai - 600006
Ph.No: 044 2826 2826 / 2826 2926

INDEPENDENT AUDITOR'S REPORT

To the Members of **SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of M/s. **SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting Standard Rule 2015), as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



Page 1 of 4

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In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the 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 financial statements.

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

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

Report on Other Legal and Regulatory Requirements

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



As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.



- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company.

For PSDY & Associates
Chartered Accountants
FRN:010625S

Yashvant G
Partner
M.No: 209865
UDIN:21209865AAAABS7534

Place: Chennai
Date: April 30, 2021



PSDY & Associates
Chartered Accountants

Old No. 38, New No. 28, 1st Floor,
Sakthi Apartments, College Road
Nungambakkam, Chennai - 600006
Ph.No: 044 2826 2826 / 2826 2926

Annexure A to the Auditors' Report –

(Referred to in paragraph 2 under 'Report on Other Legal Regulatory Requirements' section of our report to the Member of **SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED** of even date)

- i. In respect of fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company.
- ii. The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loan, secured or unsecured, to the companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Thus, Paragraph 3(iii) of the order is not applicable to the Company.
- iv. The Company has not made any investments, loans, guarantees and security. Therefore, Section 185 and 186 of the Companies Act, 2013 is not applicable to the Company.
- v. The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3(v) of the order is not applicable to the Company.
- vi. The maintenance of the cost record has not been specified by the Central Government under section 148(1) of the companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, value added tax, Goods and Services Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- b. According to the information and explanations given to us, the company has no disputed amount payable in respect of Provident Fund, Employees' State Insurance, Income tax, sales tax, service tax, Goods and Services Tax and other



Page 1 of 2

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material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they become payable.

- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year hence reporting under clause. Hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- x. In our opinion and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanation given to us, the company paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Act.
- xii. The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For PSDY & Associates

Chartered Accountants

FRN: 010625S

Yashvant G

Yashvant G

Partner

M.No: 209865

UDIN:21209865AAAABS7534



Place: Chennai

Date: April 30, 2021



PSDY & Associates
Chartered Accountants

Old No. 38, New No. 28, 1st Floor,
Sakthi Apartments, College Road
Nungambakkam, Chennai - 600006
Ph.No: 044 2826 2826 / 2826 2926

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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



Page 1 of 2

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Limitations of Internal Financial Controls Over Financial Reporting

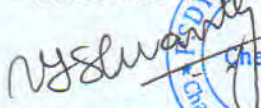
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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

Opinion

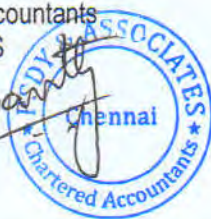
In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PSDY & Associates

Chartered Accountants
FRN:010625S



Yashvant G
Partner
M.no:209865
UDIN:21209865AAAABS7534



Place: Chennai
Date: April 30, 2021

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Balance Sheet as at March 31, 2021

CIN: U72900MH2015FTC340700

(' in '000)

Particulars	Note	March 31, 2021	March 31, 2020
ASSETS			
(1) Non-current assets			
a) Property, Plant and Equipment	1	-	10,685
b) Right of use assets	2	-	42,060
c) Other intangible assets	3	-	89
d) Financial Assets			
i) Loans	6	-	2,280
e) Deferred tax assets (net)	7	1,049	2,172
f) Other non-current assets	9	-	1,929
		1,049	59,214
Current assets			
a) Financial Assets			
i) Trade receivables	4	23,794	16,877
ii) Cash & Cash Equivalents	5	11,217	4,861
iii) Loans	6	3,786	-
b) Current Tax Assets (net)	8	1,400	1,185
c) Other current assets	9	607	742
		40,805	23,664
TOTAL		41,854	82,879
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share capital	10	4,500	4,500
b) Other Equity	11	34,477	22,174
		38,977	26,674
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
i) Lease liabilities	12	-	39,529
b) Provisions	13	-	-
		-	39,529
Current liabilities			
a) Financial liabilities			
i) Trade payables	15	1,435	4,053
ii) Lease liabilities	12	-	6,460
b) Provisions	13	1,030	2,343
c) Other current liabilities	14	48	3,820
d) Current Tax Liabilities (Net)	16	364	-
		2,877	16,676
Total Equity and Liabilities		41,854	82,879
Significant accounting policies and other notes		A3	

As per our report attached
PSDY & Associates
Chartered Accountants
Firm's Registration No.: 010625S

Yashvant G
Yashvant G
Partner
Membership No.: 209865

Place: Chennai
Date: April 30, 2021



For and on behalf of the Board

Digitally signed by
MATHANSINGH BALASINGH
Date: 2021.04.30
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Mathansingh Balasingh
Director
DIN : 07194861

Digitally signed by KEDAR KRISHNA GADGIL
Date: 2021.04.30
20:58:40 +05'30'

KEDAR KRISHNA GADGIL
Kedar Krishna Gadgil
Director
DIN : 07224639

Place: Mumbai
Date: April 30, 2021

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED
Statement of Changes in Equity for the year ended March 31, 2021
CIN: U72900MH2015FTC340700

A Equity Share Capital

(in '000)

Particulars	Note	No of shares	Amount
Balance as at 1 April 2019		450000	4,500
Changes in equity share capital during the year	10	-	-
Balance as at 31 March 2020		450000	4,500
Changes in equity share capital during the year	10	-	-
Balance as at 31 March 2021		450000	4,500

B Other Equity

Particulars	Reserves & Surplus	Other Comprehensive Income
	Retained earnings	Other items of Other Comprehensive Income / (loss)
Balance as at 01 April 2019	15,690	-
Impact on account of adoption of Ind AS 116	(1,989)	-
Profit for the year	9,229	-
Other comprehensive income	-	(757)
Transfer to retained earnings	-	757
Transfer from Other Comprehensive Income	(757)	-
Balance as at 31 March 2020	22,173	-

Particulars	Reserves & Surplus	Other Comprehensive Income
	Retained earnings	Other items of Other Comprehensive Income / (loss)
Balance as at 01 April 2020	22,173	-
Impact on account of adoption of Ind AS 116	-	-
Profit for the year	12,335	-
Other comprehensive income	-	(31)
Transfer to retained earnings	-	31
Transfer from Other Comprehensive Income	(31)	-
Balance as at 31 March 2021	34,477	-

As per our report attached
PSDY & Associates
Chartered Accountants
Firm's Registration No.: 010625S

Yashvant G

Yashvant G
Partner
Membership No.: 209865

Place: Chennai
Date: April 30, 2021



For and on behalf of the Board

MATHANSINGH
MATHANSINGH
BALASINGH
Date: 2021.04.30
21:01:00 +05'30'

Mathansingh Balasingh
Director
DIN : 07194861

KEDAR
KRISHNA
GADGIL

Digitally signed by KEDAR KRISHNA
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Date: 2021.04.30 20:33:18 +05'30'

Kedar Krishna Gadgil
Director
DIN : 07224639

Place: Mumbai
Date: April 30, 2021

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes forming part of Accounts

1 Property, Plant and Equipment

2019-20

(' in 000)

Particulars	Gross Carrying Amount				Depreciation				Book Value	
	As at April 01, 2019	Additions	Disposals	As at March 31, 2020	As at April 01, 2019	For the year	On Disposals	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Tangible Assets										
Owned										
Leasehold Improvements	2,378	-	-	2,378	240	289	-	529	1,850	2,138
Plant and Machinery-I	1,899	-	-	1,899	253	314	-	567	1,332	1,646
Plant and Machinery-II	397	-	-	397	31	37	-	68	329	366
Furniture and fixtures	2,096	-	-	2,096	321	389	-	710	1,386	1,775
Office equipment	645	75	-	720	176	124	-	299	420	469
Computers, laptops and printers	7,001	3,921	-	10,922	3,571	1,982	-	5,553	5,369	3,430
Total	14,416	3,996	-	18,412	4,592	3,135	-	7,726	10,686	9,824

2020-21

Particulars	Gross Carrying Amount				Depreciation				Book Value	
	As at April 01, 2020	Additions	Disposals	As at March 31, 2021	As at April 01, 2020	For the year	On Disposals	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Tangible Assets										
Owned										
Leasehold Improvements	2,378	-	2,378	-	528,512	263,467	792	-	-	1,850
Plant and Machinery-I	1,899	-	1,899	-	566,818	286,468	853	-	-	1,332
Plant and Machinery-II	397	-	397	-	67,692	33,745	101	-	-	329
Furniture and fixtures	2,096	-	2,096	-	709,838	354,763	1,065	-	-	1,386
Office equipment	720	-	720	-	299,246	111,599	411	-	-	420
Computers, laptops and printers	10,922	1,929	12,851	-	5,552,679	1,375,275	6,928	-	-	5,369
Total	18,412	1,929	20,341	-	7,725,284	2,425	10,150	-	-	10,686

2 Right of use assets

2019-20

(' in 000)

Particulars	Gross Carrying Amount				Depreciation				Book Value	
	As at April 01, 2019	Additions	Disposals	As at March 31, 2020	As at April 01, 2019	For the year	On Disposals	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Right of use assets- DLF premises	-	48,369	-	48,369	-	6,309	-	6,309	42,060	-
Total	-	48,369	-	48,369	-	6,309	-	6,309	42,060	-

2020-21

Particulars	Gross Carrying Amount				Depreciation				Book Value	
	As at April 01, 2020	Additions	Disposals	As at March 31, 2021	As at April 01, 2020	For the year	On Disposals	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Right of use assets- DLF premises	48,369	-	48,369	-	6,309	4,732	11,041	-	-	42,060
Total	48,369	-	48,369	-	6,309	4,732	11,041	-	-	42,060

3 Other intangible assets

2019-20

(' in 000)

Particulars	Gross Carrying Amount				Depreciation				Book Value	
	As at April 01, 2019	Additions	Disposals	As at March 31, 2020	As at April 01, 2019	For the year	On Disposals	As at March 31, 2020	As at March 31, 2020	As at April 01, 2019
Software	1,933	-	-	1,933	1,692	152	-	1,845	88	240
Total	1,933	-	-	1,933	1,692	152	-	1,845	88	240

2020-21

Particulars	Gross Carrying Amount				Depreciation				Book Value	
	As at April 01, 2020	Additions	Disposals	As at March 31, 2021	As at April 01, 2020	For the year	On Disposals	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Software	1,933	-	1,933	-	1,845	55	1,900	-	-	88
Total	1,933	-	1,933	-	1,845	55	1,900	-	-	88

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED
Notes forming part of Accounts

4 Trade receivables

Particulars	(' in 000)	
	March 31, 2021	March 31, 2020
	Current	Current
Unsecured, considered good	23,794	16,877
Credit impaired	19	61
Less: Allowance for Credit Losses	19	61
	23,794	16,878

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

5 Cash and cash equivalents

Particulars	(' in 000)	
	March 31, 2021	March 31, 2020
a) Balances with banks <i>In Current Accounts</i>	11,216	4,847
b) Cash on hand	1	14
	11,217	4,861

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes forming part of Accounts

6 Loans

Particulars	March 31, 2021			March 31, 2020		
	Current	Non-current	Total	Current	Non-current	Total
	Security Deposits					
- Unsecured, considered good	3,786	-	3,786	-	2,280	2,280
	3,786	-	3,786	-	2,280	2,280

7 Deferred Tax Assets (net)

Particulars	March 31, 2021		March 31, 2020	
Deferred Tax Liabilities				
Depreciation / Amortisation		-		72
Amortisation of Rent		74		42
Deferred Tax Assets				
Provision for Bonus		16		453
Provision for Leave Encashment		549		399
On Account of Ind As 116- Leases		-		1,419
Allowance for Credit losses		5		15
STCL on sale of block of asset		553		-
Deferred Tax Assets / (Liabilities)		1,049		2,173

8 Current Tax Assets (net)

Particulars	March 31, 2021			March 31, 2020		
	Current	Non-current	Total	Current	Non-current	Total
TDS receivable current year	390	-	390	726	-	726
Provision for current tax	1,009	-	1,009	459	-	459
	1,400	-	1,400	1,185	-	1,185

9 Other non-current and current assets

Particulars	March 31, 2021			March 31, 2020		
	Current	Non-current	Total	Current	Non-current	Total
Advance recoverable other than in cash						
Capital Advances	-	-	-	-	1,929	1,929
Prepaid expenses	-	-	-	721	-	721
Dues from Revenue Authorities	607	-	607	20	-	20
	607	-	607	741	1,929	2,670

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes forming part of Accounts

10 Share Capital

(i) Authorised, issued, subscribed and paid up

Particulars	March 31, 2021		March 31, 2020	
	No. of shares	(` in 000)	No. of shares	(` in 000)
Authorised:				
Equity shares of ` 10 each	4,50,000	4,500	4,50,000	4,500
Issued, subscribed and fully paid up	4,50,000	4,500	4,50,000	4,500
Equity shares of ` 10 each	4,50,000	4,500	4,50,000	4,500

(ii) Reconciliation of the number of equity shares and share capital issued, subscribed and paid-up:

Particulars	March 31, 2021		March 31, 2020	
	No. of shares	(` in 000)	No. of shares	(` in 000)
At the beginning of the year	4,50,000	4,500	4,50,000	4,500
Issued during the year as fully paid	-	-	-	-
At the end of the year	4,50,000	4,500	4,50,000	4,500

(iii) Terms / rights attached to equity shares

- The Company has only one class of equity share having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share.
- The Company has not issued any securities during the year with the right/option to convert the same into equity shares at a later date.
- The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/disinvestment.
- The shares issued carry equal rights to dividend declared by the company and no restrictions are attached to any specific shareholder.

(iv) Details of Shares held by Holding Company/Ultimate Holding Company/its subsidiaries or associates:

Particulars	March 31, 2021		March 31, 2020	
	No. of shares	(` in 000)	No. of shares	(` in 000)
Larsen & Toubro Infotech Limited	4,49,999	4,500	4,49,999	4,500
Mr. Kedar Gadgil (As nominee shareholder for Larsen & Toubro Infotech Limited)	1	0	1	0
	4,50,000	4,500	4,50,000	4,500

(v) Details of Shareholders holding more than 5% shares in the company:

Particulars	March 31, 2021		March 31, 2020	
	No. of shares	%	No. of shares	%
Larsen and Toubro Infotech Limited	4,49,999	99.99%	4,49,999	99.99%
	4,49,999	99.99%	4,49,999	99.99%

(vi) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL (Previous period of five years ended 31 March 2020 : Nil)

(vii) Calls unpaid : NIL; Forfeited Shares : NIL (Previous period of five years ended 31 March 2020: Nil)

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes forming part of Accounts

11 Other equity

	(₹ in 000)	
Particulars	As at March 31, 2021	As at March 31, 2020
Surplus / (Deficit) in Statement of profit or loss		
Balance at the beginning of the year	22,173	15,690
Impact on account of adoption of Ind AS 116	-	(1,989)
Profit for the year	12,335	9,229
Other comprehensive income arising from remeasurement of defined benefit obligation (net of tax)	(31)	(757)
	34,477	22,173
	34,477	22,173

B Surplus / (Deficit) in Statement of profit or loss

Surplus / (Deficit) in profit or loss represents the accumulated profits / losses of the Company.

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes forming part of Accounts

12 Lease liabilities

(` in 000)

Particulars	March 31, 2021			March 31, 2020		
	Current	Non current	Total	Current	Non current	Total
a) Lease Liability- DLF Premises	-	-	-	6,460	39,529	45,989
	-	-	-	6,460	39,529	45,989

13 Provisions

(` in 000)

Particulars	March 31, 2021			March 31, 2020		
	Current	Non current	Total	Current	Non current	Total
Provision for employee benefits						
a) Leave Encashment	-	-	-	1,175	-	1,175
b) Gratuity liability	1,030	-	1,030	1,168	-	1,168
	1,030	-	1,030	2,343	-	2,343

14 Other liabilities

(` in 000)

Particulars	March 31, 2021			March 31, 2020		
	Current	Non current	Total	Current	Non current	Total
a) Statutory payables	48	-	48	2,020	-	2,020
b) Employee Liabilities-Bonus	-	-	-	1,800	-	1,800
	48	-	48	3,820	-	3,820

15 Trade payables

(` in 000)

Particulars	March 31, 2021	March 31, 2020
a) Due to micro and small enterprises	1	13
b) Due to related parties	29	3,000
c) Due to others	678	183
d) Accrued Expenses	728	857
	1,435	4,052

16 Current Tax Liabilities (net)

Particulars	March 31, 2021	March 31, 2020
Provision for current tax	364	-
	364	-

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes forming part of Accounts

17 Revenue from operations			(' in 000)
Particulars	2020-21	2019-20	
Operating revenue:			
IT Solutions & Consulting Services	83,127	1,02,453	
	83,127	1,02,453	
18 Other income			(' in 000)
Particulars	2020-21	2019-20	
Gain on Short Closure of Assets	7,156	-	
Net gain/(loss) on Foreign Exchange Fluctuation	1,583	740	
	8,739	740	
19 Employee benefit expenses			(' in 000)
Particulars	2020-21	2019-20	
Salaries, wages and bonus [Refer note (a) below]	55,578	59,848	
Contributions to and provisions for:			
Provident and pension funds (Refer note)	2,598	3,132	
Leave Entitlement	597	-849	
Gratuity Fund	988	411	
Staff welfare expenses	625	2,102	
	60,385	64,644	
20 Operating expenses			(' in 000)
Particulars	2020-21	2019-20	
Accounting Charges	-	8	
Advertisement Expenses	-	15	
Impairment loss recognized / (reversed) under ECL model	(42)	61	
Insurance	20	24	
Manpower Consultancy	2,496	1,103	
Postage and Telegram	3	15	
Power and fuel	278	590	
Rent, Rates and taxes	(2,050)	278	
Repairs and maintenance	1,791	3,545	
Telephone & Communication	897	1,886	
Travelling and conveyance	277	4,006	
	3,671	11,531	
21 Finance costs			(' in 000)
Particulars	2020-21	2019-20	
Interest on Lease Liability	2,889	4,125	
	2,889	4,125	

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes forming part of Accounts

22 Other expenses

(' in 000)

Particulars	2020-21	2019-20
Professional fees	519	706
Printing and stationery	11	74
Loss on asset held for sale	-	-
Bank Charges	40	69
Miscellaneous expenses	11	52
Professional fees includes Auditors remuneration		
a) As auditor	225	225
b) For taxation matters	35	195
d) For other services	60	60
	900	1,382

23 Other comprehensive income

(' in 000)

Particulars	2020-21	2019-20
(a) Items that will not be reclassified to profit or loss Remeasurements of the defined benefit plans (net off taxes)	(42)	(757)
Income tax relating to items that will not be reclassified to profit or loss	-	-
	-42	(757)
(b) Items that will be reclassified to profit or loss	-	-
	-	-
	-	-
Total	-42	(757)

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****A1 Corporate Information**

Syncordis Software Services India Private Limited ("the Company"), was promoted by Syncordis S.A, Luxembourg as its 100% Subsidiary in August 2015, wholly owned by Larsen & Toubro Infotech Limited ("LTI"). The Company provides IT consultancy and support services exclusively for the FSI supported by the Temenos T24 banking system.

During the year 2017-18 Larsen & Toubro Infotech Limited acquired 100% shares of the company from Syncordis S.A, Luxembourg, thus becoming its wholly owned Subsidiary

On September 28, 2020 the Board of Directors of Larsen & Toubro Infotech Limited (holding company) in their meeting approved the scheme of amalgamation. The Appointed Date fixed under the scheme is 1st April 2021.

A2 Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements

A3 Significant Accounting Policies**a. Basis of accounting**

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. Further the guidance notes or announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered wherever applicable.

Preparation of financial statements in conformity with Accounting Standards requires management of the Company to make estimates and assumptions that affect the income and expense reported for the period and assets, liabilities and disclosures reported as of the date of the financial statements. Examples of such estimates include useful lives of tangible and intangible assets, provision for doubtful debts, future obligations in respect of retirement benefit plans, etc. Actual results could vary from these estimates.

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards Amendment) Rules, 2016 and Companies (Indian Accounting Standards Amendment) Rules 2017.

Amount in financial statements are presented in Indian Rupees, which is the company's functional currency. All the financial information presented in INR has been rounded off to the nearest thousand.

b. Presentation of financial statements

The statement of financial position and the 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 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 balance sheet and 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.

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****c. Operating cycle for current and non-current classification**

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

- i. it is expected to be realized/settled, or is intended for sale or consumption, in the Company's normal operating cycle; or
- ii. it is held primarily for the purpose of being traded; or
- iii. it is expected to be realized/due to be settled within twelve months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date; or
- v. the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

Deferred tax asset and liabilities are classified as non-current only.

d. Revenue Recognition

Revenue is recognised upon transfer of control of promised products or services to customers. Revenue is measured based on the consideration specified in a contract with a customer, and is reduced for volume discounts, rebates and other similar allowances.

Revenue from contracts priced on time and material basis is recognised when services are rendered and the related costs are incurred.

Revenue from Software Development, Implementation and Support Services recognised on full cost plus margin as agreed with Syncordis SA, deducted by price charged to other parties.

Revenue from contracts with other parties other than Syncordis SA includes payment clause on the basis of time lapse (hourly or monthly etc.), revenue is recognised to the extent the company has right to invoice. In such cases, customers are invoiced on monthly basis and consideration is payable when invoiced.

e. Other Income

Other items of income are accounted as and when the right to receive arises.

f. Employee benefits**i) Short term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, and short term compensated absences and performance incentives are recognized in the period in which the employee renders the related service.

ii) Post Employment Benefits**a. Defined contribution plan**

The company's state governed provident fund scheme are classified as defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employee renders the related service.

b. Defined Benefit Plans

The company has formed employees gratuity fund trust in the name of "Syncordis Software Services India Private Limited Employees Gratuity Fund Trust". The Present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises 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 company fully contributes all the ascertained liabilities to the Syncordis Software Services India Private Limited Employees Gratuity Fund Trust. Trustees administer contributions made to the Trust and contributions are invested in a scheme with Life Insurance Corporation of India as permitted by Indian law.

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021**

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 plans is based on the market yields on government bonds as at the balance sheet date having maturity periods approximating to the terms of related obligations. Gains and losses through re-measurement of the net defined benefit liability / (asset) are recognised in other comprehensive income and are not reclassified to profit and loss in subsequent periods.

g. Property, plant and equipment

Property plant and equipment are stated at cost, less accumulated depreciation. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses arising from disposal of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is disposed.

All fixed assets were transferred to parent company Larsen & Toubro Infotech Ltd. as on 31st Mar'21.

h. Intangible assets

Computer softwares are stated at cost less accumulated depreciation, amortisation and impairment.

All Intangible assets were transferred to Parent company Larsen & Toubro Infotech Ltd. as on 31st Mar'21.

i. Impairment**a) Impairment of trade receivable :**

The Company assesses at each date of Balance sheet whether a financial asset in form of trade receivable is impaired. In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. As a practical expedient, the Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable & unbilled receivable. The provision matrix is based on available external and internal credit risk factors such as credit default, credit rating from credit rating agencies and Company's historically observed default rates over the expected life of trade receivable. Impairment loss allowance or reversal is recognised during the period as expense or income respectively in the statement of profit and loss.

b) Impairment of asset

As at each balance sheet date, assets are tested for impairment so as to determine, the provision for impairment loss, if any, and the reversal of impairment loss recognised in previous periods, if any.

An impairment loss, if any, is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****j. Leases**

Ind AS 116 requires lessees to determine the lease term as the noncancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant lease hold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to companies operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no material changes are required to lease period relating to the existing lease contracts. (Refer note no. A9)

k. Depreciation**i) Tangible assets**

Depreciation on assets have been provided as mentioned in below table except for the leasehold improvements which is depreciated over the lease period. Depreciation or amortisation on addition and disposal are calculated on pro-rata basis from and to the month of additions and disposal.

SI No.	Particulrs	Useful Life
1	Computer and IT Peripherals	Upto 3 years
2	Plant and Machinery	Upto 15 years
3	Office Equipment	Upto 5 years
4	Furniture and Fixtures	Upto 10 years

ii) Intangible assets

the estimated useful life of an identifiable intangible asset is based on the number of factors including the effects of obsolescence, demand, competition and other economic factor and the level of maintenance expenditure required to obtain the expected future cash flows from the asset.

SI No.	Particulars	Useful Life
1	Computer Software	Upto 3 years

iii) The property plant and equipment acquired under finance leases is depreciated over the the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

iv) Advances paid towards the acquisition of property plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets. Repairs and maintenance cost are recognised in statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statement upon sale or retirement of the asset and the resultant gain or losses are recognised in the statement of Profit and Loss.

l. Functional and presentation currency

The functional and presentation currency of the company is the Indian Rupee as it is the currency of primary economic environment in which the company operates.

m. Foreign currency transactions and balances

Foreign currency transactions are initially recorded at the rates prevailing on the date of transaction. At the balance sheet date, foreign currency monetary item are reported using the closing rate and the gain or loss on such translation are charged to the Statement of profit and loss.

n. 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.

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****i) Financial assets**Initial recognition and measurement

The Company classifies its investments and financial assets in the following measurement categories:

- those to be measured at cost (investment in subsidiaries)
- those to be measured subsequently at fair value through other comprehensive income, and
- those to be measured subsequently at fair value through profit and loss

In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value of those financial assets.

Subsequent measurement

• Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

• Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

ii) Financial liabilitiesInitial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities on the basis of the operating cycle of the Company.

Subsequent measurement

Fair value through profit or loss (FVTPL): Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

o. Income Tax**Current tax**

The current income tax charge is calculated on the basis of taxable income and tax credits computed in accordance with the provisions of the Income-tax Act 1961, any amendments / rules that have been enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****Deferred tax**

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax for the year

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

p. Provisions, contingent liabilities and contingent assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- I) the Company has a present obligation as a result of a past event;
- II) a probable outflow of resources is expected to settle the obligation; and
- III) the amount of the obligation can be reliably estimated

Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of,

- I) a present obligation arising from a past event when it is not probable that an outflow of resources will be required to settle the obligation; or
- II) a possible obligation unless the probability of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

q. Segment accounting

Operating segments are defined as components of an enterprise for which discrete financial information is used regularly by the Company's Chief Operating Decision Maker in deciding how to allocate resources and assessing performance.

- I) Segment revenue is the revenue directly identifiable with or allocable to the segment.
- II) Expenses that are directly identifiable with or allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not identifiable with or allocable to segments are included under "unallocable expenses".
- III) Other income which relates to the Company as a whole and not identifiable with or allocable to segments is included in "unallocable income".
- IV) Assets and liabilities used in the Company's business are not identified to any of the reportable segment as these are used interchangeably.

r. Cash flow statement

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow is reported using indirect method as per the requirements of Ind AS 7 ("Cash flow statements").

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****A5 Dues to micro enterprises and small enterprises**

The management has identified micro and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) on the basis of information made available by the supplier and vendors of the company. Based on the information available with the Company, as at the year end, there is only onw vendor classified as MSMED having a total outstanding dues of INR 767/-.

A6 Disclosure of Related party transactions pursuant to Ind AS 24 "Related Party Disclosures"**a List of Related Parties:**

Larsen & Toubro Limited	Ultimate Holding company
Larsen & Toubro Infotech Limited	Holding Company
Larsen & Toubro Infotech GmbH	Fellow Subsidiary
Larsen & Toubro Infotech Canada Limited	Fellow Subsidiary
Larsen & Toubro Infotech LLC	Fellow Subsidiary
L&T Infotech Financial Services Technologies Inc.	Fellow Subsidiary
Larsen & Toubro Infotech South Africa (Proprietary) Limited	Fellow Subsidiary
L&T Information Technology Services (Shanghai) Co. Limited	Fellow Subsidiary
Larsen & Toubro Infotech Austria GmbH	Fellow Subsidiary
L&T Information Technology Spain, Sociedad Limitada	Fellow Subsidiary
L&T Infotech S. DE R.L. DE C.V.	Fellow Subsidiary
Syncordis S.A.	Fellow Subsidiary
Syncordis France SARL	Fellow Subsidiary
Syncordis Limited	Fellow Subsidiary
Syncordis PSF S.A.	Fellow Subsidiary
Larsen & Toubro Infotech Norge AS	Fellow Subsidiary
Ruletronics Systems Private Limited	Fellow Subsidiary
Ruletronics Limited	Fellow Subsidiary
Ruletronics Systems Inc	Fellow Subsidiary
Lymbye Solutions Inc.	Fellow Subsidiary
Lymbye Solutions Private Limited	Fellow Subsidiary
Powerupcloud Technologies Private Limited	Fellow Subsidiary
Nielsen + Partner Unternehmensberater GmbH	Fellow Subsidiary
Nielsen + Partner Unternehmensberater AG	Fellow Subsidiary
Nielsen+Partner Pte. Ltd.	Fellow Subsidiary
Nielsen + Partner S.A.1	Fellow Subsidiary
Nielsen&Partner Pty Ltd	Fellow Subsidiary
Nielsen&Partner Company Limited	Fellow Subsidiary
Larsen & Toubro Infotech UK Limited ²	Fellow Subsidiary
LTI Middle East FZ-LLC ²	Fellow Subsidiary

1.Nielsen + Partner S.A. has been merged with Syncordis S.A. w.e.f 1st October, 2020

2.Larsen & Toubro Infotech UK Limited and LTI Middle East FZ-LLC and has been incorporated on 17th August, 2020 and 25th November, 2020 resp

b Key Management Personnel:

Name	Status
Mr. Mathansingh Balasingh	Director
Mr. Ashok Kumar Sonthalia*	Director
Mr. Kedar Krishna Gadgil	Director
Mr. Nachiket Gopal Deshpande**	Additional Director

* Ceased to be Director w.e.f 19th January, 2021

** Appointed as Additional Non Executive Director w.e.f. 4th February 2021.

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

c **Managerial Remuneration** (‘ in 000)

Name	2020-21	2019-20
Mr. Mathansingh Balasingh		
a. Short Term Employee benefits	-	2,348
b. Contribution to funds	-	78
c. Other Long Term Benefits	-	69

d **List of related parties with whom there were transactions during the year:**

Name	Relationship
Larsen & Toubro Limited	Ultimate Holding Company
Larsen & Toubro Infotech Limited	Holding Company
Larsen & Toubro Infotech Limited-US Branch	Holding Company
Larsen & Toubro Infotech Limited-Singapore Branch	Holding Company
Syncordis SA, Luxembourg	Fellow Subsidiary
Syncordis Limited, UK	Fellow Subsidiary
Nielsen + Partner Pte Ltd - Singapore	Fellow Subsidiary
Nielsen + Partner Pty Ltd - Australia	Fellow Subsidiary

Details of transactions between the Company and other related parties are disclosed below.

(‘ in 000)

Particulars	Ultimate Holding Company	
	2020-21	2019-20
Reimbursement of Expenses (paid)		
a L & T Limited	29	23

Details of transactions between the Company and other related parties are disclosed below.

(‘ in 000)

Particulars	Holding Company	
	2020-21	2019-20
a. Rendering IT and Support services		
- India	-	509
- US Branch	-	1,245
- Singapore Branch	44,076	7,024
b. Transfer of Asset	10,218	-
c. Amount paid for purchase of Asset	3,000	1,000
d. Overheads Charged by	-	2
e. Transfer of Leave Encashment Provision	1,658	-
f. Reimbursement of Expenses (net)	704	-

(‘ in 000)

Particulars	Fellow subsidiaries	
	2020-21	2019-20
Rendering IT and Support services		
a. Syncordis SA, Luxembourg	24,086	77,345
b. Syncordis Limited, UK	7,924	7,610
c. Nielsen + Partner Pte Ltd - Singapore	-	33
d. Nielsen + Partner Pty Ltd - Australia	3,303	1,835

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

e Amount due to and due from related parties(net): (₹ in 000)

Particulars	Amounts due (to)/from	
	March 31, 2021	March 31, 2020
a. Larsen & Toubro Infotech Limited	9,265	(3,000)
b. Larsen & Toubro Infotech Limited-Singapore Branch	5,192	7,008
c. Larsen & Toubro Infotech Limited-US Branch	-	1,306
d. Syncordis SA, Luxembourg	-	3,986
e. Syncordis Limited, UK	7,252	642
f. Nielsen + Partner Pte Ltd - Singapore	35	34
g. Nielsen + Partner Pty Ltd - Australia	518	1,300

f Terms and conditions of transactions with related parties:

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2020: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

- g No amount of due from related parties has been written off during the year (Previous year ` Nil). No amount due to related parties has been written back during the year (Previous year ` nil). For the year ended March 31, 2021, the company has not recorded any impairment of receivables relating to amounts owned by related parties (March 31, 2020 : ` Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. No expense has been recognized in the current year or prior years for bad or doubtful debts in respect of the amounts owed by the related parties.

A7 Deferred Tax Asset/Liability

Income Taxes are accrued at the same period in which the related revenue and expense arise. A provision is made for income tax annually based on the tax liability after considering tax allowances and exemptions. The differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax asset or deferred tax liability is recorded for the timing differences.

a) Major components of Deferred tax liabilities and assets

(₹ in 000)

Particulars	As at 31-March- 2021	As at 31-March- 2020
a) WDV of Assets	-	(72)
b) Preliminary Expenses	-	-
c) Amortisation / Unwinding of Rental Advance	(74)	(42)
d) Provision for Leave Encashment	549	399
e) Provision for Bonus	16	453
f) Provision for expected credit loss	5	15
g) Ind AS 116 - leases	-	1,419
f) STCL on sale of block of asset	553	-
Net Deferred Tax Assets/ (Liabilities)	1,049	2,173

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

b) Deferred tax liabilities / assets as at 31 March 2021

(` in 000)

Particulars	Deferred Tax assets / (Liability) as at 31-03-2020	Current year (charge) / credit to profit & loss	(Charge) / credit to Retained Earnings	Deferred Tax assets / (Liability) as at 31-03-2021
a) WDV of Assets	(72)	72	-	0
b) Preliminary Expenses	-	-	-	-
c) Amortisation / Unwinding of Rental Advance	(42)	(32)	-	(74)
d) Provision for Leave Encashment	399	150	-	549
e) Provision for Bonus	453	(437)	-	16
f) Provision for expected credit loss	15	(11)	-	5
g) Ind AS 116 - leases	1,419	(1,419)	-	-
f) STCL on sale of block of asset	-	553	-	553
	2,173	(1,124)	-	1,049

c) Deferred tax liabilities / assets as at 31 March 2020

(` in 000)

Particulars	Deferred Tax assets / (Liability) as at 31-03-2019	Current year (charge) / credit to profit & loss	(Charge) / credit to Retained Earnings	Deferred Tax assets / (Liability) as at 31-03-2020
a) WDV of Assets	(2)	(70)	-	(72)
b) Preliminary Expenses	12	(12)	-	-
c) Amortisation / Unwinding of Rental Advance	13	(55)	-	(42)
d) Provision for Leave Encashment	-	399	-	399
e) Provision for Bonus	-	453	-	453
f) Provision for expected credit loss	-	15	-	15
g) Ind AS 116 - leases	-	720	699	1,419
	23	1,450	699	2,173

A8 Employee benefits

I) General descriptions of defined benefit plans:

i) Gratuity plan

The Company makes contributions to the Company's employees' Company Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to employees at retirement or death while in employment or termination of employment of an amount equivalent to 15 days salary for every completed year of service or part thereof in excess of six months, provided the employee has completed five years in service.

II) The amounts recognised in balance sheet are as follows:

(` in 000)

Gratuity plan	As at 31-March-2021	As at 31-March-2020
a) Present value of defined benefit obligation		
- Wholly funded	2,872	2,164
- Wholly unfunded	-	-
b) Fair value of plan assets as on	1,841	996
Amount to be recognised as liability or (asset) (a-b)	1,031	1,168
Net liability/(asset)-current	1,031	1,168
Net liability/(asset)- non current	-	-

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

III) The amounts recognised in statement of profit and loss are as follows:

(' in 000)

Gratuity plan	As at 31-March- 2021	As at 31-March- 2020
Current service cost	895	340
Past service cost	-	-
Administration expenses	-	-
Interest on net defined benefit liability / (asset)	94	71
(Gains) / losses on settlement	-	-
Total expense charged to profit and loss account	988	411

IV) The amounts recognised in statement of other comprehensive income (OCI) are as follows:

(' in 000)

Gratuity plan	As at 31-March- 2021	As at 31-March- 2020
Opening amount recognized in OCI	-	-
Re-measurements during the period due to:		
Changes in financial assumptions	-	164
Changes in demographic assumptions	-	(0)
Experience adjustments	-	594
Actual return on plan assets less interest on plan assets	42	-
Closing amount recognized in OCI	42	758

V) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

(' in 000)

Gratuity plan	As at 31-March- 2021	As at 31-March- 2020
Opening balance of defined benefit obligation	2,164	996
Current service cost	895	340
Past service cost	-	-
Interest on defined benefit obligation	136	71
Re-measurements due to		
Actuarial loss/(gain) arising from change in financial assumption	-	164
Actuarial loss/(gain) arising from change in demographic assumptions	-	(0)
Actuarial loss/(gain) arising on account of experience changes	-	594
Benefits paid	(323)	-
Closing balance of defined benefit obligation	2,872	2,165

VI) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows:

(' in 000)

Gratuity plan	As at 31-March- 2021	As at 31-March- 2020
Opening balance of the fair value of the plan assets	996	-
Employer's contributions	1,168	996
Interest on plan assets	42	-
Administration expenses	-	-
Actuarial gains/(loss)	-	-
Re-measurements due to:		
Actual return on plan assets less interest on plan assets	(42)	-
Contribution by plan participants	-	-
Benefits paid	-	-
Assets acquired/(settled)*	(323)	-
Assets distributed on settlements	-	-
Closing balance of plan assets	1,841	996

SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED
Notes accompanying the Financial Statements for the year ended March 31, 2021

VII) Principal actuarial assumptions at the balance sheet date :

(` in 000)

Gratuity plan	As at 31-March- 2021	As at 31-March- 2020
Discount Rate (p.a)	NA	6.40%
Salary Escalation rate (p.a)	NA	6.00%

VIII) Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan (which in case of serving employees, if any, is based on service accrued by employee up to valuation date):

(` in 000)

Gratuity plan	As at 31-March- 2021	As at 31-March- 2020
Expected benefits for year 1	-	94
Expected benefits for year 2	-	136
Expected benefits for year 3	-	155
Expected benefits for year 4	-	179
Expected benefits for year 5	-	182
Expected benefits for year 6	-	244
Expected benefits for year 7	-	138
Expected benefits for year 8	-	127
Expected benefits for year 9	-	114
Expected benefits for year 10 and above	-	1,292

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 in the employment market

IX) Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption as below:

Gratuity plan	As at 31-March-2021		As at 31-March-2020	
	Discount rate	Salary escalation rate	Discount rate	Salary escalation rate
Impact of increase in 100 bps on defined benefit obligation	NA	NA	-7.21%	8.14%
Impact of decrease in 100 bps on defined benefit obligation	NA	NA	8.19%	-7.30%

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****A9****A As a lessee**

The Company's lease asset classes primarily consist of leases for buildings, furniture & fixtures and vehicles. The company assesses whether a contract 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 company assesses whether: (1) the contract involves the use of an identified asset (2) the company has substantially of the economic benefits from use of the asset throughout the period of the lease and (3) the company has the right to direct the use of the asset throughout the period of use.

At the date of commencement of the lease, the company recognizes 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 low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized 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 less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost 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 in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

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

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021

Particulars	(' in 000)
Balance at 1 April, 2020	42,060
Deletion	(37,328)
Depreciation	(4,732)
Balance at 31 March, 2021	(0)

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2020

Particulars	(' in 000)
Balance at 1 April, 2019	48,369
Deletion	(6,309)
Depreciation	-
Balance at 31 March, 2020	42,060

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2020

Particulars	(` in 000)
Current lease liabilities	6,460
Non-current lease liabilities	39,529
Total	45,989

The following is the movement in lease liabilities during the year ended March 31, 2021

Particulars	(` in 000)
Balance at the beginning	45,989
Finance cost accrued during the period	2,889
Payment of lease liabilities	(5,774)
Deletions	(43,104)
Balance at the end	-

The following is the movement in lease liabilities during the year ended March 31, 2020

Particulars	(` in 000)
Balance at the beginning	49,436
Finance cost accrued during the period	4,125
Payment of lease liabilities	(7,572)
Balance at the end	45,989

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis:

Particulars	(` in 000)
Less than one year	7,950
One to five years	36,572
More than five years	16,690
Total undiscounted lease liabilities at 31 March, 2020	61,212

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.

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED
Notes accompanying the Financial Statements for the year ended March 31, 2021

A10 Disclosure pursuant to Ind AS 33 "Earnings per share"

Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per share".

(` in 000)

Particulars		2020-21	2019-20
Earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating basic earnings per share (`)	A	12,304	8,471
Weighted average number of equity shares outstanding for calculating basic earnings per share	B	4,50,000	4,50,000
Basic and diluted earnings per equity share (`)	A / B	27.34	18.82
Diluted earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating basic earnings per share (`)	A	12,304	8,471
Add : Interest on convertibles (net of tax)	B	-	-
Profit for the year attributable to owners of the Company for the calculating of diluted earnings per share (`)	C = A+B	12,304	8,471
Weighted average number of equity shares outstanding for calculating basic earnings per share	D	4,50,000	4,50,000
Add : Shares deemed to be issued for no consideration in respect of :	E	-	-
Compulsorily convertible preference share capital	F	-	-
Compulsorily convertible debentures	G	-	-
Weighted average number of equity shares outstanding for calculating diluted earnings per share	H = D + E	4,50,000	4,50,000
Diluted earnings per equity share (`)		27.34	18.82
Face value per equity share (`)		10.00	10.00

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

A11 Financial Instruments

Disclosure of Financial Instruments by Category

(' in 000)

Financial instruments by categories	Note no.	31.03.2021			31.03.2020		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Cash and cash equivalents	5	-	-	11,217	-	-	4,861
Loans	6	-	-	3,786	-	-	2,280
Trade receivables	4	-	-	23,794	-	-	16,878
Total Financial Asset		-	-	38,797	-	-	24,018
Financial liability							
Term loans from banks		-	-	-	-	-	-
Loans from related parties		-	-	-	-	-	-
Other Financial Liabilities		-	-	-	-	-	-
Total Financial Liabilities		-	-	-	-	-	-

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

A11 Fair Value Measurement

Fair Value Measurement of Financial asset and Financial liabilities

Fair value hierarchy

As at March 31, 2021

(' in 000)

Financial Asset & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1	Level 2	Level 3	Total
--	----------	---------	---------	---------	-------

Financial Assets

Loans	6	-	-	3,786	3,786
Total of Financial Assets		-	-	3,786	3,786

Financial Liabilities

Term Loans from Banks		-	-	-	-
Loans from related parties		-	-	-	-
Total Financial liabilities		-	-	-	-

As at March 31, 2021

Financial Asset & Liabilities Measured at FV - Recurring FVM	Note No.	Level 1	Level 2	Level 3	Total
--	----------	---------	---------	---------	-------

Financial asset measured at FVTPL

Total of Financial Assets

Financial Liabilities measured at FVTPL

Total of Financial Liabilities

As at March 31, 2020

Financial Asset & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1	Level 2	Level 3	Total
--	----------	---------	---------	---------	-------

Financial Assets

Loans	6	-	-	2,280	2,280
Total Financial Assets		-	-	2,280	2,280

Financial Liabilities

Term Loans from Banks		-	-	-	-
Loans from related parties		-	-	-	-
Total Financial Liabilities		-	-	-	-

As at April 1, 2019

Financial Asset & Liabilities Measured at FV - Recurring FVM	Note No.	Level 1	Level 2	Level 3	Total
--	----------	---------	---------	---------	-------

Financial asset measured at FVTPL

Total of Financial Assets

Financial Liabilities measured at FVTPL

Total of Financial Liabilities

Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, 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 Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other

i. Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate.

The Company's revenues are principally in foreign currencies and the maximum exposure is in Euro. The Company does not enter into hedge transactions.

Unhedged Currency Risk position :

i) Amounts receivable in foreign currency

(` in 000)

Particulars	As at March 31, 2021				
	Euro	U.S Dollars	United Kingdom pound Sterling	Other Currencies	Total
Trade Receivables	-	3,401	7,252	1,579	12,232

Particulars	As at March 31, 2020				
	Euro	U.S Dollars	United Kingdom pound Sterling	Other Currencies	Total
Trade Receivables	3,986	8,314	642	1,333	14,275

ii. Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The company is not exposed to Interest rate risk as there are no borrowings.

iii. Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The company measures risk through sensitivity analysis.

The company's risk management policy is to mitigate the risk by investments in diversified funds.

iv. Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

Liquidity exposure as at 31 March 2021

(` in 000)

Particulars	As at March 31, 2021			
	< 1 year	1-5 years	> 5 years	Total
Trade Payable	1,435	-	-	1,435
Total	1,435	-	-	1,435
Trade Receivable	23,794	-	-	23,794
Cash and cash equivalent	11,217	-	-	11,217
Loans	-	-	-	-
	35,011	-	-	35,011

Liquidity exposure as at 31 March 2020

Particulars	As at March 31, 2020			
	< 1 year	1-5 years	> 5 years	Total
Trade Payable	4,052	-	-	4,052
Total	4,052	-	-	4,052
Trade Receivable	16,878	-	-	16,878
Cash and cash equivalent	4,861	-	-	4,861
Loans	2,280	-	-	2,280
	24,018	-	-	24,018

v. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The principal credit risk that the Company exposed to is non-collection of trade receivable and late collection of receivable leading to credit loss. The risk is mitigated by reviewing creditworthiness of the prospective customers prior to entering into contract and post contracting, through continuous monitoring of collections by a dedicated

The Company makes adequate provision for non-collection of trade receivable and unbilled receivables. Further, the Company has not suffered significant payment defaults by its customers.

In addition, for delay in collection of receivable from parties other than related parties, the Company has made provision for Expected Credit loss ('ECL') based on ageing analysis of its trade receivable. For trade receivables (other than related parties), these range from 1.5% for dues outstanding up to six months to 19.2% for dues outstanding for more than 36 months for 2019-20. (Previous year- No provision for Expected Credit Loss was provided in previous year as there was no transaction with parties other than related parties)

ECL allowance for non-collection and delay in collection of receivable, on a combined basis is ₹ 61071/- for the financial year 2019-20. The movement in allowance for doubtful debts comprising provision for both non-collection and delay in collections of receivable.

(` in 000)

	2020-21	2019-20
Opening balance	-	-
Impairment loss recognised or (reversed)	(42)	61
Closing balance	(42)	61

The percentage of revenue from its top five customers is 98% for 2019-20 (97.35% for 2019-20).

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****A12 SEGMENT REPORTING**

Since the company is engaged only in banking and financial services Ind AS 108 is not applicable

There are no non-current assets held outside India.

Segmental reporting of revenues on the basis of the geographical location of the customers is as under:

(` in 000)

Geography	2020-21	2019-20
India	6,654	7,361
Luxembourg	21,935	77,345
United Kingdom	7,924	7,610
Singapore	43,311	7,057
Australia	3,303	1,835
United States	-	1,245
Total	83,127	1,02,453

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SYNCORDIS SOFTWARE SERVICES INDIA PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

A13 Disclosure pursuant to Ind AS 12 - "Income taxes"

The major components of income tax expense for years ended 31 March 2021 and 31 March 2020 are :

(` in 000)

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
Current income Tax :		
Current income tax charge	3,350	4,138
Adjustments of current tax of previous year	-	-
Deferred Tax		
Relating to origination and reversal of temporary differences	1,124	(1,451)
Relating to rate change or imposition of new taxes	-	-
Arising due to a write down of a deferred tax asset	-	-
Income tax reported in the statement of profit and loss	4,474	2,688
Current Tax and Deferred Tax - Equity (Mention details of items directly charged to equity)	-	-

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2021 and 31 March 2020:

(` in 000)

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
Accounting profit before tax	16,809	11,159
Applicable tax rate	25.17%	25.17%
Profit before tax * Applicable tax rate	4,230	2,809
Effect of Deferred Taxes	1,124	(1,451)
Short & (Excess) Provision adjusted	176	797
Difference in tax for items which are not allowed as a deduction	(1,056)	532
Income tax expense reported in the statement of profit and loss	4,474	2,688

A14 Events occurring after the reporting period

The financial statements were approved by the Board of Directors on April 30, 2021 and there are no significant events occurring after Balance sheet date.

A15 Investor Education and Protection Fund

The Company is not required to transfer any amount to Investor Education and Protection Fund.

A16 Previous year's figures have been regrouped/reclassified wherever applicable to facilitate comparability.**A17 The financial statements were approved by the Board of Directors on April 30, 2021.**

As per our report attached
PSDY & Associates
 Chartered Accountants
 Firm's Registration No.: 010625S

Yashvant G
 Yashvant G
 Partner
 Membership No.: 209865

Place: Chennai
 Date: April 30, 2021



For and on behalf of the Board

MATHANSI
 NGH
 BALASINGH
 Digitally signed by
 MATHANSINGH
 BALASINGH
 Date: 2021.04.30
 21:02:24 +05'30'

Mathansingh Balasingh
 Director
 DIN : 07194861

KEDAR
 KRISHNA
 GADGIL
 Digitally signed by KEDAR KRISHNA GADGIL
 DN: cn=KEDAR KRISHNA GADGIL, o=PSDY & ASSOCIATES, ou=PSDY & ASSOCIATES, email=kedar.gadgil@psdy.com, c=IN

Kedar Krishna Gadgil
 Director
 DIN : 07224639

Place: Mumbai
 Date: April 30, 2021

SYNCORDIS S.A.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

SYNCORDIS S.A.

Registered address: 5, Rue des Primeurs L – 2361 Strassen
R.C.S. Luxembourg B 105.331

MANAGEMENT REPORT ON 31st DECEMBER 2020

Dear Shareholders,

We have the honor to present to you, our report, and the annual accounts, for the year ended on 31st December 2020, for approval.

Evolution of business and the company's position

The balance sheet total for the year ended on 31st December 2020 is EUR 15 130 388,55.

We have ended the current financial year with a profit of EUR 451.271,72.

We recommend to allocate the profit of the financial year of EUR 451.271,72 to profit or loss brought forwards.

We beg you to grant full discharge to the Administrators, Directors and the Auditor for the execution of their mandate until 31st December 2020.

Significant events after the balance sheet closure

In 2021, the impact of COVID-19 on SYNCORDIS SA and SYNCORDIS PSF SA, is always monitored by Syncordis Management. Single Points of Contacts (SPOCS) have been named across all Syncordis Group for all regions (EMEA, Northern Europe, APAC and North America) and 21 managers participate to the calls (daily the first month and then three times a week).

A call at C-level is taking place on a weekly basis (every Friday) to follow the Cashflow at Group level and we have built different scenarios based on Client's payment delays from 20% to 50%.

In parallel we have evaluated the Government measures provided in Luxembourg and in the Group and checked potential support from our parent company, LTI :

- We have put a number of employees under "Partial Unemployment" (we have called it "Job Preservation Measure" internally)

SYNCORDIS PSF S.A., wholly owned subsidiary of the Company has no used partial unemployment proposed by ADEM.

For, SYNCORDIS S.A. :

Partial unemployment - JANUARY

We have claimed the following amounts to ADEM :

- 41 948,16 € (corresponding to 1.016 hours, 18 people impacted, not full time)

Partial unemployment – FEBRUARY

We have claimed the following amounts to ADEM :

- 56.262,10 € (corresponding to 2.130 hours, 16 people impacted, not full time)

Partial unemployment – MARCH

We have claimed the following amounts to ADEM :

- 56.497,64 € (corresponding to 2.326 hours, 16 people impacted, not full time)

As a conclusion :

- The current situation has an impact on our revenues
- There has been no hard-stop of projects
- A few projects didn't start and are delayed
- The Sales team is continuing answering to RFP and we expect these Client's decisions to be delayed further
- With the current end of lockdown planned in May (France, Luxembourg, UK) we remain positive and don't foresee any critical issue; still we need to properly manage our cashflow and be careful with our costs

Financial accounts as at 31/12/2020 have been prepared based on the accounting principle of continuity

Foreseeable development of the company

The company will continue its activities focused on the realization of investments, management and development based on the opportunities that will be identified and agreed by the Board of Administrators.

Activities in research and development

None.

Acquisition of own shares

On 31st December 2019, the company does not hold own shares in portfolio and did not acquire during the financial year ending on 31st December 2020.

Existence of branches

On 10 January 2020, the company has established a branch in Tunisia to develop its activities in the North Africa. However, nothing starts for the moment.

Change in Board Composition

On 15 March 2021, the shareholders noted and accepted resignation of Mr. Satyakanta Samal and Mr. Ashok Kumar Sonthalia from the Board of Directors of SYNCORDIS S.A. with effect from 31 December 2020 and 19 January 2021, respectively. Further, the shareholders also approved appointed of Mr. Nachiket Gopal Deshpande with effect from 15 March 2021.

Proposal for profit appropriation

The accounts presented show a profit of EUR 1 054 316,62


Incomes amounted to	23 852 590,59 EUR
and charges to	23 401 318,87 EUR
Profit of the exercise as at 31 st December 2020	451.271,72 EUR

We recommend to bring forward the profit of the year to the next year :

In accordance with the proposal Board of Administrators, the allocation of available results is as follows:

	Legal reserve	Wealthtax reserves	Results brought forward	Profit of the financial year
As at 31/12/2020	3 480,00	228 050,00	1 569 540,13	451.271,72
Reverse on reserve brought forward	0,00	0,00	0,00	0,00
Allocation of the 2020 result	0,00	0,00	449 212,52	- 449 212,52
Allocation of legal reserve	2 059,20	0,00	0,00	-2 059,20
Allocation against Wealthtax	0,00	0,00	0,00	0,00
After allocation	5 539,20	228 050,00	2 018 752,65	0,00

Done in Strassen, the 9th April 2021



Mr Sudhir CHATURVEDI
Administrator



Mr Nachiket Gopal DESHPANDE
Administrator



Mr Guillaume DESJONQUERES
Administrator



Mr Luc GESQUIERE
Administrator

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

To the Shareholders of

SYNCORDIS S.A.
5, rue des Primeurs
L-2361 STRASSEN

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of SYNCORDIS S.A. (the "Company"), which comprise the balance sheet as at 31st of December 2020, and the profit and loss account for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31st of December 2020, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements.

Basis for Opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of "Réviseur d'Entreprises Agréé" for the Audit of the Financial Statements » section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – COVID-19 Crisis

We draw the attention to Note 19 within the financial statements which indicates the effects that the Covid-19 outbreak may cause on the Company's activities. Our opinion is not modified in this matter.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the management report but does not include the financial statements and our report of the “Réviseur d’Entreprises Agréé” thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and Those Charged with Governance for the Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Responsibilities of the “Réviseur d’Entreprises Agréé” for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the “Réviseur d’Entreprises Agréé” that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "Réviseur d'Entreprises Agréé" to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "Réviseur d'Entreprises Agréé". However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

The management report is consistent with the financial statements and has been prepared in accordance with applicable requirements.

Luxembourg, the 11th of May 2021

ACF AUDIT Luxembourg S.A.
 Represented by Stéphan MOREAUX
 Réviseur d'entreprises agréé

Annual Accounts Helpdesk :

Tel. : (+352) 247 88 494

Email : centralebilans@statec.etat.lu

RCSL Nr. : B105331

Matricule : 2004 2227 391

BALANCE SHEETFinancial year from ⁰¹ 01/01/2020 to ⁰² 31/12/2020 (in ⁰³ EUR)

SYNCORDIS S.A.

5 Rue des Primeurs

L-2361 Strassen

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid			
I. Subscribed capital not called	1101 _____	101 <u>0,00</u>	102 <u>0,00</u>
II. Subscribed capital called but unpaid	1103 _____	103 <u>0,00</u>	104 <u>0,00</u>
	1105 _____	105 <u>0,00</u>	106 <u>0,00</u>
B. Formation expenses	1107 _____	107 <u>0,00</u>	108 <u>0,00</u>
C. Fixed assets			
I. Intangible assets	1109 _____	109 <u>3 081 475,91</u>	110 <u>2 102 426,35</u>
1. Costs of development	1111 _____	111 <u>1 992 641,58</u>	112 <u>1 404 408,14</u>
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1113 _____	113 <u>0,00</u>	114 <u>0,00</u>
a) acquired for valuable consideration and need not be shown under C.I.3	1115 <u>note 3</u> _____	115 <u>1 320 596,58</u>	116 <u>1 404 408,14</u>
b) created by the undertaking itself	1117 _____	117 <u>5 858,10</u>	118 <u>12 208,08</u>
3. Goodwill, to the extent that it was acquired for valuable consideration	1119 _____	119 <u>1 314 738,48</u>	120 <u>1 392 200,06</u>
4. Payments on account and intangible assets under development	1121 _____	121 <u>0,00</u>	122 <u>0,00</u>
II. Tangible assets	1123 _____	123 <u>672 045,00</u>	124 <u>0,00</u>
1. Land and buildings	1125 <u>note 4</u> _____	125 <u>217 560,75</u>	126 <u>168 687,23</u>
2. Plant and machinery	1127 _____	127 <u>0,00</u>	128 <u>0,00</u>
	1129 _____	129 <u>0,00</u>	130 <u>0,00</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : **B105331**Matricule : **2004 2227 391**

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131	131 217 560,75	132 168 687,23
4. Payments on account and tangible assets in the course of construction	1133	133 0,00	134 0,00
III. Financial assets	note 5	871 273,58	529 330,98
1. Shares in affiliated undertakings	1135	135	136
2. Loans to affiliated undertakings	1137	137 501 925,59	138 501 922,98
3. Participating interests	1139	139 0,00	140 0,00
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests	1141	141 0,00	142 0,00
5. Investments held as fixed assets	1143	143 0,00	144 0,00
6. Other loans	1145	145 0,00	146 0,00
	1147	147 369 347,99	148 27 408,00
D. Current assets		11 917 790,31	7 307 711,59
I. Stocks		0,00	0,00
1. Raw materials and consumables	1151	151	152
2. Work in progress	1153	153 0,00	154 0,00
3. Finished goods and goods for resale	1155	155 0,00	156 0,00
4. Payments on account	1157	157 0,00	158 0,00
II. Debtors	note 6	10 173 247,36	6 527 100,16
1. Trade debtors	1163	163	164
a) becoming due and payable within one year	1165	165 3 626 340,91	166 2 883 876,88
b) becoming due and payable after more than one year	1167	167 3 626 340,91	168 2 883 876,88
2. Amounts owed by affiliated undertakings	1169	169 0,00	170 0,00
a) becoming due and payable within one year	1171	171 5 614 692,02	172 3 117 552,66
b) becoming due and payable after more than one year	1173	173 5 614 692,02	174 3 117 552,66
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1175	175 0,00	176 0,00
a) becoming due and payable within one year	1177	177 0,00	178 0,00
b) becoming due and payable after more than one year	1179	179 0,00	180 0,00
4. Other debtors	1181	181 0,00	182 0,00
a) becoming due and payable within one year	1183	183 932 214,43	184 525 670,62
b) becoming due and payable after more than one year	1185	185 932 214,43	186 525 670,62
	1187	187 0,00	188 0,00

The notes in the annex form an integral part of the annual accounts

RCSL Nr.: B105331	Matricule: 2004 2227 391
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	Reference(s)	Current year	Previous year
III. Investments	1189 _____	189 0,00	190 0,00
1. Shares in affiliated undertakings	1191 _____	191 0,00	192 0,00
2. Own shares	1209 _____	209 0,00	210 0,00
3. Other investments	1195 _____	195 0,00	196 0,00
IV. Cash at bank and in hand	1197 _____	197 1 744 542,95	198 780 611,43
E. Prepayments	1199 note 7 _____	199 131 122,33	200 118 429,07
TOTAL (ASSETS)		201 15 130 388,55	202 9 528 567,01

The notes in the annex form an integral part of the annual accounts

CAPITAL, RESERVES AND LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
I. Subscribed capital	1301 <u>note 8</u>	301 <u>3 960 325,18</u>	302 <u>2 418 649,86</u>
II. Share premium account	1303 <u>note 9</u>	303 <u>55 392,00</u>	304 <u>34 800,00</u>
III. Revaluation reserve	1305 <u>note 9</u>	305 <u>1 652 591,33</u>	306 <u>89 823,60</u>
IV. Reserves	1307 <u>note 10,11</u>	307 <u>0,00</u>	308 <u>0,00</u>
1. Legal reserve	1309 <u>note 10,11</u>	309 <u>231 530,00</u>	310 <u>232 177,50</u>
2. Reserve for own shares	1311	311 <u>3 480,00</u>	312 <u>3 480,00</u>
3. Reserves provided for by the articles of association	1313	313 <u>0,00</u>	314 <u>0,00</u>
4. Other reserves, including the fair value reserve	1315	315 <u>0,00</u>	316 <u>0,00</u>
a) other available reserves	1429	429 <u>228 050,00</u>	430 <u>228 697,50</u>
b) other non available reserves	1431	431 <u>0,00</u>	432 <u>0,00</u>
V. Profit or loss brought forward	1433 <u>note 11</u>	433 <u>228 050,00</u>	434 <u>228 697,50</u>
VI. Profit or loss for the financial year	1319 <u>note 11</u>	319 <u>1 569 540,13</u>	320 <u>2 193 700,38</u>
VII. Interim dividends	1321 <u>note 11</u>	321 <u>451 271,72</u>	322 <u>-131 851,62</u>
VIII. Capital investment subsidies	1323	323 <u>0,00</u>	324 <u>0,00</u>
	1325	325 <u>0,00</u>	326 <u>0,00</u>
B. Provisions	1331 <u>note 12</u>	331 <u>1 870 876,57</u>	332 <u>2 134 198,70</u>
1. Provisions for pensions and similar obligations	1333	333 <u>0,00</u>	334 <u>0,00</u>
2. Provisions for taxation	1335	335 <u>0,00</u>	336 <u>0,00</u>
3. Other provisions	1337	337 <u>1 870 876,57</u>	338 <u>2 134 198,70</u>
C. Creditors	1435 <u>note 13</u>	435 <u>7 983 216,80</u>	436 <u>4 852 136,44</u>
1. Debenture loans	1437	437 <u>0,00</u>	438 <u>0,00</u>
a) Convertible loans	1439	439 <u>0,00</u>	440 <u>0,00</u>
i) becoming due and payable within one year	1441	441 <u>0,00</u>	442 <u>0,00</u>
ii) becoming due and payable after more than one year	1443	443 <u>0,00</u>	444 <u>0,00</u>
b) Non convertible loans	1445	445 <u>0,00</u>	446 <u>0,00</u>
i) becoming due and payable within one year	1447	447 <u>0,00</u>	448 <u>0,00</u>
ii) becoming due and payable after more than one year	1449	449 <u>0,00</u>	450 <u>0,00</u>
2. Amounts owed to credit institutions	1355	355 <u>1 974 049,26</u>	356 <u>1 942 980,88</u>
a) becoming due and payable within one year	1357	357 <u>1 974 049,26</u>	358 <u>1 942 980,88</u>
b) becoming due and payable after more than one year	1359	359 <u>0,00</u>	360 <u>0,00</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr.: **B105331**Matricule : **2004 2227 391**

	Reference(s)	Current year	Previous year
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	1361	0,00	0,00
a) becoming due and payable within one year	1363	0,00	0,00
b) becoming due and payable after more than one year	1365	0,00	0,00
4. Trade creditors	1367	220 397,02	503 087,86
a) becoming due and payable within one year	1369	220 397,02	503 087,86
b) becoming due and payable after more than one year	1371	0,00	0,00
5. Bills of exchange payable	1373	0,00	0,00
a) becoming due and payable within one year	1375	0,00	0,00
b) becoming due and payable after more than one year	1377	0,00	0,00
6. Amounts owed to affiliated undertakings	1379	3 442 745,34	1 766 687,81
a) becoming due and payable within one year	1381	3 442 745,34	1 766 687,81
b) becoming due and payable after more than one year	1383	0,00	0,00
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	0,00	0,00
a) becoming due and payable within one year	1387	0,00	0,00
b) becoming due and payable after more than one year	1389	0,00	0,00
8. Other creditors	1451	2 346 025,18	639 379,89
a) Tax authorities	1393	1 007 183,97	391 142,10
b) Social security authorities	1395	1 271 344,71	233 911,51
c) Other creditors	1397	67 496,50	14 326,28
i) becoming due and payable within one year	1399	67 496,50	14 326,28
ii) becoming due and payable after more than one year	1401	0,00	0,00
D. Deferred income	1403 note 7	1 315 970,00	123 582,01
TOTAL (CAPITAL, RESERVES AND LIABILITIES)	405	15 130 388,55	9 528 567,01

The notes in the annex form an integral part of the annual accounts

Annual Accounts Helpdesk :

Tel. : (+352) 247 88 494

Email : centralebilans@statec.etat.lu

RCSL Nr. : B105331

Matricule : 2004 2227 391

ABRIDGED PROFIT AND LOSS ACCOUNTFinancial year from ⁰¹ 01/01/2020 to ⁰² 31/12/2020 (in ⁰³ EUR)**SYNCORDIS S.A.****5 Rue des Primeurs****L-2361 Strassen****ABRIDGED PROFIT AND LOSS ACCOUNT**

	Reference(s)	Current year	Previous year
1. to 5. Gross profit or loss	1651 <u>note 15</u>	651 <u>16 101 863,91</u>	652 <u>12 912 571,38</u>
6. Staff costs	1605 <u>note 16</u>	605 <u>-13 613 921,72</u>	606 <u>-10 904 275,38</u>
a) Wages and salaries	1607 _____	607 <u>-12 130 929,91</u>	608 <u>-9 837 186,21</u>
b) Social security costs	1609 _____	609 <u>-1 482 991,81</u>	610 <u>-1 067 044,47</u>
i) relating to pensions	1653 _____	653 <u>-811 392,96</u>	654 <u>0,00</u>
ii) other social security costs	1655 _____	655 <u>-671 598,85</u>	656 <u>-1 067 044,47</u>
c) Other staff costs	1613 _____	613 <u>0,00</u>	614 <u>-44,70</u>
7. Value adjustments	1657 <u>note 3,4,6</u>	657 <u>-295 378,17</u>	658 <u>-282 584,58</u>
a) in respect of formation expenses and of tangible and intangible fixed assets	1659 _____	659 <u>-315 065,35</u>	660 <u>-262 897,40</u>
b) in respect of current assets	1661 _____	661 <u>19 687,18</u>	662 <u>-19 687,18</u>
8. Other operating expenses	1621 _____	621 <u>-1 434 230,80</u>	622 <u>-1 881 175,22</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B105331

Matricule : 2004 2227 391

	Reference(s)	Current year	Previous year
9. Income from participating interests	1715	0,00	0,00
a) derived from affiliated undertakings	1717	0,00	0,00
b) other income from participating interests	1719	0,00	0,00
10. Income from other investments and loans forming part of the fixed assets	1721	0,00	0,00
a) derived from affiliated undertakings	1723	0,00	0,00
b) other income not included under a)	1725	0,00	0,00
11. Other interest receivable and similar income	1727	124 845,14	42 311,47
a) derived from affiliated undertakings	1729	49 011,58	34 823,15
b) other interest and similar income	1731	75 833,56	7 488,32
12. Share of profit or loss of undertakings accounted for under the equity method	1663	0,00	0,00
13. Value adjustments in respect of financial assets and of investments held as current assets	1665	0,00	0,00
14. Interest payable and similar expenses	1627	-141 386,86	-20 599,29
a) concerning affiliated undertakings	1629	-3 892,14	0,00
b) other interest and similar expenses	1631 note 13	-137 494,72	-20 599,29
15. Tax on profit or loss	1635	-288 274,78	1 900,00
16. Profit or loss after taxation	1667	453 516,72	-131 851,62
17. Other taxes not shown under items 1 to 16	1637	-2 245,00	0,00
18. Profit or loss for the financial year	1669	451 271,72	-131 851,62

The notes in the annex form an integral part of the annual accounts

Annual Accounts Helpdesk :

Tel. : (+352) 26 428-1
Email : helpdesk@rcsl.lu

RCSL Nr. : B105331 Matricule : 2004 2227 391

STANDARD CHART OF ACCOUNTS

Financial year from ⁰¹ 01/01/2020 To ⁰² 31/12/2020 (in ⁰³ EUR)

SYNCORDIS S.A.

5 Rue des Primeurs

L-2361 Strassen

Class 1. EQUITY, PROVISIONS AND FINANCIAL LIABILITIES ACCOUNTS

		Net debit balance		Net credit balance
10 Subscribed capital or branches' assigned capital and owner's account	0101	<u>0,00</u>	0102	<u>55 392,00</u>
101 Subscribed capital	0103	<u>0,00</u>	0104	<u>55 392,00</u>
11 Share premium and similar premiums	0119	<u>0,00</u>	0120	<u>1 652 591,33</u>
111 Share premium	0121	<u>0,00</u>	0122	<u>89 823,60</u>
112 Merger premium	0123	<u>0,00</u>	0124	<u>1 562 767,73</u>
13 Reserves	2403	<u>0,00</u>	2404	<u>231 530,00</u>
131 Legal reserve	0143	<u>0,00</u>	0144	<u>3 480,00</u>
138 Other reserves, including fair-value reserve	2405	<u>0,00</u>	2406	<u>228 050,00</u>
1382 Other reserves not available for distribution	0153	<u>0,00</u>	0154	<u>228 050,00</u>
13821 Reserve for net wealth tax (NWT)	0151	<u>0,00</u>	0152	<u>228 050,00</u>
14 Result for the financial year and results brought forward	0157	<u>0,00</u>	0158	<u>1 569 540,13</u>
141 Results brought forward	0159	<u>0,00</u>	0160	<u>1 569 540,13</u>
1412 Results brought forward (assigned)	2413	<u>0,00</u>	2414	<u>1 569 540,13</u>
18 Provisions	0181	<u>0,00</u>	0182	<u>1 870 876,57</u>
188 Other provisions	0197	<u>0,00</u>	0198	<u>1 870 876,57</u>
1881 Operating provisions	0199	<u>0,00</u>	0200	<u>1 870 876,57</u>
19 Debenture loans and amounts owed to credit institutions	2429	<u>0,00</u>	2430	<u>1 974 049,26</u>
194 Amounts owed to credit institutions	0249	<u>0,00</u>	0250	<u>1 974 049,26</u>
1941 due and payable within one year	0251	<u>0,00</u>	0252	<u>1 974 049,26</u>

Class 2. FORMATION EXPENSES AND FIXED ASSETS ACCOUNTS

		Net debit balance		Net credit balance
21 Intangible fixed assets	0307	<u>1 992 641,58</u>	0308	<u>0,00</u>
212 Concessions, patents, licences, trademarks and similar rights and assets	0311	<u>1 320 596,58</u>	0312	<u>0,00</u>
2121 acquired for consideration (except Goodwill)	0313	<u>5 858,10</u>	0314	<u>0,00</u>

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21213 Software licences	0319	5 858,10	0320	0,00
2122 created by the undertaking itself	0331	1 314 738,48	0332	0,00
21223 Software licences	0337	1 313 838,48	0338	0,00
21224 Trademarks and franchises	0339	900,00	0340	0,00
214 Down payments and intangible fixed assets under development	0351	672 045,00	0352	0,00
22 Tangible fixed assets	0359	217 560,75	0360	0,00
223 Other fixtures and fittings, tools and equipment (including rolling stock)	0403	217 560,75	0404	0,00
2234 Furniture	0411	211 560,72	0412	0,00
2238 Other fixtures	0419	6 000,03	0420	0,00
23 Financial fixed assets	2475	871 273,58	2476	0,00
231 Shares in affiliated undertakings	0437	501 925,59	0438	0,00
236 Loans, deposits and claims held as fixed assets	0461	369 347,99	0462	0,00
2362 Deposits and guarantees paid	0473	369 347,99	0474	0,00

Class 4. DEBTORS AND CREDITORS

		Net debit balance		Net credit balance
40 Trade receivables (Receivables from sales and rendering of services)	0565	3 626 340,91	0566	0,00
401 Trade receivables due and payable within one year	0567	3 626 340,91	0568	0,00
4011 Customers	0569	3 197 024,17	0570	0,00
4013 Doubtful or disputed customers	0573	83 538,00	0574	0,00
4014 Customers - Unbilled sales	0575	417 178,74	0576	0,00
4019 Value adjustments	0579	0,00	0580	71 400,00
41 Amounts owed by affiliated undertakings and by undertakings with which the undertaking is linked by virtue of participating	0595	5 614 692,02	0596	0,00
411 Amounts owed by affiliated undertakings	0597	5 614 692,02	0598	0,00
4111 Amounts owed by affiliated undertakings receivable within one year	0599	5 614 692,02	0600	0,00
41111 Trade receivables	0601	1 600 753,47	0602	0,00
41112 Loans and advances	0603	4 010 507,30	0604	0,00
41118 Other receivables	0609	3 431,25	0610	0,00
42 Other receivables	0657	932 214,43	0658	0,00
421 Other receivables within one year	0659	932 214,43	0660	0,00
4211 Staff - Advances and down payments	0661	6 856,61	0662	0,00
42111 Advances and down payments	0663	6 856,61	0664	0,00
4214 Direct Tax Authority (ACD)	0683	903 115,50	0684	0,00
42141 Corporate income tax	2497	707 004,00	2498	0,00
42142 Municipal business tax	2499	196 029,00	2500	0,00

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42143 Net wealth tax	2501	82,50	2502 0,00
4216 Indirect Tax Authority (AED)	0687	2 563,47	0688 0,00
42161 Value-added tax (VAT)	0689	2 563,47	0690 0,00
421611 VAT paid and recoverable	0691	1 540,33	0692 0,00
421613 VAT down payments made	0695	1 023,14	0696 0,00
4217 Amounts owed by the Social Security and other social bodies	0713	12 120,95	0714 0,00
42171 Social Security office (CCSS)	2511	12 120,95	2512 0,00
4218 Miscellaneous receivables	0721	7 557,90	0722 0,00
42188 Other miscellaneous receivables	0729	7 557,90	0730 0,00
44 Trade payables and bills of exchange	0811	0,00	0812 220 397,02
441 Trade payables	0813	0,00	0814 220 397,02
4411 Trade payables within one year	0815	0,00	0816 220 397,02
44111 Suppliers	0817	0,00	0818 116 103,02
44112 Suppliers - invoices not yet received	0819	0,00	0820 104 294,00
45 Amounts payable to affiliated undertakings and to undertakings with which the undertaking is linked by virtue of	0853	0,00	0854 3 442 745,34
451 Amounts payable to affiliated undertakings	0855	0,00	0856 3 442 745,34
4511 Amounts payable to affiliated undertakings within one year	0857	0,00	0858 3 442 745,34
45111 Purchases and services	0859	0,00	0860 3 442 742,73
45112 Loans and advances	0861	0,00	0862 2,61
46 Tax and social security debts	0907	0,00	0908 2 278 528,68
461 Tax debts	0909	0,00	0910 1 007 183,97
4612 Direct Tax Authority (ACD)	0917	0,00	0918 412 588,73
46121 Corporate income tax (CIT)	0919	0,00	0920 260 535,73
461211 Corporate income tax - Tax accrual	0921	0,00	0922 260 535,73
46122 Municipal business tax (MBT)	0925	0,00	0926 24 959,26
461221 MBT - Tax accrual	0927	0,00	0928 24 959,26
46124 Withholding tax on wages and salaries	0937	0,00	0938 127 093,74
4614 Indirect tax authorities (AED)	0953	0,00	0954 594 595,24
46141 Value-added tax (VAT)	0955	0,00	0956 594 595,24
461411 VAT received	0957	0,00	0958 1 540,33
461412 VAT payable	0959	0,00	0960 593 054,91
462 Social security debts and other social securities offices	0979	0,00	0980 1 271 344,71
4621 Social Security office (CCSS)	0981	0,00	0982 1 270 718,43
4622 Foreign Social Security offices	0983	0,00	0984 626,28
47 Other debts	0987	0,00	0988 67 496,50

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471 Other debts payable within one year	0989	<u>0,00</u>	0990	<u>67 496,50</u>
4712 Amounts payable to partners and shareholders (others than from affiliated undertakings)	0999	<u>0,00</u>	1000	<u>417,00</u>
4714 Amounts payable to staff	1007	<u>0,00</u>	1008	<u>20 713,30</u>
4718 Other miscellaneous debts	1019	<u>0,00</u>	1020	<u>46 366,20</u>
48 Deferred charges and income	1053	<u>0,00</u>	1054	<u>1 184 847,67</u>
481 Deferred charges (on one or more financial years)	1055	<u>131 122,33</u>	1056	<u>0,00</u>
482 Deferred income (on one or more financial years)	1057	<u>0,00</u>	1058	<u>1 315 970,00</u>

Class 5. FINANCIAL ACCOUNTS

		Net debit balance		Net credit balance
51 Cash at bank, in postal cheques accounts, cheques and in hand	1091	<u>1 744 542,95</u>	1092	<u>0,00</u>
513 Banks and postal cheques accounts (CCP)	2531	<u>1 716 642,92</u>	2532	<u>0,00</u>
5131 Banks and CCP : available balance	2533	<u>1 716 642,92</u>	2534	<u>0,00</u>
517 Internal transfers	1107	<u>27 900,03</u>	1108	<u>0,00</u>
5171 Internal transfers : debit balance	2537	<u>27 900,03</u>	2538	<u>0,00</u>

TOTAL CLASSES 1 TO 5

1111	<u>14 999 266,22</u>	1112	<u>14 547 994,50</u>
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Class 6. CHARGES ACCOUNTS

		Net debit balance		Net credit balance
61 Other external charges	1231	7 625 642,54	1232	0,00
611 Rents and service charges	1233	905 818,25	1234	0,00
6111 Rents and operational leasing for real property	2567	646 565,92	2568	0,00
61112 Buildings	2571	646 565,92	2572	0,00
6112 Rents and operational leasing on movable property	2573	1 181,73	2574	0,00
61123 Rolling stock	1247	1 181,73	1248	0,00
6115 Financial leasing on movable property	2579	258 070,60	2580	0,00
61153 Rolling stock	1263	258 070,60	1264	0,00
612 Subcontracting, servicing, repairs and maintenance	1267	5 955 656,57	1268	0,00
6121 General subcontracting (not included in the production of goods and services)	1269	5 910 248,95	1270	0,00
6122 Servicing, repairs and maintenance	2583	45 407,62	2584	0,00
61223 Rolling stock	1277	5 726,53	1278	0,00
61228 Other	2587	39 681,09	2588	0,00
613 Remuneration of intermediaries and professional fees	1283	236 592,72	1284	0,00
6132 IT services	1293	0,00	1294	150,00
6133 Banking and similar services	1295	8 052,41	1296	0,00
61333 Bank account charges and bank commissions (included custody fees on securities)	2591	7 795,74	2592	0,00
61334 Charges for electronic means of payment	1303	256,67	1304	0,00
6134 Professional fees	2595	197 259,60	2596	0,00
61341 Legal, litigation and similar fees	2597	68 513,17	2598	0,00
61342 Accounting, tax consulting, auditing and similar fees	2599	112 628,71	2600	0,00
61348 Other professional fees	1321	16 117,72	1322	0,00
6138 Other remuneration of intermediaries and professional fees	1327	31 430,71	1328	0,00
614 Insurance premiums	1329	13 359,23	1330	0,00
6141 Insurance for assets	1331	0,00	1332	710,83
61412 Rolling stock	1335	0,00	1336	2 972,92
61418 Other	2603	2 262,09	2604	0,00
6142 Insurance on rented assets	1341	2 900,44	1342	0,00
6146 Third-party insurance	1355	8 249,00	1356	0,00
6148 Other insurances	1357	2 920,62	1358	0,00
615 Marketing and communication costs	1359	279 148,33	1360	0,00
6151 Marketing and advertising costs	1361	56 168,80	1362	0,00

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61514	Gifts to customers	1369	<u>12 400,00</u>	1370	<u>0,00</u>
61516	Donations	1373	<u>50,00</u>	1374	<u>0,00</u>
61517	Sponsorship	1375	<u>1 200,00</u>	1376	<u>0,00</u>
61518	Other purchases of advertising services	1377	<u>42 518,80</u>	1378	<u>0,00</u>
6152	Travel and entertainment expenses	1379	<u>170 450,81</u>	1380	<u>0,00</u>
61521	Travel expenses	1381	<u>137 344,97</u>	1382	<u>0,00</u>
615212	Staff	1385	<u>137 344,97</u>	1386	<u>0,00</u>
61522	Relocation expenses	1387	<u>12 399,00</u>	1388	<u>0,00</u>
61524	Receptions and entertainment costs	1391	<u>20 706,84</u>	1392	<u>0,00</u>
6153	Postal charges and telecommunication costs	1393	<u>52 528,72</u>	1394	<u>0,00</u>
61531	Postal charges	1395	<u>163,70</u>	1396	<u>0,00</u>
61532	Telecommunication costs	1397	<u>52 365,02</u>	1398	<u>0,00</u>
617	External staff of the company	1415	<u>2 160,00</u>	1416	<u>0,00</u>
6171	Temporary staff	1417	<u>2 160,00</u>	1418	<u>0,00</u>
618	Miscellaneous external charges	1421	<u>232 907,44</u>	1422	<u>0,00</u>
6182	Costs of training, symposiums, seminars, conferences	1429	<u>195 938,67</u>	1430	<u>0,00</u>
6184	Fuels, gas, water and electricity (not included in the production of goods and services)	2607	<u>15 532,79</u>	2608	<u>0,00</u>
61842	Liquid fuels (oil, motor fuel, etc.)	2611	<u>15 532,79</u>	2612	<u>0,00</u>
6185	Supplies and small equipment	1187	<u>14 788,39</u>	1188	<u>0,00</u>
61851	Office supplies	1189	<u>13 002,60</u>	1190	<u>0,00</u>
61852	Small equipment	2617	<u>1 785,79</u>	2618	<u>0,00</u>
6187	Contributions to professional associations	1439	<u>3 976,62</u>	1440	<u>0,00</u>
6188	Other miscellaneous external charges	1441	<u>2 670,97</u>	1442	<u>0,00</u>
62	Staff expenses	1445	<u>13 613 921,72</u>	1446	<u>0,00</u>
621	Staff remuneration	1447	<u>12 130 929,91</u>	1448	<u>0,00</u>
6211	Gross wages	1449	<u>12 419 202,91</u>	1450	<u>0,00</u>
62111	Base wages	1451	<u>10 817 003,80</u>	1452	<u>0,00</u>
62112	Wage supplements	1453	<u>27 833,87</u>	1454	<u>0,00</u>
621121	Sunday	1455	<u>7 412,49</u>	1456	<u>0,00</u>
621122	Public holidays	1457	<u>3 313,81</u>	1458	<u>0,00</u>
621123	Overtime	1459	<u>14 398,07</u>	1460	<u>0,00</u>
621128	Other supplements	1461	<u>2 709,50</u>	1462	<u>0,00</u>
62114	Incentives, bonuses and commissions	1465	<u>1 162 461,26</u>	1466	<u>0,00</u>
62115	Benefits in kind	1467	<u>411 903,98</u>	1468	<u>0,00</u>
6218	Other benefits	2625	<u>544 800,50</u>	2626	<u>0,00</u>

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6219 Refunds on wages paid	1475	0,00	1476	833 073,50
623 Social security costs (employer's share)	1491	1 482 991,81	1492	0,00
6231 Social security on pensions	2627	811 392,96	2628	0,00
6232 Other social security costs (including illness, accidents, a.s.o.)	2629	671 598,85	2630	0,00
63 Allocations to value adjustments (AVA) and fair value adjustments (FVA) on formation expenses, intangible,	1527	295 378,17	1528	0,00
632 AVA on intangible fixed assets	1541	152 332,08	1542	0,00
6321 AVA on development costs	2637	145 982,10	2638	0,00
6322 AVA on concessions, patents, licences, trademarks and similar rights and assets	1545	6 349,98	1546	0,00
633 AVA on tangible fixed assets and fair value adjustments (FVA) on investment properties	1551	162 733,27	1552	0,00
6333 AVA on other fixtures and fittings, tools and equipment (including rolling stock)	1563	162 733,27	1564	0,00
635 AVA and FVA on receivables from current assets	1579	0,00	1580	19 687,18
6351 AVA on trade receivables	1581	0,00	1582	19 687,18
64 Other operating charges	1587	1 434 230,80	1588	0,00
641 Fees and royalties for concessions, patents, licences, trademarks and similar rights and assets	1589	491 181,32	1590	0,00
6413 Software licences	1595	491 181,32	1596	0,00
644 Loss on disposal of intangible and tangible fixed assets	2651	0,03	2652	0,00
6442 Loss on disposal of tangible fixed assets	2659	0,03	2660	0,00
64421 Book value of yielded tangible fixed assets	1763	0,03	1764	0,00
646 Taxes, duties and similar expenses	1619	21 944,22	1620	0,00
6462 Non-refundable VAT	1623	21 698,05	1624	0,00
6465 Registration fees, stamp duties and mortgage duties	1635	236,00	1636	0,00
64651 Registration fees	1637	236,00	1638	0,00
6468 Other duties and taxes	1651	10,17	1652	0,00
648 Other miscellaneous operating charges	2669	20 702,50	2670	0,00
6481 Fines, sanctions and penalties	1791	20 702,50	1792	0,00
649 Allocations to provisions	2673	900 402,73	2674	0,00
6492 Allocations to operating provisions	1659	900 402,73	1660	0,00
65 Financial charges	1661	141 386,86	1662	0,00
655 Interest and discounts	1711	60 450,90	1712	0,00
6552 Banking and similar interest	1719	60 450,90	1720	0,00
65521 Banking interest on current accounts	1721	1 098,29	1722	0,00
65522 Banking interest on financing operations	1723	59 352,61	1724	0,00
656 Foreign currency exchange losses	1737	80 935,96	1738	0,00
6561 Foreign currency exchange losses - affiliated undertakings	2767	3 892,14	2768	0,00
6562 Foreign currency exchange losses - other	2769	77 043,82	2770	0,00

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67 Income taxes	1801	288 513,78	1802	0,00
671 Corporate income tax (CIT)	1803	58 415,90	1804	0,00
6711 CIT - current financial year	1805	55 397,11	1806	0,00
6712 CIT - previous financial years	1807	3 018,79	1808	0,00
672 Municipal business tax	1809	24 959,26	1810	0,00
6721 MBT - current financial year	1811	24 959,26	1812	0,00
673 Foreign income taxes	1815	205 138,62	1816	0,00
6732 Taxes levied on permanent establishments	1819	205 138,62	1820	0,00
67321 Current financial year	1821	126 119,79	1822	0,00
67322 Previous financial years	1823	79 018,83	1824	0,00
68 Other taxes not included in the previous caption	1835	2 245,00	1836	0,00
688 Other taxes	1847	2 245,00	1848	0,00

Class 7. INCOME ACCOUNTS

		Net debit balance		Net credit balance
70 Net turnover	1851	0,00	1852	21 221 258,94
703 Sales of services	2783	0,00	2784	21 221 258,94
7033 Sales of services not mentioned above	1875	0,00	1876	21 221 258,94
72 Capitalised production	1931	0,00	1932	716 647,00
721 Intangible fixed assets	1933	0,00	1934	716 647,00
7212 Concessions, patents, licences, trademarks and similar rights and assets	1937	0,00	1938	716 647,00
72123 Software licences	1943	0,00	1944	716 647,00
74 Other operating income	2011	0,00	2012	1 789 600,51
744 Gain of disposal of intangible and tangible fixed assets	2827	0,00	2828	1 153,89
7442 Income of yielded tangible fixed assets	2835	0,00	2836	1 153,89
74422 Disposal proceeds of tangible fixed assets	2839	0,00	2840	1 153,89
745 Subsidies for operating activities	2033	0,00	2034	38 542,41
7454 Subsidies in favour of employment development	2041	0,00	2042	31 717,82
7458 Other subsidies for operating activities	2047	0,00	2048	6 824,59
748 Other miscellaneous operating income	2843	0,00	2844	670 904,21
7488 Miscellaneous operating income	2845	0,00	2846	670 904,21
749 Reversals of provisions	2847	0,00	2848	1 079 000,00
7492 Reversals of operating provisions	2063	0,00	2064	1 079 000,00
75 Financial income	2065	0,00	2066	124 845,14
754 Gains from the disposal and other income from current receivables and transferable securities of current assets	2895	0,00	2896	1 322,73

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7541 Gains from the disposal of receivables from current assets	2897	<u>0,00</u>	2898	<u>1 322,73</u>
75412 on undertakings with which the undertaking is linked by virtue of participating interests	2901	<u>0,00</u>	2902	<u>1 322,73</u>
755 Other interest income from current assets and discounts	2143	<u>0,00</u>	2144	<u>43 568,87</u>
7554 Interest on amounts owed by affiliated undertakings and undertakings with which the undertaking is linked by virtue of participating interests	2155	<u>0,00</u>	2156	<u>43 568,87</u>
75541 Interest on amounts owed by affiliated undertakings	2911	<u>0,00</u>	2912	<u>43 568,87</u>
756 Foreign currency exchange gains	2163	<u>0,00</u>	2164	<u>79 953,54</u>
7561 Foreign currency exchange gains - affiliated undertakings	2927	<u>0,00</u>	2928	<u>5 442,71</u>
7562 Foreign currency exchange gains - other	2929	<u>0,00</u>	2930	<u>74 510,83</u>
77 Adjustments of income taxes	2231	<u>0,00</u>	2232	<u>239,00</u>
772 Adjustments of municipal business tax (MBT)	2235	<u>0,00</u>	2236	<u>239,00</u>

TOTAL CLASSES 6 AND 7	2257	<u>23 401 318,87</u>	2258	<u>23 852 590,59</u>
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TOTAL CLASSES 1 AND 7	2957	<u>38 400 585,09</u>	2958	<u>38 400 585,09</u>
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RESULT FOR THE FINANCIAL YEAR	0161	<u>451 271,72</u>		
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Tax Return annotation

Average number of full-time staff employed during the financial year:

0,00

Optional remarks of the depositor

2385

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Articles 35 and 47 of the amended law of December 19th 2002 specify the size criteria (a description of the size criteria can be found on the page « Forms » under the « Description » section) that are used to categorize the undertakings into “Small-sized undertaking”, “Medium-sized undertaking” and “Large-sized undertaking” and thus requiring or allowing the use of abridged or non-abridged versions of the balance sheet and/or the profit and loss account. Large-sized undertakings are those which, on their balance sheet dates, exceed the limits of at least two of the following three criteria provided for under article 47 during two consecutive financial years and that must file their balance sheet and their profit and loss account using the non-abridged versions. Small-sized undertakings are those which do not exceed the limits of at least two out of the three criteria provided for under article 35 during two consecutive financial years, and that may file their balance sheet and their profit and loss account using the abridged versions. Medium-sized undertakings are those exceeding the limits of at least two out of the three criteria provided for under article 35, but which do not exceed the limits of at least two out of the three criteria provided for under article 47 during two consecutive financial years, and that must file their balance sheet using the non-abridged version but may file their profit and loss account using the abridged version:

Categorization of the undertaking	Documents to be generated
<input type="checkbox"/> Large-sized undertaking	<input type="checkbox"/> Balance sheet <input type="checkbox"/> Profit and loss account
<input checked="" type="checkbox"/> Medium-sized undertaking	<input checked="" type="checkbox"/> Balance sheet <input checked="" type="checkbox"/> Profit and loss account - abridged <input type="checkbox"/> Profit and loss account (option)
<input type="checkbox"/> Small-sized undertaking	<input type="checkbox"/> Balance sheet - abridged <input type="checkbox"/> Profit and loss account - abridged <input type="checkbox"/> Balance sheet (option) <input type="checkbox"/> Profit and loss account (option)

Non-automated generation of the balance sheet and the profit and loss account

Is the undertaking a Reserved Alternative Investment Fund (RAIF) using the industry-specific lay-outs for the balance sheet and the profit and loss account (art. 38 (4) from the law of 23rd July 2016)?

or

Does the undertaking make use of the special conditions applicable to parent companies and subsidiaries as provided for under section 11 of chapter II of the amended law of December 19th 2002?

Yes

or

Does the undertaking claim another reason for not establishing its balance sheet and profit and loss account according to the forms provided by the eCDF platform? (explanations to provide in field 2385 "Comments")

Day-to-day bookkeeping

Does the undertaking keep its books and accounts according to an internal chart of accounts that differs from the standardized charts of accounts? (art. 6(1) RGD)

Yes

SYNCORDIS S.A.
 Siège social: 5, Rue des Primeurs L-2361 Strassen
 R.C.S. Luxembourg B105331

Note 1- GENERAL

SYNCORDIS (hereinafter the “Company”) has been incorporated on December 15, 2004 in the form of a public limited company under Luxembourg law for an unlimited period.

The head office is established at 5, Rue des Primeurs L - 2661 Strassen.

The company's financial year begins on January 1 and ends on December 31 of each year.

The purpose of the company is to provide economic advice as well as computer design and programming, and in particular functional consultancy, definition and management of projects, drafting of specifications, organization of tests and workshops, assistance in defining operational procedures and designing software solutions.

In general, the company may carry out all other related industrial, financial, movable and real estate transactions, directly or indirectly related to its object, or likely to promote its development.

On the basis of the criteria set by Luxembourg law, the company is exempt from the obligation to draw up consolidated accounts and a consolidated management report for the year ending on December 31, 2020. Consequently, in accordance with the amended law on August 10, 1915, these accounts were presented on an unconsolidated basis for approval by the shareholders at an ordinary general meeting.

An extraordinary general meeting was held on December 21, 2020 following a notarial act received by Professor Marc ELVINGER, resident notary in Ettelbruck (Grand Duchy of Luxembourg) and published in the Electronic Compendium of Companies and Associations, number RESA_2020_2020_291.740, on 30 December 2020.

The purpose of this assembly was:

1. To act the absorption by SYNCORDIS S .A. (absorbing company) of NIELSEN + PARTNER S .A. (absorbed company).

NIELSEN + PARTNER S.A. is a public limited company under Luxembourg law, established by an act of Me Henri HELLINCKX, notary residing in Luxembourg, dated March 22, 2017, published in RESA under number RES A 2017_080. 22 on April 3, 2017, with its registered office at L-2361 Strassen, 5 rue des Primeurs, registered in the Luxembourg trade and companies register under number B213716.

2. To approve the joint merger project according to which the Absorbed Company will merge with the Absorbing Company by way of merger by absorption which will result in a transfer of all the assets and liabilities closed on the accounting date of September 30, 2020 of the Absorbed Company towards the Absorbing Company and consequently the dissolution without liquidation of the Absorbed Company in accordance with articles 1021-1 and following of the law of August 10, 1915 concerning commercial companies, as amended and under the terms and conditions of the Merger Project.

The Merger Project was published in RESA under number RESA 2020 261.563 on November 20, 2020 in accordance with article 1021-2 of the amended Law of 1915.

3. To approve (i) the increase in the share capital of the Absorbing Company in the amount of EUR 20,592, - (twenty thousand five hundred and ninety-two euros) in order to increase it from its current amount of EUR 34,800 , - (thirty-four thousand eight hundred euros) to EUR 55,392, - (fifty-five thousand three hundred and ninety-two euros) by the issue of 14,085 (fourteen thousand eighty-five) new shares without indication of nominal value in accordance with the Merger Project, (ii) the allocation of new shares to the sole shareholder of the Absorbed Company and (iii) the subsequent amendment to the articles of association of the Absorbing Company in order to reflect the change made to the share capital of the Absorbing Company

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The Article 5 of the bylaws is amended as follows: "Art. 5. The subscribed capital is fixed at 55,392.00 EUR (fifty-five-thousand three hundred and ninety-two euros) represented by 37,885 (thirty-seven thousand eight one hundred and eighty-five) shares without designation of nominal value each having one vote at general meetings!".

The coordinated statutes were published in the Electronic Compendium of Companies and Associations, number RESA 2021_005.691, on January 7, 2021,

Note 2 - PRINCIPLES, RULES AND METHODS OF EVALUATION

Note 2.1 - General principles

The annual accounts are established in accordance with the legal and regulatory provisions in force in Luxembourg and with generally accepted accounting principles.

The accounts and the annual accounts are established in EUR.

Accounting policies and valuation principles are, apart from the rules imposed by the amended Law of December 19, 2002, determined and implemented by the Board of Directors.

The preparation of the annual accounts involves the use of a certain number of decisive accounting estimates. It also requires the Board of Directors to exercise their judgment in the application of accounting principles. Any change in the assumptions may have significant repercussions on the annual accounts for the period during which these assumptions changed. Management believes that the underlying assumptions are adequate and that the annual accounts thus give a true and fair view of the financial situation and the results of the Company.

The Company makes estimates and assumptions which have an impact on the amounts included in assets and liabilities during the following period. Estimates and judgments are continuously evaluated and are based on past experience and other factors, including expectations of future events considered reasonable in these circumstances..

Note 2.2 - Main valuation rules

The main valuation rules adopted by the Company are as follows:

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Note 2.2.1 - Tangible and intangible fixed assets

Historical cost valuation method

Tangible and intangible assets are valued at acquisition cost which includes incidental costs when acquired from a third party. In this case, they are depreciated on the basis of their estimated useful lives and the depreciation rates and methods applied are as follows::

	Depreciation rate	Depreciation method
Computer licenses	25,00-33,33%	Linear
Office facilities	25,00-33,33%	Linear
Other facilities	25,00-33,33%	Linear

The tangible and intangible assets are valued at cost when produced by the company itself.

More particularly, intangible assets known as “SaaS” are a function of the average hourly cost of the employees assigned and their grade. In addition, 3% to 19% of the total personnel costs are added. This valuation is in line with the group's accounting recommendations.

In 2019, these fixed assets were estimated at 40% to 66.67% of total personnel costs.

Each version of the “Saas” intangible asset is separately capitalized and amortized over a period of 5 years..

When the Company considers that a tangible and intangible fixed asset has suffered a decrease in value of a lasting nature, an additional reduction in value is made to reflect this loss. These value adjustments are not maintained when the reasons which motivated them have ceased to exist.

Note 2.2.2 - Financial fixed assets

Historical cost valuation method

Acquisition cost valuation method

- Shares in affiliated companies

are valued at acquisition cost. The acquisition cost is obtained by adding the ancillary costs to the purchase price.

- Other loans and fixed claims

are valued at nominal value..

In the event of depreciation which, in the opinion of the Board of Directors, is of a lasting nature, these financial fixed assets are subject to value adjustments in order to give them the lower value which is to be attributed to them on the closing date of the balance sheet. These value adjustments are not maintained when the reasons which motivated their constitution have ceased to exist..

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Note 2.2.3 - Claims

The claims are registered at their nominal value. They are subject to value adjustments when their recovery is compromised. These value adjustments are not maintained if the reasons which motivated their constitution have ceased to exist..

Note 2.2.4 - Conversion of items into currency

The company keeps its accounts in EURO.

All transactions expressed in a currency other than EURO are registered in EURO at the exchange rate in effect on the transaction date.

Establishment costs and fixed assets expressed in a currency other than the Euro are converted into Euro at the historical exchange rate in force at the time of the transaction. At the closing date, these fixed assets remain converted at the historical exchange rate..

Bank balances are converted at the exchange rates in effect on the date the accounts are closed. The resulting exchange gains and losses are registered in the profit and loss account for the year.

The other asset and liability items are individually valued at the lowest, respectively the highest, of their value converted at the historical exchange rate or of their value determined on the basis of the exchange rates in force on the closing date of the balance sheet. Only unrealized exchange losses are recognized in the profit and loss account. Exchange gains are registered in the profit and loss account when they are realized..

When there is an economic link between an asset and a liability ; these are valued globally according to the method described above and only the unrealized net exchange loss is registered in the profit and loss account and unrealized gains are not are not registered.

Note 2.2.5 – Asset regularization account

This item includes expenses recognized during the financial year but which are attributable to a subsequent financial year..

Note 2.2.6 - Provisions

The purpose of the provisions is to cover losses or debts which are clearly circumscribed as to their nature but which, at the balance sheet date, are either probable or certain but undetermined as to their amount or their date of occurrence.

Provisions are also made to cover expenses which originate in the financial year or in a previous financial year and which are clearly circumscribed as to their nature but which, at the balance sheet date, are either probable or certain but not determined as to their nature to their amount or as to the date of their occurrence.

Note 2.2.7 - Debts

Debts are registered at their repayment value. When the amount to be repaid on debts is greater than the amount received, the difference is capitalized and is amortized according to the linear / actuarial method..

Note 2.2.8 - Liabilities regularization account

This item includes income received during the financial year which is attributable to a subsequent financial year..

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Note 2.2.9 – Net amount of turnover

The net amount of turnover includes the amounts resulting from the sale of products and the provision of services corresponding to the ordinary activities of the Company, after deduction of reductions on sales, as well as value added tax and other taxes directly linked to turnover.

Note 2.2.10 - Tax

The company is subject to the taxes provided for by Luxembourg law for commercial companies. In terms of liabilities, tax debts also include the tax expense estimated by the company for the years for which the Company's tax has not yet been established. Advances paid are recognized on the assets side of the balance sheet under the item "Other claims.».

Note 3 - INTANGIBLE ASSETS

The transactions of the financial year are as follows:

	Concessions, patents, licenses, trademarks, as well as similar rights and values			Down payments and intangible assets in progress		Total
	acquired third parties	from (EUR)	produced by the company	EUR	EUR	EUR
Gross value at the beginning of the financial year / period	23 750,00		1 512 200,07	0,00		1 535 950,07
Entries during the year		0,00	68 520,52	672 045,00		740 565,52
Outcomes during the financial year		0,00	0,00	0,00		0,00
Transfers during the financial year		0,00	0,00	0,00		0,00
Gross value at the end of the financial year	23 750,00		1 579 820,59	672 045,00		2 276 515,59
				0,00		131 541,93
Cumulative value adjustments at the start of the year	11 541,92		120 000,01			
Endowments for the financial year		6 349,98	145 982,10	0,00		152 332,08
Reversals of the financial year		0,00	0,00	0,00		0,00
Transfers for the financial year		0,00	0,00	0,00		0,00
Accumulated value adjustments at the end of the financial year	17 891,90		265 982,11	0,00		283 874,01
Net worth at end of financial year	5 858,10		1 314 738,48	672 045,00		1 992 641,58
Net worth at the start of the year	12 208,08		1 392 200,06	0,00		1 404 408,14

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Note 4 - TANGIBLE FIXED ASSETS
For assets using the historical cost valuation method

The transactions of the financial year are as follows:

	Other installations, tools and furniture EUR	Total EUR
Gross value at the start of the financial year	523 132,93	523 132,93
Entries during the Financial year	306 385,83	306 385,83
Outcomes during the financial year	101 096,63	101 096,63
Transfers during the financial year	0,00	0,00
Gross value at the end of the financial year	737 422,13	737 422,13
Cumulative value adjustments at the start of the Financial year	354 445,70	354 445,70
Endowments for the financial year	199 678,80	199 678,80
Reversals of the financial year	36 945,53	36 945,53
Transfers of the financial year	0,00	0,00
Cumulative value adjustments at the end of the financial year	517 534,64	517 534,64
Net worth at the end of the financial year	217 560,75	217 560,75
Net worth at the start of the financial year	168 687,43	168 687,23

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Note 5 - FINANCIAL ASSETS

For assets using the historical cost method

The transactions of the financial year are as follows:

	Affiliated companies	Actions	Other	Total
	EUR	EUR	loans EUR	EUR
Gross value at the start of the financial year	501 922,98	27 408,00		529 330,98
Entries during the financial year	2,61	341 939,99		341 942,60
Outcomes during the financial year	0,00	0,00		0,00
Transfers during the financial year	0,00	0,00		0,00
Gross value at the end of the financial year	501 925,59	369 347,99		871 273,58
Cumulative value adjustments at the start of the Financial year	0,00	0,00		0,00
Endowments for the financial year	0,00	0,00		0,00
Reversals of the financial year	0,00	0,00		0,00
Transfers of the financial year	0,00	0,00		0,00
Cumulative value adjustments at the end of the financial year	0,00	0,00		0,00
Net worth at the end of the financial year	501 925,59	369 347,99		871 273,58
Net worth at the start of the financial year	501 922,98	27 408,00		529 330,98

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The companies in which the Company holds at least 20% of the capital or in which it is associated with unlimited liability are as follows::

Company Name	Head office	Fraction of capital held	Closing date of the last financial year	Equity at the closing date (EUR)	Outcomes of the last financial year (EUR)
SYNCORDIS France SARL	8, Rue Paul Belmando 75012 Paris	100%	31/12/2020	-445 722,60 €*	-3 983,78 €*
Syncordis Limited	C/O Rayner Essex Tavistock House South Tavistock Square WC1H 9LG London	100 %	31/12/2020	-2 101 044 € * (-1 894 721,00 £ *)	-11493€* (-10 365,00 £*)
				1GBP 1,108894 EUR	1GBP 1,108894 EUR
SYNCORDIS PSF S.A.	5, Rue des Primeurs L- 2361 Strassen	100%	31/12/2020	437 579,76 €	59 819,93 €

(*)based on the latest version available of the annual accounts at 12/31/20

As the decreases in value of the SYNCORDIS France SARL and Syncordis Limited subsidiaries held by the company are not considered permanent, no value adjustment has been registered.

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Note 6 - CLAIMS

	Less than a year	2020	2019
	EUR	EUR	EUR
Claims resulting from sales and services			
Clients	3 197 024,173	197 024,17	2 203 013,76
Doubtful clients	83 538,00	83 538,00	106 572,00
Clients invoice to be established	417 178,74	417 178,74	665 378,30
Doubtful client value adjustments	-71 400,00	-71 400,00	-91 087,18
Advances paid	3 626 340,91	3 626 340,91	2 883 876,88
Sub-Total			
Claims from affiliated companies			
Gross value	5 614 692,025	614 692,02	3 117 552,66
	5 614 692,02	5 614 692,02	3 117 552,66
Sub -Total			
Other claims			
Staff - advances and deposits	6 856,61	6 856,61	32 805,76
Debtors suppliers	903 115,50	903 115,50	450 798,00
	2 563,47	2 563,47	0,00
Administration of Contributions	12 120,95	12 120,95	42 066,86
Claims on social security and other social organizations	7 557,90	7 557,90	0,00
Miscellaneous claims	932 214,43	932 214,43	525 670,62
Sub -Total	10 173 24736	10 173 24736	6 527 100,16

Note 7 – ASSET REGULARISATION ACCOUNT

The regularization account mainly consist of:

Deferred expenses in the amount of 131 122,33 (EUR 118 429,07 in 2019)

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Note 8 - SUBSCRIBED CAPITAL

The subscribed capital amounts to EUR 55,392.00 and is represented by 37,885 shares without par value.

	2020
	EUR
Subscribed capital on January 1, 2020	34 800,00
Increase by issuance of 14,085 new shares without designation of nominal value following the merger	20 592,00
by absorption of the Luxembourg public limited company NIELSEN + PARTNER S.A. having the same rights and obligations as the shares of the Absorbing Company, which are subscribed by the single shareholder of the	
Absorbed Company following the Merger thus carried out, on the basis of an exchange ratio of three point fifty-five (3.55) shares of the Absorbed Company giving the right to one (1) new share of the Absorbing Company.	
Reductions of the year	0,00
Subscribed capital as of December 31, 2020	55 392,00

Note 9 - SHARE PREMIUMS AND SIMILAR PREMIUMS

Transactions in the "Share premiums and similar premiums" item over the financial year are as follows::

	Share premiums	Merger premiums	Total
	2020	2020	2020
	EUR	EUR	EUR
Resignation premiums and similar premiums at the start of the financial year	89 823,60	0,00	89 823,60
Financial year transactions	0,00	1 562 767,73	1 562 767,73
Share premiums and assimilated premiums at the end of the financial year	89 823,60	1 562 767,73	1 652 591,33

Note 10 - STOCKS

Note 10.1 – Legal stock

5% of net profits must be taken annually to constitute the stock fund prescribed by Luxembourg law. This deduction ceases to be compulsory when the stock reaches one tenth of the capital. The legal stock cannot be distributed.

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Note 10.2 – Other stocks

The Company has reduced its wealth tax burden in accordance with paragraph 8a of Luxembourg wealth tax legislation. The other stocks are made up of unavailable stocks. The Company allocates in unavailable stocks an amount corresponding to 5x the amount of the reduced wealth tax. The period of unavailability of this stock is 5 years from the year following that of the reduction of the tax on the wealth.

Note 11- TRANSACTIONS IN THE FINANCIAL YEAR IN THE ITEMS OF “STOCKS” AND “OUTCOMES” »

The transactions of the financial year are as follows:

	Legal stock EUR	Stocks for own shares EUR	Statutory stock EUR	Other stock EUR	Outcomes reported EUR	Outcomes of the year EUR
At 31/12/2019	3 480,00	0,00	0,00	228 697,50	2 193 700,38	-131 851,62
Financial year transactions;						
- Appropriation of the result of the previous financial year	0,00	0,00	0,00	0,00	-131851,62	131 851,62
- Distribution of dividends	0,00	0,00	0,00	0,00	0,00	0,00
- The outcome of the financial year	0,00	0,00	0,00	0,00	0,00	451 271,72
- Trade-in on IF stock	0,00	0,00	0,00	-675,50	675,50	0,00
- Merger by absorption NØLSEN + PARTNER S.A. et allocation of new shares to the sole shareholder of the Absorbed company	0,00	0,00	0,00	0,00	-492 956,13	0,00
At 31/12/2020	3 480,00	0,00	0,00	228 050,00	1 569 540,13	451 271,72

Note 12 - PROVISIONS

Provisions composed are as follows:

	2020 EUR	2019 EUR
Other provisions	1 870 876,57	2 134 198,70
Total	1 870 876,57	2 134 198,70

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Other provisions

The other provisions are made up of:

- Operating provisions

Note 13 - NON-SUBORDINATED DEBTS

The residual durations of the items under the heading "Unsubordinated debts" are as follows::

	Duration less than one year EUR	From one to Total 2020 Total 2019 five years		
		EUR	EUR	EUR
Debts to credit institutions	1 974 049,26	0,00	1,974 049,26	1942 980,88 0,00
Payables on purchases and services	220 397,02	220 397,02		503 087,86 0,00
Amounts owed to affiliated companies	3 442 745,34	3442 745,34	1766 687,81	0,00
Tax debts	1 007 183,97	1007 183,97	391 142,10	0,00 1271
Social security debts	1 271 344,71	344,71	233 911,51	0,00 67 496,50
Other debts	67 946,50			14 326,28
Total	7 983 216,80	0,00	7 983 216,80	4 852 136,44

The total amount of interest due on the debts described above amounts to EUR 59,352.61 for the year 2020; (EUR 14,974.39 for the year 2019).
The cumulative amount of interest payable in 2020 is EUR 0.00; (EUR 0.00 for the year 2019).

These debts have a residual term of less than 5 years. They are not covered by collateral given by the company.

Note 14 - LIABILITIES REGULARIZATION ACCOUNTS

The regularization accounts mainly consist of:

- Deferred income for an amount of EUR 1,315,970.00 (EUR 123,582.01 in 2019)

Note 15 - NET AMOUNT OF TURNOVER

The turnover are composed as follows by category of activity and geographic area:

	2020	2019
	EUR	EUR
Services	21 221 258,94	15 698 255,89
Total	21 221 258,94	15 698 255,89

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Note 16 - STAFF

The Company employed 118 people (full-time equivalents) and on average during 15 financial year 2020, broken down as follows by category:

	2020	2019
Employees	118 persons	102 persons

Note 17 - REMUNERATION ALLOCATED TO MEMBERS OF MANAGEMENT OR SUPERVISORY BODIES AND COMMITMENTS IN TERMS OF RETIREMENT PENSIONS WITH REGARD TO FORMER MEMBERS OF THESE BODIES

No remuneration has been allocated to members of the management and supervisory bodies for their function..

Note 18 — ADVANCES AND CREDITS GRANTED TO MEMBERS OF MANAGEMENT OR SUPERVISORY BODIES

No advances or credit have been granted to the management and supervisory bodies and no commitment has been made to them under any guarantee whatsoever..

Note 19 — SUBSEQUENT EVENTS DURING CLOSING

There are no other post-closing events that are likely to have an influence on the company's accounts as of December 31, 2020.

At the start of 2020, Luxembourg like the rest of Europe is facing a health crisis linked to COVID-19. In order to stop the spread of the epidemic, European countries, including Luxembourg, have taken increasingly strict measures.

Given the activity of the company, the staff continues to work at home or at the client's premises, but taking all the precautions as recommended by the government.

If the pandemic resumes, the Luxembourg government, through the Employment Administration, should help contain the liquidity problem relating to partially unemployed staff. In fact, only the employer's share of unemployed employees remains the responsibility of the company.

The company's annual accounts at December 31, 2020 do not reflect any impact linked to a resumption of the health crisis.

In view of the known elements of the crisis, government social and stimulus measures, the negative impact on the company's activity for the current financial year seems to be moderate in the short term but there are significant uncertainties in the medium term..

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Note 20 - FEES OF THE APPROVED COMPANY AUDITOR

The fees of the company auditor for the review of the annual accounts at December 31, 2020 amount to a total of € 9,000.00.

Note 21 - OFF-BALANCE SHEET COMMITMENTS

The Company's guaranteed commitments with a Luxembourg banking institution are as follows::

	2020	2019
With a Luxembourg banking institution - General pledge	5 100,00	5 100,00
Total	5 100,00	5 100,00

The residual value of all leasing contracts taken out by the company for the company cars of certain employees is, as of December 31, 2020, EUR 257,891.92..

At December 31, 2020, there were no other commitments of the Company that could be useful for an assessment of its financial situation..

Note 22 - ALLOCATION OF OUTCOMES

In accordance with the proposal of the Board of Directors, the allocation of available outcomes is as follows:

	Legal stock	Statutory stock	Five-year stock	Outcomes reported	Outcomes of the year
At 31/12/2020	3 480,00	0,00	228 050,00	1 569 540,13	451 271,72
Transactions after year-end:					
• Allocation of results to the following financial year	0,00	0,00	0,00	449 212,52	-449 212,52
• Distribution of dividends	0,00	0,00	0,00	0,00	0,00
• Allocation to the five-year stock	0,00	0,00	0,00	0,00	0,00
• Allocation to the legal stock	2 059,20	0,00	0,00	0,00	-2 059,20
	5 539,20	0,00	228 050,00	2 018 752,65	0,00

SYNCORDIS PSF S.A.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

Syncordis PSF S.A.*Société anonyme*

Registered office: 5, rue des Primeurs, L-2361 Strassen, Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B217963

(the "Company")

MANAGEMENT REPORT ON 31st DECEMBER 2020

Dear shareholders,

We have the honor to present to you, our report, and the annual accounts, for the year ended on 31st December 2020, submitted today for approval.

Evolution of business and the company's position

The balance sheet total for the year ended on 31st December 2020 is EUR 2,060,777.82.-

We have ended the current financial year with a profit of EUR 59,819.93.-

We recommend to allocate the loss of the financial year of EUR 59,819.93.- to profit or loss brought forwards after allocation of the legal reserve of EUR 3.000,00.

We beg you to grant full discharge to the Administrators, Directors and the Auditor for the execution of their mandate until 31st December 2020.

Significant events after the balance sheet closure

No significant events have occurred since the 2020 balance sheet closure.

Financial accounts as at 31/12/2020 have been prepared based on the accounting principle of continuity.

Foreseeable development of the company

The company will continue its activities focused on the realization of investments, management and development based on the opportunities that will be identified and agreed by the Board of Administrators.

Activities in research and development

None.

Acquisition of own shares

On 31st December 2019, the company does not hold own shares in portfolio and does not acquired during the financial year closes on 31st December 2020.

Existence of branches

The company has no branch in the close of the 2020 financial year.



Syncordis PSF S.A.*Société anonyme*

Registered office: 5, rue des Primeurs, L-2361 Strassen, Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B217963

(the "Company")

Proposal for result allocation

The accounts as presented to you show a profit of EUR 59.819,93 :

Incomes amounted to	3 447 614,45 EUR
and charges to	3 387 794,52 EUR
Loss of the exercise as at 31st December 2020	59 819,93 EUR

In accordance with the proposal Board of Administrators, the allocation of available results is as follows:

	Legal reserve	Statutory Reerve	Five Year Reserve	Results reported	Results of the exercise
Au 31/12/2020	3 000,00	0,00	0,00	-25 240,17	59 819,93
Movements after the end of the financial year:					
Assignment of results to the next fiscal year	0,00	0,00	0,00	56 819,93	-56 819,93
Dividend distribution	0,00	0,00	0,00	0,00	0,00
Assignment to reserves	3 000,00	0,00	0,00	0,00	- 3 000,00
	6 000,00	0,00	0,00	31 579,76	0,00

Statutory appointments - Discharge granted to the corporate bodies

We ask you, Dear Sole Shareholder to approve the accounts as they are presented by your board of Administrators and to give us full discharge and to Directors and Auditors for the year of our mandates during the year ended as at 31st December 2020.

Done in Strassen, on 12th April 2021


Mr. Sudhir CHATURVEDI
Director



Mr. Guillaume DESJONQUERES
Director



Mr. Luc GESQUIERE
Director



Mr. Pierre HOET
Director



RSM Audit Luxembourg S.à r.l.
Cabinet de révision agréé

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To the Board of Directors of
SYNCORDIS PSF S.A.
5 rue des Primeurs
L-2361 Strassen

REPORT OF THE RÉVISEUR D'ENTREPRISES AGRÉÉ

Opinion

We have audited the financial statements of SYNCORDIS PSF S.A. (the "Company") which comprise the balance sheet as at December 31, 2020 and the profit and loss account for the year then ended, and notes to financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of SYNCORDIS PSF S.A. as at December 31, 2020, and of the results of its operations for the year then ended in accordance with the Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements.

Basis for Opinion

We conducted our audit in accordance with the law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF). Our responsibilities under those Law and standards are further described in the "Responsibilities of "Réviseur d'Entreprises Agréé" for the audit of the financial statements" section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statement, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Responsibilities of the Board of Directors for the financial statements

The Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the financial statements, and for such internal control as the Board of Directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

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

Responsibilities of the Réviseur d'Entreprises Agréé for the audit of financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of "Réviseur d'Entreprises Agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law dated 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Law dated 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists



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

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

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

RSM Audit Luxembourg S.à r.l

Cabinet de révision agréé

A large, stylized handwritten signature in blue ink, consisting of a large loop and a horizontal stroke.

Pierre LEROY

Partner

Luxembourg, April 9th, 2021

No RC: B217963

Matricule: 2017 2209 247

SYNCORDIS PSF S.A.

EUR

ASSETS as at 31/12/2020

ASSETS	31/12/2020	31/12/2019
A Subscribed capital unpaid	0.00	0.00
I Subscribed capital not called		
II Subscribed capital called but unpaid		
B Formation expenses		
C Fixed assets	72 882.91	141 162.73
I Intangible assets	592.36	1 720.58
1 Costs of development		
2 Concessions, patents, licences, trade marks and similar rights and assets, if they were		
a) acquired for valuable consideration and need not be shown under C.I.3	592.36	1 720.58
b) created by the undertaking itself		
3 Goodwill, to the extent that it was acquired for valuable consideration		
4 Payments on account and intangible assets under development		
II Tangible assets	72 290.55	139 442.15
1 Land and buildings		
2 Plant and machinery	0.00	29 500.43
3 Other fixtures and fittings, tools and equipment	72 290.55	35 228.02
4 Payments on account and tangible assets in the course of construction	0.00	74 713.70
III Financial assets	0.00	0.00
1 Shares in affiliated undertakings		
2 Loans to affiliated undertakings		
3 Participating interests		
4 Loans to undertakings with which the undertaking is linked by virtue of participating inte		
5 Investments held as fixed assets		
6 Other loans		
D Current assets	1 978 216.91	954 299.47
I Stocks	0.00	0.00
1 Raw materials and consumables		
2 Work in progress		
3 Finished goods and goods for resale		
4 Payments on account		
II Debtors	1 920 865.79	778 397.96
1 Trade debtors		
a) becoming due and payable within one year	5 235.75	56 142.00
b) becoming due and payable after more than one year	0.00	0.00
2 Amounts owed by affiliated undertakings		
a) becoming due and payable within one year	1 894 753.48	689 158.14
b) becoming due and payable after more than one year		
3 Amounts owed by undertakings with which the undertaking is linked by virtue of participati		
a) becoming due and payable within one year		
b) becoming due and payable after more than one year		
4 Other debtors		
a) becoming due and payable within one year	20 876.56	33 097.82
b) becoming due and payable after more than one year		
III Investments	0.00	0.00
1 Shares in affiliated undertakings		
2 Own shares	0.00	0.00
3 Other investments		
IV Cash at bank and in hand	57 351.12	175 901.51
E Prepayments	9 678.00	14 240.00
TOTAL ASSETS	2 060 777.82	1 109 702.20

SYNCORDIS PSF S.A.

EUR

Detail for ASSETS

ASSETS		31/12/2020	31/12/2019
C/II/2(a)	Fixed assets		
	Intangible assets		
	Concessions, patents, licences, trade marks and similar rights and assets, if they were acquired for valuable consideration and need not be shown under C.I.3	592.36	1 720.58
	212130000 IT licences (software and software packages) - value adjustment	3 385.00	3 385.00
	212130009 IT licences (software and software packages)	-2 792.64	-1 664.42
C/II/2	Tangible assets		
	Plant and machinery	0.00	29 500.43
	222100000 Technical facilities	0.00	53 568.98
	222100009 Technical facilities - value adjustment	0.00	-24 068.55
C/II/3	Other fixtures and fittings, tools and equipment	72 290.55	35 228.02
	223400000 Furniture	6 929.80	5 668.60
	223400009 Furniture - value adjustment	-5 782.85	-3 473.15
	223500000 Computer hardware	155 950.39	66 294.27
	223500009 Computer hardware - value adjustment	-84 806.79	-33 261.70
C/II/4	Payments on account and tangible assets in the course of construction	0.00	74 713.70
	224300000 Other fixtures and fittings, tools and equipment	0.00	74 713.70
D/II/1(a)	Current assets		
	Debtors		
	Trade debtors		
	becoming due and payable within one year	5 235.75	56 142.00
	401100000 Trade debtors	5 235.75	56 142.00
D/II/2(a)	Amounts owed by affiliated undertakings		
	becoming due and payable within one year	1 894 753.48	689 158.14
	411111000 Sales of goods and services to affiliated undertakings	1 894 753.48	689 158.14
D/II/4(a)	Other debtors		
	becoming due and payable within one year	20 876.56	33 097.82
	421110000 Staff - Advances and deposits	2 119.95	9 919.49
	421400000 Direct Taxation Authority (ACD)	7 865.75	7 865.75
	421420020 ICC Advances 2020	5 799.00	0.00
	421430020 Wealth Tax (IF) - 2020 advances	1 605.00	0.00
	421720000 Employer social insurance fund	1 539.70	2 655.34
	421781000 Other subsidies to promote employment - ADEM - CIE	1 947.16	12 657.24
D/IV	Cash at bank and in hand	57 351.12	175 901.51
	513100100 BCEE C/C LU32 0019 5855 5392 7000 (EUR)	14 365.76	0.00
	513101000 ING C/C LU83 0141 3581 8590 0000 (EUR)	42 985.36	175 901.51
E/	Prepayments		
		9 678.00	14 240.00
	481000000 Deferred charges	9 678.00	14 240.00

No RC: B217963

Matricule: 2017 2209 247

SYNCORDIS PSF S.A.

EUR

CAPITAL, RESERVES AND LIABILITIES as at 31/12/2020

CAPITAL, RESERVES AND LIABILITIES	31/12/2020	31/12/2019
A Capital and reserves	437 579.76	377 759.83
I Subscribed capital	400 000.00	400 000.00
II Share premium account		
III Revaluation reserve		
IV Reserves	3 000.00	3 000.00
1 Legal reserve	3 000.00	3 000.00
2 Reserve for own shares		
3 Reserves provided for by the articles of association		
4 Other reserves, including the fair value reserve		
a) other available reserves		
b) other non available reserves	0.00	0.00
V Profit or loss brought forward	-25 240.17	109 300.23
VI Profit or loss for the financial year	59 819.93	-134 540.40
VII Interim dividends		
VIIICapital investment subsidies		
B Provisions	410 059.47	222 468.96
1 Provisions for pensions and similar obligations		
2 Provisions for taxation		
3 Other provisions	410 059.47	222 468.96
C Creditors	863 138.59	462 673.41
1 Debenture loans		
a) Convertible loans		
i) becoming due and payable within one year		
ii) becoming due and payable after more than one year		
b) Non convertible loans		
i) becoming due and payable within one year		
ii) becoming due and payable after more than one year		
2 Amounts owed to credit institutions		
a) becoming due and payable within one year	166.70	1 849.72
b) becoming due and payable after more than one year		
3 Payments received on account of orders in so far as they are shown separately as deduction		
a) becoming due and payable within one year		
b) becoming due and payable after more than one year		
4 Trade creditors		
a) becoming due and payable within one year	34 084.96	100 333.40
b) becoming due and payable after more than one year	0.00	0.00
5 Bills of exchange payable		
a) becoming due and payable within one year		
b) becoming due and payable after more than one year		
6 Amounts owed to affiliated undertakings		
a) becoming due and payable within one year	418 297.64	171 329.47
b) becoming due and payable after more than one year		
7 Amounts owed to undertakings with which the undertaking is linked by virtue of participati		
a) becoming due and payable within one year		
b) becoming due and payable after more than one year		
8 Other creditors		
a) Tax authorities	127 689.89	143 976.05
b) Social security authorities	282 859.40	44 765.51
c) Other creditors		
i) becoming due and payable within one year	40.00	419.26
ii) becoming due and payable after more than one year		
D Deferred income	350 000.00	46 800.00
TOTAL CAPITAL, RESERVES AND LIABILITIES	2 060 777.82	1 109 702.20

SYNCORDIS PSF S.A.

Detail for CAPITAL, RESERVES AND LIABILITIES

EUR

CAPITAL, RESERVES AND LIABILITIES		31/12/2020	31/12/2019
A/I	Capital and reserves		
	Subscribed capital	400 000.00	400 000.00
	101000000 Subscribed capital (Corporations - Total amount)	400 000.00	400 000.00
A/IV/1	Reserves		
	Legal reserve	3 000.00	3 000.00
	131000000 Legal reserve	3 000.00	3 000.00
A/V	Profit or loss brought forward	-25 240.17	109 300.23
	141000000 Profit or loss brought forward	-25 240.17	109 300.23
A/VI	Profit or loss for the financial year	59 819.93	-134 540.40
	142000000 Profit or loss for the financial year	59 819.93	-134 540.40
B//3	Provisions		
	Other provisions	410 059.47	222 468.96
	188110000 Holidays provisions	41 986.32	36 468.96
	188120000 Provision pour primes	368 073.15	186 000.00
C//2/a)	Creditors		
	Amounts owed to credit institutions becoming due and payable within one year	166.70	1 849.72
	513102000 VISA - FISCH Stéphane - LU93 0141 4581 8591 0000	166.70	1 849.72
C//4/a)	Trade creditors		
	becoming due and payable within one year	34 084.96	100 333.40
	441110000 Trade creditors	6 084.96	92 833.40
	441120000 Trade payable - purchase invoice accruals	28 000.00	7 500.00
C//6/a)	Amounts owed to affiliated undertakings		
	becoming due and payable within one year	418 297.64	171 329.47
	451111000 Sales of goods and services towards affiliated undertakings	310 059.01	39 323.56
	451123000 Loan to SYNCORDIS S.A.	104 807.38	132 005.91
	451183000 Other Payables - C/C SYNCORDIS S.A. - Tax unity	3 431.25	0.00
C//8/a)	Other creditors		
	Tax authorities	127 689.89	143 976.05
	461231000 Wealth Tax (IF) - estimated tax	1 885.00	0.00
	461240000 Withholding tax on salaries and wages	29 688.86	20 206.68
	461412000 VAT payable	96 116.03	123 769.37
C//8/b)	Social security authorities	282 859.40	44 765.51
	462100000 Social security	238 573.80	44 765.51
	462810000 Other subsidies to promote employment - ADEM - Chômage partiel	44 285.60	0.00
C//8/c/i)	Other creditors		
	becoming due and payable within one year	40.00	419.26
	471812000 Employees' expenses to be paid	40.00	419.26
D/	Deferred income		
		350 000.00	46 800.00
	482000000 Deferred income	350 000.00	46 800.00

SYNCORDIS PSF S.A.**Detail for CAPITAL, RESERVES AND LIABILITIES**

EUR

CAPITAL, RESERVES AND LIABILITIES

31/12/2020

31/12/2019

No RC: B217963

Matricule: 2017 2209 247

SYNCORDIS PSF S.A.**PROFIT AND LOSS ACCOUNT**

EUR

PROFIT AND LOSS ACCOUNT	31/12/2020	31/12/2019
1 Net turnover	3 141 113.43	2 037 864.25
2 Variation in stocks of finished goods and in work in progress		
3 Work performed by the undertaking for its own purposes and capitalised		
4 Other operating income	303 654.91	83 352.95
5 Raw materials and consumables and other external expenses		
a) Raw materials and consumables	-7 691.59	-13 151.68
b) Other external expenses	-364 943.17	-214 112.42
6 Staff costs		
a) Wages and salaries	-2 256 428.02	-1 571 471.24
b) Social security costs		
i) relating to pensions	-163 151.17	0.00
ii) other social security costs	-97 370.40	-184 282.21
c) Other staff costs		
7 Value adjustments		
a) in respect of formation expenses and of tangible and intangible fixed asset	-84 483.44	-38 505.80
b) in respect of current assets		
8 Other operating expenses	-409 211.82	-230 055.89
9 Income from participating interests		
a) derived from affiliated undertakings		
b) other income from participating interests		
10 Income from other investments and loans forming part of the fixed assets		
a) derived from affiliated undertakings		
b) other income not included under a)		
11 Other interest receivable and similar income		
a) derived from affiliated undertakings		
b) other interest and similar income	2 846.11	0.00
12 Share of profit or loss of undertakings accounted for under the equity method		
13 Value adjustments in respect of financial assets and of investments held as current assets		
14 Interest payable and similar expenses		
a) concerning affiliated undertakings	-2 244.62	-2 600.53
b) other interest and similar expenses	-385.29	-6.83
15 Tax on profit or loss	0.00	34.00
16 Profit or loss after taxation	0.00	0.00
17 Other taxes not shown under items 1 to 16	-1 885.00	-1 605.00
18 Profit or loss for the financial year	59 819.93	-134 540.40

SYNCORDIS PSF S.A.

EUR

Detail for PROFIT AND LOSS ACCOUNT

PROFIT AND LOSS ACCOUNT		31/12/2020	31/12/2019
//1	Net turnover	3 141 113.43	2 037 864.25
	706000000 Services	916 709.64	997 541.28
	706010000 Services to Syncordis France SARL	26 649.48	0.00
	706011000 Management/Back Office costs charged to Syncordis France sarl	35 163.98	0.00
	706031000 Management/Back Office costs charged to Syncordis Ltd UK	41 375.80	0.00
	706040000 Services to Syncordis S.A.	1 507 799.62	1 345 697.97
	706041000 Services to Syncordis S.A. - credit note to be issued	11 475.00	-11 475.00
	706041100 Management/Back Office costs charged to Nielsen & Partner (DE)	32 690.93	0.00
	706043000 Management/Back Office costs charged to Syncordis S.A.	394 324.96	0.00
	706051000 Management/Back Office costs charged to Nielsen & Partner (AU)	14 908.65	0.00
	706061000 Management/Back Office costs charged to Nielsen + Partner Pte Ltd - Singapore	87 548.49	0.00
	706071000 Management/Back Office costs charged to Nielsen + Partner Unternehmensberater AG22	181.09	0.00
	706081000 Management/Back Office costs charged to Nielsen & Partner (Luxembourg)	37 626.52	0.00
	706091100 Management/Back Office costs charged to Nielsen & Partner (Bangkok)	6 259.27	0.00
	706111000 Trade debtors - sales invoice differed	-350 000.00	-356 400.00
	706112000 Resumption on differed sales income	356 400.00	62 500.00
//4	Other operating income	303 654.91	83 352.95
	744310000 Offsetting amounts - congé paternité	1 920.74	0.00
	744421000 Other subsidies to promote employment - ADEM - CIE	13 377.38	17 604.35
	748000000 Other sundry operating income	102 356.79	65 748.60
	749200000 Reprises sur provisions primes	186 000.00	0.00
//5(a)	Raw materials and consumables and other external expenses		
	Raw materials and consumables	-7 691.59	-13 151.68
	608130000 Administrative supplies	-2 431.21	-6 057.63
	608140000 Petrol	-5 260.38	-7 094.05
//5(b)	Other external expenses	-364 943.17	-214 112.42
	611120000 Buildings	-106 041.60	-80 734.00
	612100000 General subcontracting (not directly included in infrastructure, work and produc	-14 912.12	0.00
	612110000 General subcontracting - Syncordis S.A.	0.00	-776.65
	612130000 General subcontracting - Syncordis Limited (UK)	-6 254.25	-7 967.56
	612141000 Management/Back Office costs charged by Syncordis SA	-39 872.60	0.00
	612180000 General subcontracting - Nielsen + Partner S.A. (Luxembourg)	-7 560.00	0.00
	612190002 General subcontracting - Nielsen + Partner Pte Ltd (Switzerland)	-8 280.00	0.00
	612191000 Management/Back Office costs charged by Nielsen + Partner GmbH (Hamburg)	-19 965.63	0.00
	612210000 Maintenance and repairs of plant and machinery	-86.04	-84.00
	612230000 Maintenance and repairs of movable equipment	-49.57	0.00
	612310000 Maintenance and cleaning	0.00	-1 426.47
	613200000 Data processing	-175.00	0.00
	613330000 Account costs	-1 094.70	-387.65
	613380000 Other costs and bank charges	0.00	-50.00
	613410000 Legal fees	-32 131.50	-18 805.89
	613411000 Notary fees	0.00	-1 527.34
	613412000 Legal fees - purchase invoice accruals	-6 500.00	0.00
	613420000 Accounting and audit fees	-23 711.75	-12 889.00
	613421000 Audit fees - purchase invoice accruals	-14 000.00	-6 000.00
	613600000 Staff recruitment costs	0.00	-13 000.00
	613610000 Visa and relocation expenses	0.00	-11 891.18
	615211000 Management (respectively operators and shareholders/partners)	0.00	-130.00
	615212000 Travel expenses	-15 601.26	-26 738.16
	615212100 Parking	-100.14	-445.94
	615240000 Receptions and entertainment	-1 870.83	-3 108.91

SYNCORDIS PSF S.A.

EUR

Detail for PROFIT AND LOSS ACCOUNT

PROFIT AND LOSS ACCOUNT		31/12/2020	31/12/2019
615310000	Stamps	-49.70	0.00
615320000	Telephone and other telecommunication costs	-12 195.54	-12 210.48
615321000	Customised Emergency Open Space Services	-7 974.24	-9 679.19
615321100	Customised Emergency Open Space Services - purchase invoice accruals	2 421.00	0.00
618200000	Conferences and seminars costs	-3 686.54	-6 120.00
618700000	Contributions to professional associations	-251.16	-140.00
618710000	CSSF fees	-45 000.00	0.00
//6/a)	Staff costs		
	Wages and salaries	-2 256 428.02	-1 571 471.24
621110000	Basic salaries	-1 887 649.00	-1 381 736.42
621121000	Sunday	-1 122.15	-255.80
621122000	Public holidays	-7 409.54	-2 564.99
621123000	Overtime	-15 147.20	-7 518.54
621140000	Gratuities, bonuses and commissions	-255 750.00	-74 000.00
621150000	Benefits in kind	-28 956.32	-25 057.32
621151000	Reprise chèques repas	-57 127.33	-42 146.42
621800000	Warrants purchase	-60 591.94	-59 989.00
621910000	Reimbursements for employer social insurance fund	41 462.18	21 797.25
621911000	Remboursements ADEM - Chômage partiel	15 863.28	0.00
//6/b/i)	Social security costs relating to pensions	-163 151.17	0.00
623120000	National fund for pension insurance	-163 151.17	0.00
//6/b/ii)	other social security costs	-97 370.40	-184 282.21
623110000	Employer's social costs	-96 380.40	-183 922.21
623300000	Occupational health service	-990.00	-360.00
//7/a)	Value adjustments in respect of formation expenses and of tangible and intangible fixed assets	-84 483.44	-38 505.80
632230000	Licences informatiques (logiciels et progiciels informatiques) - value adjustment	-1 128.22	-1 128.22
633200000	Technical facilities - value adjustment	-29 500.43	-13 392.25
633303000	Furniture - value adjustment	-2 309.70	-1 889.34
633305000	Computer hardware (hardware) - value adjustment	-51 545.09	-22 095.99
//8	Other operating expenses	-409 211.82	-230 055.89
641300000	IT Licences (software and software packages)	-24 953.73	-22 881.24
641310000	IT Licences (software and software packages) - Deferred charges	-1 979.00	10 092.24
646200000	VAT non-deductible	-4 922.58	-4 259.76
648003000	Other sundry operating charges - SYNCORDIS S.A. - Tax unity	-3 431.25	0.00
649100000	Holidays provisions	-5 517.36	-26 533.33
649200000	Dotation aux provisions pour primes	-368 073.15	-186 000.00
668223000	Amende et intérêts de retards envers le CCSS	0.00	-100.00
668240000	Intérêts de retard impôts sur salaires	-334.75	-373.80
//11/b)	Other interest receivable and similar income other interest and similar income	2 846.11	0.00
756000000	Foreign exchange gains	2 846.11	0.00
//14/a)	Interest payable and similar expenses concerning affiliated undertakings	-2 244.62	-2 600.53
655430000	Interests on affiliated undertakings - Syncordis S.A.	-2 244.62	-2 600.53
//14/b)	other interest and similar expenses	-385.29	-6.83

SYNCORDIS PSF S.A.

EUR

Detail for PROFIT AND LOSS ACCOUNT

PROFIT AND LOSS ACCOUNT		31/12/2020	31/12/2019
656000000	Foreign exchange losses	-385.29	-6.83
//15	Tax on profit or loss	0.00	34.00
772000000	Municipal Income Tax (ICC) adjustments	0.00	34.00
//17	Other taxes not shown under items 1 to 16	-1 885.00	-1 605.00
681100000	Wealth Tax (IF) - Current year	-1 885.00	-1 605.00
//18	Profit or loss for the financial year	59 819.93	-134 540.40
142000000	Profit or loss for the financial year	59 819.93	-134 540.40

SYNCORDIS PSF S.A.

Head office : 5, Rue des Primeurs L - 2361 Strassen
R.C.S. Luxembourg B217963

Note 1 - GENERAL INFORMATION

SYNCORDIS PSF S.A. (ci-après « The company »), formerly SYNCORDIS **SUPPORT SERVICES S.A.**, has been incorporated on September 7, 2017 in the form of a public limited company under Luxembourg law for an unlimited period. The act has been published in the Electronic Compendium of Companies and Associations, number RESA_2017_221, on September 20, 2017.

An extraordinary general meeting was held on December 19, 2019 following a notarial act received by Professor Paul BETTINGEN, resident notary in Niederanven (Grand Duchy of Luxembourg) and published in the Electronic Compendium of Companies and Associations, number RESA 2020 007136, on 9 January 2020.

The purpose of this assembly was to act:

1. The name change: SYNCORDIS PSF S.A., formerly SYNCORDIS SUPPORT SERVICES S.A.
2. Modify the corporate purpose of the Company which will now have for activity :
 - the provision of assistance and support services for the computer system and information processing for industry and the tertiary sector. The company may also act as an operator of primary IT systems and as an operator of secondary IT systems and communication networks in the financial sector in accordance with article 29-3 and 29-4 of the law of 5 April 1993 relating to the financial sector as amended
 - The Company may exercise any activity of a commercial, industrial, financial, real estate or intellectual property nature that it considers useful for the accomplishment of these objects..
3. Modify 1st and 2nd articles of the statutes
4. Increase in the Company's share capital to EUR 400,000 through the issue of 3,700 shares of EUR 100 each.
5. Modify article 5.1 of the statutes
6. Fixing of the holding of the annual general meeting on 2nd Wednesday of the month of May at 10:00 and corresponding modification of article 9.1 of the articles of association of the Company.
7. Modification of the powers of representation of the Company vis-à-vis third parties and as a consequence of Article 16.1 of the Company's articles of association.
8. Modification of article 17 relating to the supervision of the Company by an approved statutory auditor appointed by the board of directors; resignation and discharge to be granted to the auditor.
9. Overhaul of the Company's articles of association

The coordinated statutes were published in the Electronic Compendium of Companies and Associations, number RESA_2020_008384, on January 10, 2020.

The head office is established at 5, Rue des Primeurs L - 2361 Strassen.

The Company's financial year begins on January 1 and ends on December 31 of each year.

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Note 2 - ACCOUNTING PRINCIPLES, RULES, METHODS AND VALUATION METHODS**Note 2.1 - General principles**

The annual accounts are established in accordance with the legal and regulatory provisions in force in Luxembourg and with generally accepted accounting principles.

The accounting and annual accounts are established in Euro.

The accounting policies and valuation principles are, apart from the rules imposed by the amended Law of December 19, 2002, determined and implemented by the Board of Directors.

The preparation of the annual accounts involves the use of a certain number of decisive accounting estimates. It also requires the Board of Directors to exercise its judgment in the application of accounting principles. Any change in the assumptions may have significant repercussions on the annual accounts for the period during which these assumptions changed. Management believes that the underlying assumptions are adequate and that the annual accounts thus give a true and fair view of the financial situation and the outcomes of the Company.

The Company makes estimates and assumptions that affect the amounts recognized as assets and liabilities in the following period. Estimates and judgments are continuously evaluated and are based on past experience and other factors, including expectations of future events deemed reasonable in these circumstances.

The Company is, on the basis of the criteria set by Luxembourg law, exempt from the obligation to establish consolidated accounts and a consolidated management report for the financial year / period ending on December 31, 2020. Consequently, in accordance with legal requirements, these accounts were presented by the Board of Directors, on an unconsolidated basis, for approval at the annual general meeting.

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Note 2.2 - Main valuation rules

The main valuation rules adopted by the Company are as follows:

Note 2.2.1 - Tangible and intangible fixed assets

Historical cost valuation method

Tangible and intangible fixed assets are valued at acquisition cost which includes incidental costs or at cost price. Tangible and intangible assets are amortized on the basis of their estimated useful lives.

The depreciation rates and methods applied are as follows:

	Depreciation rate	Depreciation method
Computer licenses (software and software packages)	33,33%	Linear
Technical installations and machines	25,00%	Linear
Furniture	33,33%	Linear
Computer hardware (hardware)	33,33%	Linear

When the Company considers that a tangible and intangible asset has suffered a decrease in value of a lasting nature, an additional reduction in value is made to reflect this loss. These value adjustments are not maintained when the reasons which motivated them cease to exist.

Note 2.2.2 - Claims

The claims are registered at their nominal value. They are subject to value adjustments when their recovery is compromised. These value adjustments are not maintained if the reasons which motivated their constitution have ceased to exist.

Note 2.2.3 - Conversion of items into currency

The Company keeps its accounts in Euro.

All transactions expressed in a currency other than Euro are registered in Euro at the exchange rate in force on the date of the transaction.

Establishment costs and fixed assets expressed in a currency other than Euro are converted into Euro at the historical exchange rate in effect at the time of the transaction. At the closing date, these fixed assets remain converted at the historical exchange rate.

Bank balances are converted at the exchange rates in effect on the date the accounts are closed. The resulting exchange gains and losses are registered in the profit and loss account for the year.

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The other asset and liability items are individually valued at the lowest, respectively the highest, of their value converted at the historical exchange rate or of their value determined on the basis of the exchange rates in force on the closing date of the balance sheet. Only unrealized exchange losses are recognized in the profit and loss account. Exchange gains are registered in the profit and loss account when they are realized.

When there is an economic link between an asset and a liability, they are globally assessed using the method described above and only the unrealized net exchange loss is registered in the profit and loss account and unrealized gains are not recognized.

Note 2.2.4 – Asset regularization account

This item includes expenses recognized during the financial year but which are attributable to a subsequent financial year.

Note 2.2.5 - Provisions

The purpose of the provisions is to cover expenses or debts which are clearly circumscribed as to their nature but which, at the balance sheet date, are either probable or certain but undetermined as to their amount or their date of occurrence.

Provisions are also made to cover expenses which originate in the financial year or in a previous financial year and which are clearly circumscribed as to their nature but which, at the balance sheet date, are either probable or certain but not determined as to their nature to their amount or as to the date of their occurrence.

Note 2.2.6 - Debts

Debts are registered at the redemption value. When the amount to be repaid on debts is greater than the amount received, the difference is posted to the profit and loss account when the debt is issued.

Note 2.2.7 - Liability regularization account

This item includes income received during the financial year and which are attributable to a subsequent financial year.

Note 2.2.8 - Tax

The company is subject to the taxes provided for by Luxembourg law for commercial companies. At the liability level, tax debts also include the tax expense estimated by the company for the years for which the Company's tax has not yet been established. Advances paid are recognized on the assets side of the balance sheet under the item "Other receivables».

Note 2.2.9 - Net turnover

Net turnover includes amounts resulting from the sale of products and the provision of services corresponding to the ordinary activities of the Company, net of reductions on sales, as well as value added tax and other taxes directly linked to turnover.

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Note 3 - INTANGIBLE ASSETS

The transactions of the financial year are as follows:

	Concessions, patents, licenses, trademarks, as well as similar rights and values	Total
	EUR	EUR
Gross value at the start of the financial year	3 385,00	3 385,00
Entries during the financial year	0,00	0,00
Outflows during the financial year	0,00	0,00
Transfers during the financial year	0,00	0,00
Gross value at the end of the financial year	3 385,00	3 385,00
Cumulative value adjustments at the start of the financial year	1 664,42	1 664,42
Endowments for the financial year	1 128,22	1 128,22
Reversals of the financial year	0,00	0,00
Transfers for the financial year	0,00	0,00
Cumulative value adjustments at the end of the financial year	2 792,64	2 792,64
Net worth at the end of the financial year	592,36	592,36
Net worth at the start of the financial year	1 720,58	1 720,58

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Note 4 - TANGIBLE FIXED ASSETS

The transactions of the financial year are as follows:

	Technical installation s and machines	Other installations, tools and furniture	Down payments and tangible fixed assets in progress	Total
	EUR	EUR	EUR	EUR
Gross value at the start of the financial year	53 568,98	71962,87	74 713,70	200 245,55
Entries during the financial year	0,00	16203,62	0,00	16203,62
Departures during the financial year	53568,98	0,00	0,00	53 568,98
Transfers during the year	0,00	74 713,70	-74 713,70	0,00
Gross value at the end of the financial year	0,00	162880,19	0,00	162880,19
Cumulative value adjustments at the start of the financial year	24 068,55	36 734,85	0,00	60 803,40
Endowments for the financial year	29500,43	53 854,79	0,00	37377,58
Reversals of the financial year	53568,98	0,00	0,00	0,00
Transfers for the financial year	0,00	0,00	0,00	0,00
Cumulative value adjustments at the end of the financial year	0,00	53854,79	0,00	53 854,79
Net worth at the end of the financial year	0,00	72 290,55	0,00	72 290,55
Net worth at the start of the financial year	29 500,43	35 228,02	74 713,70	139 442,15

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Note 5 - CLAIMS

The claims are composed as follows:

	Less than a year	2020	2019
	EUR	EUR	EUR
claims from affiliated companies			
Gross value	1 894 753,48	1 894 753,48	689 158,14
Sub-Total	1 894 753,48	1 894 753,48	689 158,14
Other claims			
Clients	5 235,75	5 235,75	56 142,00
Staff - advances and deposits	2119,95	2119,95	9 919,49
Direct tax	15 269,75	15 269,75	7 865,75
Employer mutuality and Employment Administration	3 486,86	3 486,86	15 312,58
Sub-Total	26 112,31	26 112,31	89 239,82
Total	1 920 865,79	1 920 865,79	778 397,96

Note 6 – ASSET REGULARISATION ACCOUNT

The regularization account mainly consist of:

- Deferred expenses amounting to EUR 9,678.00 (EUR 14,240.00 in 2019)

SYNCORDIS PSF S.A.

Head office : 5, Rue des Primeurs L - 2361 Strassen
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Note 7 - SUBSCRIBED CAPITAL

The subscribed capital amounts to EUR 400,000.00 and is represented by 4,000 fully paid shares with a par value of EUR 100.00.

As of December 31, 2020, there are no profit shares, convertible bonds and similar securities or rights..

Note 8 - STOCKS**Note 8.1 - Legal stock**

5% of net profits must be taken annually to constitute the stock fund prescribed by Luxembourg law. This deduction ceases to be compulsory when the stock reaches one tenth of the capital. The legal stock cannot be distributed.

Note 9 - TRANSACTIONS OF THE FINANCIAL YEAR ON THE "STOCKS" and "OUTCOMES "

The transactions of the financial year are as follows:

	Legal stock	Statutory stock	Five-year stock	outcomes reported	outcomes of the year
At 31/12/2019	3 000,00	0,00	0,00	109 300,23	- 134 540,40
Transactions after financial year-end:					
Allocation of outcomes to the following financial year	0,00	0,00	0,00	- 134 540,40	134 540,40
Distribution of dividends	0,00	0,00	0,00	0,00	0,00
The outcomes of the financial year	0,00	0,00	0,00	0,00	59819,93
Allocation to stocks	0,00	0,00	0,00	0,00	0,00
At 31/12/2020	3 000,00	0,00	0,00	-25 240,17	59 819,93

Note 10 - PROVISIONS

Provisions break down are as follows:

	2020	2019
	EUR	EUR
Other provisions	410 059,47	222 468,96
Total	410 059,47	222 468,96

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Note 10.1 - Other provisions

The other provisions are composed of:

- Operating provisions
- Provision for premiums

Note 11 - DEBTS

The residual durations of the items in the “Debt” heading are as follows::

	Durati on less than one year EUR	Total 2020 EUR	Total 2019 EUR
Debts to credit institutions	166,70	166,70	1 849,72
Payables on purchases and services	34 084,96	34 084,96	100 333,40
Amounts owed to affiliated companies	418 297,64	418 297,64	171 329,47
Tax debts	127 689,89	127 689,89	143 976,05
Social security debts	282 859,40	282 859,40	44 765,51
Other debts	40,00	40,00	419,26
Total	863138,59	863138,59	462 673,41

These debts have a residual term of less than 5 years. They are not covered by collateral given by the company.

Note 12 - LIABILITIES REGULARIZATION ACCOUNTS

The regularization accounts mainly consist of:

- Deferred income for an amount of EUR 350,000.00 (EUR 46,800.00 in 2019)

Note 13 - STAFF

The Company employed 24.50 full-time people and on average during the financial year 2020 (19.00 people in 2019).

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Note 14 - REMUNERATION ALLOCATED TO MEMBERS OF MANAGEMENT OR SUPERVISORY BODIES AND COMMITMENTS IN TERMS OF RETIREMENT PENSIONS WITH REGARD TO FORMER MEMBERS OF THESE BODIES

No remuneration has been allocated to members of the management and supervisory bodies for their function.

Note 15 - ADVANCES AND CREDITS GRANTED TO MEMBERS OF MANAGEMENT OR SUPERVISORY BODIES

No advances or credit have been granted to the management and supervisory bodies and no commitment has been made to them under any guarantee.

Note 16 - TAXATION

The Company is subject to the general tax rules applicable to commercial companies in Luxembourg..

Note 17 - OFF-BALANCE SHEET COMMITMENTS

As of December 31, 2020, there are no commitments by the Company that could be useful in assessing its financial situation.

Note 18 - SUBSEQUENT EVENTS DURING CLOSING

At the start of 2020, Luxembourg like the rest of Europe is facing a health crisis linked to COVID-19. In order to stop the spread of the epidemic, European countries, including Luxembourg, have taken increasingly stringent measures.

Given the activity of the company, the staff continues to work at home or at the client's premises, but taking all precautions as recommended by the government.

Since June 2020, no more employees have been placed on short-time work. If the pandemic resumes, the Luxembourg government, through the Employment Administration, should help contain the liquidity problem relating to partially unemployed staff. In fact, only the employer's share of unemployed employees remains the responsibility of the company.

The company's annual accounts at December 31, 2020 do not reflect any impact linked to a resumption of the health crisis.

In view of the known elements of the crisis, government social and stimulus measures, the negative impact on the company's activity for the current financial year seems to be moderate in the short term but there are significant uncertainties on the term.

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Note 19 - ALLOCATION OF INCOME

In accordance with the proposal of the Board of Directors, the allocation of available income is as follows::

	Legal stock	Statutory stock	Five-year stock	Outcome reported	Outcome of the year
At 31/12/2020	3 000,00	0,00	0,00	-25 240,17	59 819,93
Transactions after financial year-end:					
Allocation of outcome to the following financial year	0,00	0,00	0,00	56 819,93	-56 819,93
Distribution of dividends	0,00	0,00	0,00	0,00	0,00
Allocation to stocks	3 000,00	0,00	0,00	0,00	-3000,00
	6 000,00	0,00	0,00	31579,76	0,00

SYNCORDIS LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

SYNCORDIS LTD**COMPANY INFORMATION**

Directors	Mr S Chaturvedi Mr G P M Desjonqueres Mr N G Deshpande	(Appointed 1 February 2021)
Company number	10045506	
Registered office	Rayner Essex LLP Tavistock House South Tavistock Square London WC1H 9LG	
Auditor	The Paris Partnership Chartered Accountants and Statutory Auditors Russell House 140 High Street Edgware Middlesex HA8 7LW	

SYNCORDIS LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their annual report and financial statements for the year ended 31 December 2020.

Principal activities

The principal activity of the company continued to be that of information technology consultancy.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr S Chaturvedi

Mr G P M Desjonqueres

Mr S Samal

(Resigned 31 December 2020)

Mr A Sonthalia

(Resigned 19 January 2021)

Mr N G Deshpande

(Appointed 1 February 2021)

Auditor

In accordance with the company's articles, a resolution proposing that The Paris Partnership be reappointed as auditor of the company will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

.....

 Mr G P M Desjonqueres
 Director

Date: 15/3/2021

SYNCORDIS LTD

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

SYNCORDIS LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SYNCORDIS LTD

Opinion

We have audited the financial statements of Syncordis Ltd (the 'company') for the year ended 31 December 2020 which comprise the profit and loss account, the balance sheet and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
 - the directors' report has been prepared in accordance with applicable legal requirements.
-

SYNCORDIS LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF SYNCORDIS LTD

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

The extent to which the audit was considered capable of detecting irregularities including fraud

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
 - we identified the laws and regulations applicable to the company through discussions with the directors and other management, and from our commercial knowledge and experience of the information technology consultancy sector;
 - we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including the Companies Act 2006, taxation legislation and data protection, anti-bribery, and employment;
 - we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
 - identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.
-

SYNCORDIS LTD**INDEPENDENT AUDITOR'S REPORT (CONTINUED)****TO THE MEMBERS OF SYNCORDIS LTD**

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions; and
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence with HMRC, relevant regulators including the FCA, and the company's FCA advisors

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.


Lee Paris FCA (Senior Statutory Auditor)
For and on behalf of The Paris Partnership LLP

15/3/21

Chartered Accountants and Statutory Auditors
 Russell House
 140 High Street
 Edgware
 Middlesex
 HA8 7LW

SYNCORDIS LTD**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31 DECEMBER 2020**


	Notes	2020 £	2019 £
Turnover		2,951,261	1,049,375
Cost of sales		(2,500,129)	(1,642,894)
Gross profit/(loss)		451,132	(593,519)
Administrative expenses		(995,542)	(851,871)
Other operating income		6,870	-
Operating loss		(537,540)	(1,445,390)
Interest receivable and similar income		34	24
Interest payable and similar expenses	4	(24,210)	(12,306)
Loss before taxation		(561,716)	(1,457,672)
Tax on loss	5	91,236	272,368
Loss for the financial year		(470,480)	(1,185,304)

SYNCORDIS LTD**BALANCE SHEET****AS AT 31 DECEMBER 2020**

	Notes	2020		2019	
		£	£	£	£
Fixed assets					
Intangible assets	6		142,692		214,038
Tangible assets	7		13,157		27,029
			<u>155,849</u>		<u>241,067</u>
Current assets					
Debtors	8	1,664,877		812,090	
Cash at bank and in hand		193,443		33,617	
		<u>1,858,320</u>		<u>845,707</u>	
Creditors: amounts falling due within one year	9	<u>(1,383,852)</u>		<u>(544,570)</u>	
Net current assets			<u>474,468</u>		<u>301,137</u>
Total assets less current liabilities			<u>630,317</u>		<u>542,204</u>
Creditors: amounts falling due after more than one year	10		<u>(2,544,030)</u>		<u>(1,985,437)</u>
Net liabilities			<u>(1,913,713)</u>		<u>(1,443,233)</u>
Capital and reserves					
Called up share capital			1,000		1,000
Profit and loss reserves			<u>(1,914,713)</u>		<u>(1,444,233)</u>
Total equity			<u>(1,913,713)</u>		<u>(1,443,233)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on and are signed on its behalf by:



 Mr G.P.M. Desjonquères
 Director

Company Registration No. 10045506

SYNCORDIS LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Company information

Syncordis Ltd is a private company limited by shares incorporated in England and Wales. The registered office is Rayner Essex LLP, Tavistock House South, Tavistock Square, London, WC1H 9LG.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The principal accounting policies adopted are set out below.

Syncordis Ltd is a 100% subsidiary of Syncordis S.A., which in turn is a 100% subsidiary of L&T Infotech GmbH. L&T Infotech GmbH is a 100% subsidiary of L&T Infotech Ltd, a company incorporated in India and listed on the NSE and BSE in India. The results of Syncordis Ltd are included in the consolidated financial statements of L&T Infotech Ltd and group accounts can be obtained from the ultimate parent company's office at L&T House, Ballard Estate, P.O. Box 278, Mumbai 400 001, India.

1.2 Going concern

The directors have considered the effect of the Covid 19 pandemic and consider that the continued restrictions imposed in various countries may delay the roll out of the company's business plan. They have received confirmation that any repayment of loans from the parent are not due until 1 August 2022. These loans, currently amounting to £2,544,030, are included as due after one year. The directors consider the parent company's loan facility provides sufficient finance to allow the company to progress its business plan. They are confident, that with the continued financial support from the parent company, Syncordis S.A. the previously expected growth will return as the market improves with the global roll out of a vaccine and, on that basis, have adopted the going concern basis of accounting in preparing these financial statements.

1.3 Turnover

Turnover represents amounts receivable for services net of VAT.

Turnover represents revenue earned under a wide variety of contracts to provide Information Technology and support services. Revenue is recognised as earned when, and to the extent that, the firm obtains the right to consideration in exchange for its performance under these contracts. It is measured at the fair value of the right to consideration, which represent amounts chargeable to clients, including expenses and disbursements but excluding value added tax. Revenue not billed to clients is included in debtors and payments on account in excess of the relevant amount of revenue are included in creditors

1.4 Research and development expenditure

Research costs are expensed as incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

SYNCORDIS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies (Continued)

1.5 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Development costs	3 years straight line
-------------------	-----------------------

1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers	3 years straight line
-----------	-----------------------

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.7 Cash at bank and in hand

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

SYNCORDIS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

SYNCORDIS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

1.9 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.10 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.11 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.12 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

1.13 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

SYNCORDIS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

2 Auditor's remuneration

	2020	2019
Fees payable to the company's auditor and associates:	£	£
For audit services		
Audit of the financial statements of the company	6,500	4,500

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2020	2019
	Number	Number
Total	24	19

4 Interest payable and similar expenses

	2020	2019
	£	£
Interest payable and similar expenses includes the following:		
Interest payable to group undertakings	24,210	12,306

5 Taxation

	2020	2019
	£	£
Deferred tax		
Deferred tax on losses for the current period	(91,236)	(272,368)

SYNCORDIS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

6 Intangible fixed assets

	Other £
Cost	
At 1 January 2020 and 31 December 2020	214,038
Amortisation and impairment	
At 1 January 2020	-
Amortisation charged for the year	71,346
At 31 December 2020	71,346
Carrying amount	
At 31 December 2020	142,692
At 31 December 2019	214,038

7 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 January 2020 and 31 December 2020	41,616
Depreciation and impairment	
At 1 January 2020	14,587
Depreciation charged in the year	13,872
At 31 December 2020	28,459
Carrying amount	
At 31 December 2020	13,157
At 31 December 2019	27,029

8 Debtors

	2020 £	2019 £
Amounts falling due within one year:		
Trade debtors	325,027	418,333
Amounts owed by group undertakings	-	59,254
Other debtors	1,339,850	334,503
	<u>1,664,877</u>	<u>812,090</u>

SYNCORDIS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

9 Creditors: amounts falling due within one year

	2020	2019
	£	£
Trade creditors	32,916	241,757
Amounts owed to group undertakings	858,355	-
Taxation and social security	74,293	65,761
Other creditors	418,288	237,052
	<u>1,383,852</u>	<u>544,570</u>

10 Creditors: amounts falling due after more than one year

	2020	2019
	£	£
Amounts owed to group undertakings	<u>2,544,030</u>	<u>1,985,437</u>

The amount owed to group undertakings includes £2,544,030 (2019: £1,985,437) due to Syncordis S.A.. Interest is payable at the rate of 1% per annum (non-cumulating) and the loan facility is for a period of three years from the date of the first drawdown.

11 Parent company

The parent undertaking is Syncordis S.A., a company incorporated in Luxembourg. The ultimate controlling party is L&T Infotech Ltd, a company incorporated in India.

Copies of the group accounts can be obtained from the Company Secretary at L&T House, Ballard Estate, P.O. Box 278, Mumbai 400 001, India.

SYNCORDIS LTD

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2020

	Year ended 31 December 2020		Year ended 31 December 2019	
	£	£	£	£
Turnover				
Sales of services		2,951,261		1,049,375
Cost of sales				
Direct costs	9,466		55,464	
Wages and salaries	1,588,674		941,352	
Social security costs	202,106		126,401	
Subcontract labour	255,130		369,150	
Staff bonuses	265,964		107,598	
Staff recruitment costs	26,100		14,074	
Staff pension costs defined contribution	47,434		28,855	
Offshore development expenses	105,255		-	
		(2,500,129)		(1,642,894)
Gross profit/(loss)		451,132		(593,519)
Other operating income				
Government grants receivable and released		6,870		-
Administrative expenses		(995,542)		(851,871)
Operating loss		(537,540)		(1,445,390)
Interest receivable and similar income				
Bank interest received	34		24	
		34		24
Interest payable and similar expenses				
Interest payable to group companies		(24,210)		(12,306)
Loss before taxation		(561,716)		(1,457,672)

SYNCORDIS LTD**SCHEDULE OF ADMINISTRATIVE EXPENSES
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
Administrative expenses		
Wages and salaries	287,133	269,977
Social security costs	43,157	39,444
Consultancy	93,028	75,529
Staff bonuses	102,360	70,093
Staff welfare	2,541	2,681
Staff training	17,041	23,026
Staff pension costs defined contribution	6,200	5,600
Rent re licences and other	144,000	108,000
Repairs and maintenance	3,770	1,353
Computer & IT software costs	14,653	22,617
Travel and subsistence	13,137	78,513
Professional subscriptions	1,467	650
Legal and professional fees	40,191	36,525
Accountancy	35,745	36,283
Audit fees	6,500	4,500
Bank charges	796	1,217
Insurance	2,990	11,472
Printing, postage and stationery	628	2,160
Advertising	-	780
Telecommunications	1,083	1,857
Entertaining	1,505	13,529
Sundry expenses	99	2,251
Fines and penalties	1,030	588
Management and back office costs	111,963	-
Amortisation	71,346	-
Depreciation	13,872	13,148
Profit or loss on foreign exchange	(20,693)	30,078
	<u>995,542</u>	<u>851,871</u>

SYNCORDIS FRANCE SARL

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

SYNCORDIS FRANCE

Limited Liability Company with capital of 15 000.00 €

Head office: 1 Terrasse Bellini Tour initial

92800 PUTEAUX

514 135 862 RCS PARIS

MANAGEMENT REPORT ON OPERATIONS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2020

We have the honor to present to you, in accordance with legal and regulatory texts, the report on the operations for the financial year ended December 31, 2020, as well as on the annual accounts for the said financial year submitted for approval..

Situation and activity of the company during the financial year

As you can find, the activity carried out during the past financial year results in a turnover which amounted to 2,921,980 against 2,546,098 for the previous financial year, that is to say an increase of 15%.

The total operating expenses came to € 3,204,811, after allocation to provisions and depreciation for € 1,359.

The overall payroll, including social charges, rose from E 1,936,107 to € 2,288,221, an increase of 18%, while the average workforce is increased from 18 to 19 people.

The operating outcome came to -71,440 against -473,256 for the previous year.

The financial outcome, amounting to -14,867 €, compared to -19,736 for the previous year, allows to generate a pre-tax current outcome of -86,307 €, compared to -492,992 € at December 31, 2019.

The exceptional outcome amounts to € -1,922, compared to 14,525 for the previous year. The tax on profits for the financial year amounts to 3,570 E.

Taking into account all types of products and expenses, the activity for the past financial year thus resulted in a loss of 91,798 E.

This outcome is an increase in relation to that of the previous financial year, which manifested itself in a loss of -575,000 E.

Events occurring during the financial year

On March 11, 2020, following the Covid-19 pandemic, the French Government took the containment measures to fight against the spread of the Virus.

On March 24, 2020 a state of health emergency has been declared in France.

However, these measures have not impacted the activity of our Company.

Predictable evolution and future prospects

Despite the difficulties encountered during the last financial year, however, we remain optimistic about the future and have already taken measures both at the commercial level and at the management level, with a view to improving the profitability of our activity.

Important events occurred during the end of the financial year

Nothing in particular seems to us to have to be pointed out on this plan.

Company activity in terms of research and development

Our Company has not recognized any costs of this nature during the past financial year.

Equity investments

No equity investments were made during the financial year.

Proposed appropriation of the outcome

After deducting all charges and depreciation, the annual accounts closed on December 31, 2020 show a loss of € 91,798.02, which should be allocated in full to the “Retained earnings” account.

Reminder of previously distributed dividends

To meet the requirements of article 243a of the General Tax Code, I remind you that dividends have not been distributed for the three previous years..

Non-deductible tax expenses

In accordance with the provisions of article 223 quater of the General Tax Code, it is specified that the accounts for the past financial year do not cover the expenses not deductible from tax outcome within the meaning of the provisions of article 39-4 of the same code.

Regulated agreements

Pursuant to the provisions of article L.223-19 of the French Commercial Code, we have the honor to inform you that the agreements referred to in said articles entered into for the financial year ended December 31, 2020 will be entered in the decision register.

Closing

We hope that the decisions that have been proposed will be approved and that you will give release from its management to the Manager for the financial year ended December 31, 2020.

The Manager



> Statutory auditor's special report

To the Shareholders,

In our capacity as Statutory Auditor of your Company, we hereby report to you on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, pursuant to Article R. 223-17 of the French Commercial Code (Code de Commerce), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information provided for in Article R. 223-17 of the French Commercial Code in respect of the performance of the agreements, already authorized by the Shareholders' Meeting and having continuing effect during the year, if any.

We conducted our procedures in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. These guidelines require that we agree the information provided to us with the relevant source documents.

AGREEMENTS SUBMITTED FOR APPROVAL TO THE SHAREHOLDERS' MEETING

Agreements and commitments authorized during the year

Pursuant to Article R. 223-16 of the French Commercial Code, we have been advised of the following agreements, referred to in Article L. 223-19 of the said Code, which occurred during the past financial year.

1. SYNCORDIS SA grants a loan which amounts to 710 K€ on December 31st, 2020. The agreed annual interest rate is 2%. Therefore, the annual interest costs amount to € 13,966.67 for 2020.
2. Under the terms of a partnership agreement dated 1 July 2009, SYNCORDIS SA grants the use of the SYNCORDIS brand and provides the various administrative and subcontracting services for SYNCORDIS France. As such, SYNCORDIS SA invoiced SYNCORDIS France for an amount of €195,074.58 for 2020.
3. During this year, SYNCORDIS FRANCE invoiced an amount of €36,955.63 for services to SYNCORDIS SA.

4. During this year, SYNCORDIS FRANCE invoiced an amount of €131 606 for fidelity bonus to SYNCORDIS SA.

Made in Fondettes,
March 12, 2021

S.A.S. RBA
Statutory Auditor


Signé électroniquement le 12/03/2021 par
Sandrine Fleury



Sandrine FLEURY

 **Asset balance sheet**

	Brut	Amortization Depreciation	Net at 31/12/2020	Net at 31/12/2019
ASSET				
Uncalled committed capital				
FIXED ASSETS				
Intangible assets:				
- Commercial funds				
- others				
Tangible fixed assets	11 802,10	4 260,08	7 542,02	2 493,24
Financial fixed assets (1)	1 490,00		1 490,00	8 671,75
Total fixed assets	13 292,10	4 260,08	9 032,02	11 164,99
CURRENT ASSETS				
Inventories and work in progress (other than goods)				
Goods				
Advances and prepayments on orders				2 309,44
Clients and related accounts (2)	488 911,13		488 911,13	514 966,66
Other receivables (2) (3)	166 003,88		166 003,88	207 299,47
Subscribed and called capital, not paid				
Investment securities				
Availabilities	291 210,26		291 210,26	153 891,34
Total current assets	946 125,27		946 125,27	878 466,91
regularization account (2):				
- prepaid expenses	3 474,69		3 474,69	392,60
-others				
TOTAL GENERAL	962 892,06	4 260,08	958 631,98	890 024,50
(1) Of which less than one year (gross)				
(2) Of which more than one year (gross)				

 **Liability balance sheet**

	Net au 31/12/2020	Net au 31/12/2019
LIABILITY		
EQUITY		
Capital	15 000,00	15 000,00
Issue, merger, contribution premiums, ...		
Revaluation gap		
Stocks :		
-Legal stock	1 500,00	1 500,00
- Regulated stocks		
-other stocks (1)	116 711,57	116 711,57
Balance carry-forward	-575 000,39	
Financial year outcome (profit or loss)	-91 798,02	-575 000,39
Investment grants and regulated provisions		
Total equity	-533 586,84	441 788,82
OTHER EQUITY		
Other equity		
PROVISIONS FOR RISKS AND EXPENSES		
Provisions for risks and expenses		
DEBTS		
Loans and similar debts	754 804,45	590 837,78
Advances and down payments received on orders in progress		
Suppliers and linked accounts	96 105,51	141 843,69
Other debts	624 618,11	565 540,94
Total debts (2)	1 475 528,07	1 298 222,41
regularization account (2):		
- Unearned income	16 690,75	33 590,91
-others		
TOTAL GENERAL	958 631,98	890 024,50
(1) Of which statutory or contractual stocks		
(2) Of which debts and regularization account over one year (a)		
(2) Of which debts and regularization account at less than one year (a)	1 492 218,82	1 331 813,32
(a) with the exception of advances and down payments received on orders in progress		

 **Income statement**

	31/12/2020	31/12/2019
Operating income		
Sale of goods		
Production sold (goods)		
Production sold (services)	2 921 979,57	2 546 098,06
Net turnover	2 921 979,57	2 546 098,06
<i>For export</i>	97 555,71	12 968,85
Stocked production		
Immobilized production		
Operating grants		
Reversals of provisions (and depreciation), transfers of expenses	211 290,84	26 776,70
Others income (2)	100,41	389,66
Total	3 133 370,82	2 573 264,42
Operating expenses		
Purchases of goods		
Stock variations		
Purchases of raw materials and other supplies		
Stock variations		
Other purchases and external expenses (1)	878 603,88	1 028 402,68
Dues, taxes, and similar payments	33 277,23	10 627,11
Salaries and treatments	1 589 733,55	1 366 966,97
Social expenses	698 487,50	569 140,17
Depreciation and amortization	1 359,30	2 939,95
Depreciation allowances and provisions :		
- On fixed assets: depreciation allowances		
- On current assets: depreciation allowances		62 892,50
- For risks and expenses: allocations to provisions		
Other expenses	3 349,24	5 550,72
Total	3 204 810,70	3 046 520,10
OPERATING RESULT	-71 439,88	■473 255,68
Share of profit on joint operations		
Financial income (2)	419,58	45,19
Financial expenses	15 286,20	19 781,33
Exceptional income (2)		14 525,40
Exceptional expenses	1 921,52	
Income taxes	3 570,00	96 533,97
GAIN OR LOSS (3)	-91 798,02	-575 000,39
(1) Including:		
- furniture leasing expenses		
- real estate leasing expenses		
(2) Reversals of provisions and depreciation	66 231,09	26 442,00
(3) Taking into account an exceptional result of	-1 921,52	14 525,40

Accounting rules and methods

Presentation of the annex

Name of the company; EURL SYNCORDIS FRANCE

The annex to the balance sheet before distribution for the year ended 12/31/2020, for a total of 958,632 Euros and to the income statement for the year, presented in list form, showing a loss of 91,798 Euros.

The notes or tables below form an integral part of the annual accounts.

The financial year has 12 months, covering the period from 01/01/2020 to 12/31/2020.

No significant event subsequent to the end of the financial year to report.

General rules

The annual accounts for the year on 12/31/2020 were drawn up in accordance with the regulation of the French Accounting Standards Authority no 2014-03 up to date with the various additional regulations on the date of the establishment of the said annual accounts. The accounting conventions have been applied with sincerity in compliance with the principle of prudence, in accordance with the basic assumptions:

- business continuity,
 - permanence of accounting methods from one financial year to another,
 - independence of exercises.
- and in accordance with the general rules for establishing and presenting the annual accounts.

The basic method used for valuing items entered in the accounts is the historical cost method..

Only significant information is expressed.

Tangible and intangible fixed assets

Tangible and intangible fixed assets are valued at their acquisition cost for assets acquired for valuable consideration, at their production cost for assets produced by the company, at their market value for assets acquired free of expense and by way of exchange.

The cost of a fixed asset is made up of its purchase price, including customs duties and non-recoverable taxes, after deduction of discounts, trade rebates and cash discounts. It also includes all directly attributable costs incurred to bring the asset in place and in working order according to its intended use. Transfer rights, expenses or commissions and legal costs related to the acquisition are not attached to this acquisition cost. All costs which are not part of the purchase price of the asset and which cannot be directly linked to the costs made necessary to put the asset in place and in a state of operation in accordance with its intended use, are recognized.

The amortization for depreciation is calculated according to the straight-line method according to the following periods:

- * Office equipment: 5 to 10 years
- * Computer equipment: 3 years
- * Furniture: 10 years

Accounting rules and methods

The depreciation period retained by simplification is the period of use for goods that cannot be broken down at the origin..

Participations, fixed assets, securities

The gross value is constituted by of the purchase cost excluding incidental costs. When the inventory value is less than the gross value, an impairment equal to the amount of the difference is recognized..

Claims

The claims are valued at their nominal value. A provision for depreciation is made when the inventory value is lower than the book value.

Exceptional income and expenses

Exceptional income and expenses take into account elements that are not related to the normal activity of the company.

Retirement commitments

The company's collective agreement provides for end-of-career indemnities. No specific agreement was signed. The corresponding commitments were not recognized in the form of a provision.

The retirement indemnity is determined by applying a method taking into account the projected salaries at the end of their career, the staff turnover rate, life expectancy and assumptions for updating foreseeable payments.

The actuarial assumptions used are as follows:

- Discount rate: 0.42%
- Salary growth rate: 1.5%
- Retirement age: 65
- Mortality rate table: INSEE 2019

Consequences of the Covid-19 event

The Covid-19 event is likely to have significant impacts on the assets, financial situation and results of companies. Relevant accounting information on these impacts constitutes a key element of the accounts for the period concerned..

To do this, the company has adopted a targeted approach to express the main relevant impacts on the performance of the year and on its financial situation. This approach is recommended by the Accounting Standards Authority in the note of May 18, 2020 to provide information on the effects of the Covid-19 event on its accounts..

Characteristic facts

Other significant elements

As of September 2019, Syncordis SA invoiced Head Office services in addition to traditional subcontracting.

First, these expenses were recorded in the same account as the subcontracting (account 604000). The corresponding amount for the year 2019 amounts to € 21,436.52.

In financial year 2020, it was decided to record these services in a new account = 611100 - Subcontracting Head Office Syncordis Luxembourg.

 **Notes on the balance sheet**

Fixed assets

Table of Fixed assets

	at the start of the year	Increase	Decrease	at the end of the year
- General installations, fixtures and - Technical installations, equipment and tools				
- General installations, fixtures	25 980	8 491	22 669	11 802
- Office and IT equipment, furniture	25 980	8 491	22 669	11 802
Tangible fixed assets				
- Participations assessed by setting	8 672		7 182	1 490
- Loans and other financial assets	8 672		7 182	1 490
Financial fixed assets				
FIXED ASSETS	34 652	8 491	29 850	13 292

▀ Notes on the balance sheet

Depreciation of fixed assets

	at the start of the year	Increase	Decrease	at the end of the year
- General installations, fixtures and - Technical installations, equipment and tools - General installations, fixtures - Office and computer equipment, furniture				
Tangible fixed assets	23 487	2 923	22 150	4 260
FIXED ASSETS: DEPRECIATION	23 487	2 923	22 150	4 260

Notes on the balance sheet

Current assets

Statement of claims

The total receivables at the end of the financial year amounted to 659,880 euros and broken down globally as follows::

	Gross amount	Maturities up to 1 year	Maturities over 1 year
Claims from fixed assets:			
Receivables related to equity investments			
loans			
others	1 490		1 490
Claims from current assets:			
Client claims and accounts piecing	488 911	488 911	
others	166 004	166 004	
Subscribed-called capital, unpaid			
Prepaid expenses	3 475	3 475	
Total	659 880	658 390	1 490
Loans granted during the year			
Loans recovered during the year			

Income to receive

	Amount
Clients- invoices to be established	161 761
Suppliers- invoices to be established	3919
TOTAL	165 679

Notes on the balance sheet

Equity

Composition of Share Capital

The Share capital in the amount of 15,000.00 Euros broken down into 300 securities with a nominal value of 50.00 Euros.

	Number	Nominal value
Securities making up the share capital at the start of the financial year	300	50,00
Securities issued during the financial year		
Securities reimbursed during the financial year		
Securities comprising the share capital at the end of the financial year	300	50,00

Notes on the balance sheet

Debts

Statement of debts

The total debts at the end of the financial year amount to 1,492,219 Euros and break down globally as follows:

	Gross amount	Maturities up to 1 year	Maturities of 1 to 5 years	Maturities over 5 years
Convertible bond loans				
Other bond issues				
Loans and debts from credit institutions including:				
- up to 1 year from the start				
- more than 1 year originally				
Miscellaneous loans and financial debts				
Trade payables and related accounts	96 106	96 106		
Social and tax debts	623 497	623 497		
Debts on fixed assets and accounts piecing				
Group and associates	754 804	754 804		
Other debts	1 121	1 121		
Unearned income	16 691	16 691		
Total	1 492 219	1 492 219		
Loans taken out during the year				
Loans repaid during the year				

Expenses to pay

	Amount
Suppliers - invoice not received	25 607
Associates - accrued interest	44 804
Prov Debts cp and rt	122 902
Staff - other expenses to pay	162 758
soc. / prov. cp and rt Expenses	53 480
Social expenses - expenses to pay	69 923
CVAE to pay	5 396
apprenticeship tax	6 211
Continuing education	3 800
Total	494 881

Notes on the balance sheet

Regularization account

Prepaid expenses

	Operating expenses	Financial expenses	Exceptional expenses
Prepaid expenses	3 475		
Total	3 475		

Unearned income

	Operating income	Financial income	Exceptional income
Unearned income	16 691		
Total	16 691		

Impact of the Covid-19 event

On March 11, 2020, the World Health Organization announced that COVID-19 (2019 coronavirus disease) could be qualified as a "pandemic".

The announcement triggered the implementation of a series of public health and emergency measures to combat the spread of the virus.

Strict confinement was decided from March 17 to May 10, then a second less strict from October 28 to December 15.

Company has been little impacted by this pandemic.

No EMP has been set up or deadlines extended.

Only a limited recourse to partial unemployment should be noted during the 1st confinement.

▀ Notes to the income statement**Operating and financial expenses and income****Remuneration of the statutory auditors**

Amount recognized for the statutory audit of the annual accounts: 8,670 Euros

■ Other information

Retirement commitments

Amount of commitments made in terms of pensions, supplementary pensions and similar indemnities: 72,310 Euros. The amount of the company's commitment for end-of-career indemnities for employees has been estimated based on the retirement indemnity provided for by the Labor Code, using the projected unit credit method..

For a defined benefit plan, recommendation n ° 2003-R.01 of April 1, 2003 is applied..

**RULETRONICS SYSTEMS
PRIVATE LIMITED**

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

RULETRONICS SYSTEMS PRIVATE LIMITED

Directors' Report

Dear Members,

The Directors have pleasure in presenting their 7th Annual report and Audited Accounts for the year ended March 31, 2021.

1. FINANCIAL HIGHLIGHTS

(INR in Lakhs)

Particulars	2020-21	2019-20
Total Income	38.20	509.31
Profit / (Loss) before Tax	(28.79)	(12.50)
Less : Provision for Tax	(10.29)	1.63
Net Profit / (Loss) after Tax	(18.49)	(14.13)
Add: Balance brought forward from previous year	317.23	331.37
Balance to be carried forward	298.74	317.23

2. STATE OF COMPANY AFFAIRS

The gross sales and other income for the financial year under review were Rs.38.20 Lakhs as against Rs. 509.31 Lakhs for the previous financial year registering a decrease of 93%. The Profit after tax was (Rs. 18.49 Lakhs) for the financial year under review as against loss of Rs. 14.13 Lakhs for the previous financial year.

3. CHANGE IN SHARE CAPITAL

During the year under review, there was no change in share capital of the Company.

4. CAPITAL EXPENDITURE

As at March 31, 2021, the gross fixed and intangible assets, stood at Nil (previous year Rs. 52.21 Lakhs) and the net fixed and intangible assets, at Nil (previous year Rs. 7.56 Lakhs). Capital Expenditure during the year amounted to Nil.

5. DEPOSITS

During the year ended March 31, 2021, the Company has not accepted and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

6. SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

The Company does not have any Subsidiary/ Associate/ Joint Venture Companies.

7. TRANSFER TO RESERVES

The Directors do not propose to transfer any amount to reserves during the period under review.

8. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

The Company has not given any loan, guarantees, security or made any investment during the financial year 2020-21 as specified under section 186 of Companies Act, 2013.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions entered with related parties during the financial year 2020-21 were in the ordinary course of business and at arm's length. Particulars of contracts or arrangements with related parties referred in Section 188(1) of the Companies Act, 2013, in FORM AOC-2 is attached as **Annexure A**.

10. DIVIDEND

With a view to improve the business performance and conserve financial resources, the Directors have not recommended dividend on equity shares for the financial year 2020-21.

11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

After March 31, 2021 and upto the date of this report, there has been no material changes and commitments affecting the financial positions of the Company except the following:

➤ Appointed date for Scheme of Amalgamation

The Board of Directors of the Company at its meeting held on September 28, 2020 approved the Scheme of Amalgamation ('Scheme') between the Company and Syncordis Software Services India Private Limited with Larsen & Toubro Infotech Limited, parent company, under Sections 230-232 of the Companies Act, 2013 ('hereinafter referred as Petitioners'). Company Scheme Petition filed by the Petitioners with Hon'ble National Company Law Tribunal ('NCLT') on January 22, 2021 was admitted by NCLT on April 8, 2021. The appointed date for the proposed Scheme is April 1, 2021. The next date of hearing of the Petition is June 17, 2021.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- A. The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity and is not included under the list of industries which should furnish information as per Rule 8 of the Companies (Accounts) Rules, 2014.
- B. No technology has been developed and / or imported by way of foreign collaboration.
- C. Foreign exchange earnings and outgo:

S.N	PARTICULARS	AMOUNT (Rs in Lakhs)	
		31 ST MARCH 2021	31 ST MARCH 2020
1	Earnings in Foreign Exchange during the year	Nil	280.12
2	Expenditure in Foreign Exchange during the year	Nil	Nil

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE YEAR

During the year under review, there has been no change in the Board of Directors of the Company.

The Notice convening the 7th AGM in 2021 includes re- appointment of Mr. Nachiket Deshpande, Director of the Company, who is retiring by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.

Details of Directors proposed to be appointed as required under Secretarial Standard-2 on General Meetings ('SS-2') is given in the Notice convening the 7th AGM in 2021.

During the year under review there were no Key Managerial Personnel in the Company.

14. DETAILS OF REMUNERATION

The details of remuneration of Director, proposed to be appointed in the 7th AGM, as required under Secretarial Standard-2 on General Meetings ('SS-2') are as under:

Name of Director	Category	Total Remuneration
Mr. Nachiket Deshpande	Non-Executive Director	NIL

15. MEETINGS OF THE BOARD OF DIRECTORS

The Board Meetings were convened at appropriate intervals with a maximum time gap not exceeding more than 120 days or pursuant to one-time relaxation provided from April 1, 2020 till September 30, 2020 by Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated March 24, 2020 of not more than 180 days, between two consecutive meetings. During the year under review, three meetings of the Board of Directors of the Company were held on May 8, 2020, September 28, 2020 and January 18, 2021. Attendance of the Board members at these meeting is as under:

Name of Director	Category	No. of Meetings* held during the financial year	No. of Meetings Attended
Mr. Nachiket Deshpande	Non-Executive Director	3	3
Mr. Anisetty Naveen Kumar	Non-Executive Director	3	2
Mr. Kedar Krishna Gadgil	Non-Executive Director	3	3

**During the calendar year 2020, four meetings were held in compliance with the provisions of Section 173 of the Companies Act, 2013.*

16. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2021, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

17. RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal. However, Larsen & Toubro Infotech Limited ('LTI'), holding company, has formulated a Risk Management Policy and the Company being wholly-owned subsidiary, is being covered by the Risk Management Policy of LTI.

18. STATUTORY AUDITOR

M/s. Meenavalli & Associates, Chartered Accountants, (Registration No. 012208S), were re-appointed as Statutory Auditor of the Company at the 6th AGM of the Company held on September 28, 2020 for a period of three years from the conclusion of the 6th AGM of the Company till the conclusion of 9th AGM of the Company to be held in 2023.

The Auditor's Report on the audited Financial Statements of the Company for the year ended March 31, 2021 does not contain any qualification and therefore do not call for any comments from Directors. Further the Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India ('ICAI') and hold a valid certificate issued by the Peer Review Board of the ICAI.

The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company and declared that they have not taken up any prohibited non-audit assignments for the Company.

19. ANNUAL RETURN

As per the provisions of Section 134(3)(a) of the Companies Act, 2013, since the Company does not have website for Investors, it is not required to upload its Annual Return on the website. A copy of the Annual Return in form MGT-7 shall be filed with the Registrar of Companies.

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Directors wish to state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the Policy for prevention of Sexual Harassment at Workplace of Larsen & Toubro Infotech Limited (parent company) complying with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, covers its subsidiaries including the Company.

22. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

23. DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

24. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the customers, vendors, management of the Holding Company, Financial Institutions, Banks, Central and State Government authorities, and all the various other stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board of Directors

Date: April 30, 2021	Anisetty Naveen Kumar Director (DIN: 06931544) Place: London, UK	Kedar Krishna Gadgil Director (DIN: 07224639) Place: Mumbai, India
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ANNEXURE – A**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Amount in Rs.)	Date(s) of approval by the Board	Amount paid as advances, if any: (Amount in Rs.)
Not Applicable					

For and on behalf of the Board of Directors

Anisetty Naveen Kumar
Director
(DIN: 06931544)
Place : London, UK

Kedar Krishna Gadgil
Director
(DIN: 07224639)
Place : Mumbai, India

Date: April 30, 2021



MEENAVALLI & ASSOCIATES
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Members of **RULETRONICS SYSTEMS PRIVATE LIMITED**

Report on the Financial Statements

Opinion

We have audited the financial statements of M/s. **RULETRONICS SYSTEMS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss, and statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statement").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rule, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit/loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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MEENAVALLI & ASSOCIATES
Chartered Accountants

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

That Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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



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Chartered Accountants

Report on Other Legal and Regulatory Requirements

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

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

To the best of our information and according to the explanations given to us, No remuneration was paid by the Company to its directors during the year.



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MEENAVALLI & ASSOCIATES
Chartered Accountants

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company.

UDIN NO: 21218836AAABJM1758

For **Meenavalli & Associates**

Chartered Accountants

FRN: 012208S



M. Machar Rao

CA.M.Machar Rao

Partner

M.No:218836

Place: Hyderabad

Date: 30.04.2021

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MEENAVALLI & ASSOCIATES

Chartered Accountants

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **RULETRONICS SYSTEMS PRIVATE LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **RULETRONICS SYSTEMS PRIVATE LIMITED** (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Limitations of Internal Financial Controls Over Financial Reporting

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



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MEENAVALLI & ASSOCIATES
Chartered Accountants

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

UDIN NO: 21218836AAABJM1758

For **Meenavalli & Associates**
Chartered Accountants
FRN: 012208S



CA.M.Machar Rao
Partner
M.No:218836

Place: Hyderabad
Date: 30.04.2021

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MEENAVALLI & ASSOCIATES
Chartered Accountants

Annexure B to the Auditors' Report –

(Referred to in paragraph 2 under 'Report on Other Legal Regulatory Requirements' section of our report to the Members of **M/s.RULETRONICS SYSTEMS PRIVATE LIMITED of even date**)

- i. In respect of fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company.
- ii. The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loan, secured or unsecured, to the companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Thus, Paragraph 3(iii) of the order is not applicable to the company.
- iv. The Company has made no investments, loans, guarantees and security. Therefore, Section 185 and 186 of the Companies Act, 2013 is not applicable to the Company.
- v. The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3(v) of the order is not applicable to the company
- vi. The maintenance of the cost record has not been specified by the Central Government under section 148(1) of the companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the company.



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MEENAVALLI & ASSOCIATES
Chartered Accountants

- vii. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, value added tax, Goods and Services Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- b. According to the information and explanations given to us, the company has no disputed amount payable in respect of Provident Fund, Employees' State Insurance, Income tax, sales tax, service tax, Goods and Services Tax and other material statutory dues in arrears as at 31st March, 2021 for a period of more than six months from the date they become payable.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year. Hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- x. In our opinion and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. The Company has not paid any remuneration to the Directors during the relevant financial year. Hence reporting under clause 3(xi) of the Order is not applicable to the Company.
- xii. The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.



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MEENAVALLI & ASSOCIATES

Chartered Accountants

- xv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

UDIN NO: 21218836AAABJM1758

For **Meenavalli & Associates**

Chartered Accountants

FRN: 012208S

CA.M.Machar Rao

Partner

M.No:218836



Place: Hyderabad

Date: 30-04-2021

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RULETRONICS SYSTEMS PRIVATE LIMITED
BALANCE SHEET AS AT MAR 31, 2021

Particulars	Note	As at Mar 31, 2021	As at March 31, 2020
		Amount (INR)	Amount (INR)
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	-	755,576
(b) Deferred Tax Assets(Net)	2	721,627	1,257,930
(c) Income tax Assets (net)	3	1,309,367	-
Total Non-Current Assets		2,030,994	2,013,506
Current assets			
(a) Financial Assets			
(i) Trade receivable	4	42,402,180	38,202,629
(ii) Unbilled Revenue	5	32,350,539	33,186,014
(iii) Cash and Cash Equivalents	6	125,386	488,967
(iv) Other bank balances	7	2,977,489	2,798,617
(b) Other current assets	8	1,362,590	530,495
Total Current Assets		79,218,184	75,206,722
TOTAL ASSETS		81,249,178	77,220,228
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	9	5,100,000	5,100,000
(b) Other Equity			
(i) Retained Earnings	10	29,873,991	31,723,339
Total Equity		34,973,991	36,823,339
Liabilities			
Non-current liabilities			
Total Non-Current Liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	29,450,560	27,646,564
(ii) Trade Payables			
Due to Micro medium & Small Enterprises	12	16,777,747	6,812,349
Due to others	13	20,000	5,086,830
(iii) Other Financial Liabilities	14	26,880	315,372
(b) Other Current Liabilities	15	-	535,774
(c) Current income tax Liabilities (Net)			
Total Current Liabilities		46,275,187	40,396,889
TOTAL EQUITY AND LIABILITIES		81,249,178	77,220,228

Notes referred to above form an integral part of Balance sheet
As per our report of even date attached

For MEENAVALI & ASSOCIATES
Chartered Accountants
ICAI Firm Reg.No.012208S

m. machar

CA M Machar Rao
Partner
M.No.218836

Place: Hyderabad, India
Date: 30th April'2021



For and on Behalf of the Board

A. Navaneeth

NAVEEN KUMAR ANISETTY
Director
(DIN : 06931544)
Place: London, UK

Kedar Krishna Gadgil

KEDAR KRISHNA GADGIL
Director
(DIN : 07224639)
Place: Mumbai, India

RULETRONICS SYSTEMS PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MAR 31, 2021

Particulars	Note	2020-21	2019-20
		Amount (INR)	Amount (INR)
Total Income:			
Revenue from Operations	16	3,626,460	50,270,020
Other Income	17	193,373	661,391
		3,819,833	50,931,411
Expenses:			
Employee Benefit Expense	18	-	38,584,298
Operating expenses	19	3,902,118	7,755,885
Finance costs	20	1,803,996	2,367,504
Depreciation and Amortisation	1	56,202	1,852,559
Other expenses	21	936,214	1,621,632
Total Expenses		6,698,530	52,181,878
Profit before tax		(2,878,697)	(1,250,467)
Tax expense			
Current tax (net)		(1,565,652)	1,630,355
Deferred tax		536,303	(1,467,424)
		(1,029,349)	162,931
Profit after tax		(1,849,348)	(1,413,398)
NET PROFIT FOR THE YEAR		(1,849,348)	(1,413,398)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(1,849,348)	(1,413,398)

Notes referred to above form an integral part of Profit & Loss Account
As per our report of even date attached

For MEENAVALI & ASSOCIATES

Chartered Accountants
ICAI Firm Reg.No.012208S



CA M Machar Rao

Partner


M.No.218836

Place: Hyderabad, India

Date: 30th April'2021



For and on Behalf of the Board

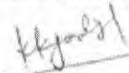


NAVEEN KUMAR ANISETTY

Director

(DIN : 06931544)

Place: London, UK



KEDAR KRISHNA GADGIL

Director

(DIN : 07224639)

Place: Mumbai, India

RULETRONICS SYSTEMS PRIVATE LIMITED		
CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2021		
Particulars	2020-21 INR	2019-20 INR
A. Cash flow from operating activities		
Net profit before tax	(2,878,697)	(1,250,467)
Adjustments for:		
Depreciation and amortisation	56,202	1,852,559
Interest received	(193,373)	(225,742)
Interest expense	1,803,996	1,446,564
Net Loss/(Gain) on disposal of property, plant and equipment	-	145,764
Operating profit before working capital changes	(1,211,872)	1,968,678
Changes in working capital		
(Increase)/decrease in trade receivables and unbilled revenue	(3,364,076)	(20,322,176)
(Increase)/decrease in other receivables	(2,141,462)	631,593
Increase/(decrease) in trade & other payables	4,074,302	(2,270,345)
(Increase)/decrease in working capital	(1,431,236)	(21,960,928)
Cash generated from/(used in) operations	(2,643,108)	(19,992,250)
Direct taxes paid	1,565,652	(1,630,355)
Net cash from operating activities	(1,077,456)	(21,622,605)
B. Cash flow from investing activities		
Purchase of fixed assets	-	(299,494)
Sale of fixed assets	699,374	60,840
Interest received	193,373	225,742
Net cash used in/(generated from) investing activities	892,747	(12,912)
C. Cash flow from financing activities		
Proceeds from/(repayment) of borrowings	1,803,996	21,646,564
Interest paid	(1,803,996)	(1,446,564)
Net cash from financing activities	-	20,200,000
Net increase in cash and cash equivalents	(184,709)	(1,435,517)
Opening Cash and cash equivalents	3,287,584	4,723,101
Closing Cash and cash equivalents	3,102,875	3,287,584

As per our report of even date attached

For MEENAVALI & ASSOCIATES

Chartered Accountants
ICAI Firm Reg.No.012208S



CA M Machar Rao

Partner
M.No.218836

Place: Hyderabad, India
Date: 30th April'2021

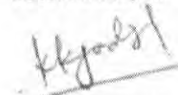


For and on Behalf of the Board



NAVEEN KUMAR ANISETTY

Director
(DIN : 06931544)
Place: London, UK



KEDAR KRISHNA GADGIL

Director
(DIN : 07224639)
Place: Mumbai, India

RULETRONICS SYSTEMS PRIVATE LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MAR 31, 2021

Schedule N

INR

Particulars	Share Capital	Retained Earnings	Total Equity
Balance as on April 1, 2020	5,100,000	31,723,339	36,823,339
Net Profit for the year		(1,849,348)	(1,849,348)
Other changes/ Trf to general reserve.			-
Balance as on March 31, 2021	5,100,000	29,873,991	34,973,991

As per our report of even date attached

For MEENAVALI & ASSOCIATES

Chartered Accountants

ICAI Firm Reg.No.012208S



CA M Machar Rao

Partner

M.No.218836

Place: Hyderabad, India

Date: 30th April'2021

For and on Behalf of the Board

NAVEEN KUMAR ANISETTY

Director

(DIN : 06931544)

Place: London, UK

KEDAR KRISHNA GADGIL

Director

(DIN : 07224639)

Place: Mumbai, India

RULETRONICS SYSTEMS PRIVATE LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

INR			
Particulars	Share Capital	Retained Earnings	Total Equity
Balance as on April 1, 2019	5,100,000	33,136,737	38,236,737
Net Profit for the year		(1,413,398)	(1,413,398)
Other changes/ Trf to general reserve.			-
Balance as on March 31, 2020	5,100,000	31,723,339	36,823,339

As per our report of even date attached

For MEENAVALLI & ASSOCIATES

Chartered Accountants

ICAI Firm Reg.No.012208S

CA M Machar Rao

Partner

M.No.218836

Place: Hyderabad, India

Date: 30th April'2021



For and on Behalf of the Board

NAVEEN KUMAR ANISETTY

Director

(DIN : 06931544)

Place: London, UK

KEDAR KRISHNA GADGIL

Director

(DIN : 07224639)

Place: Mumbai, India

RULETRONICS SYSTEMS PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended Mar 31, 2021

1. Property, Plant & Equipment

INR

Fixed and Intangible Assets	Gross Block				Depreciation/Amortisation				Net Block	
	As at 1- April-20	Additions	Deductions	As at 31-Mar-21	As at 1- April-20	For the period	On Deductions	As at 31-Mar-21	As at 31-Mar-21	As at 31-March-20
Tangible Assets										
Computers	5,121,305	-	5,121,305	-	4,365,729	56,202	4,421,931	-	-	755,576
Total of tangible assets	5,121,305	-	5,121,305	-	4,365,729	56,202	4,421,931	-	-	755,576
Total of tangible assets (P.Y.)	5,073,063	299,494	251,252	5,121,305	2,646,935	1,807,878	89,084	4,365,729	755,576	2,426,128
Intangible assets										
Software	-	-	-	-	-	-	-	-	-	-
Total of intangible assets	-	-	-	-	-	-	-	-	-	-
Total of tangible assets (P.Y.)	100,027	-	100,027	-	10,910	44,681	55,591	-	-	89,117
								Rupees	-	755,576

Notes accompanying the Financial Statements for the year ended March 31, 2020

1. Property, Plant & Equipment

INR

Fixed and Intangible Assets	Gross Block				Depreciation/Amortisation				Net Block	
	As at 1- April-19	Additions	Deductions	As at 31-March-20	As at 1- April-19	For the period	On Deductions	As at 31-March-20	As at 31-March-20	As at 31-March-19
Tangible Assets										
Computers	4,916,897	299,494	95,086	5,121,305	2,610,841	1,789,134	34,246	4,365,729	755,576	2,306,056
Office equipments	156,166	-	156,166	-	36,094	18,744	54,838	-	-	120,072
Total of tangible assets	5,073,063	299,494	251,252	5,121,305	2,646,935	1,807,878	89,084	4,365,729	755,576	2,426,128
Total of tangible assets (P.Y.)	3,577,208	1,495,855	-	5,073,063	1,307,522	1,339,413	-	2,646,935	2,426,128	2,269,686
Intangible assets										
Software	100,027	-	100,027	-	10,910	44,681	55,591	-	-	89,117
Total of intangible assets	100,027	-	100,027	-	10,910	44,681	55,591	-	-	89,117
Total of tangible assets (P.Y.)	-	100,027	-	100,027	-	10,910	-	10,910	89,117	-
								Rupees	755,576	2,515,245

RULETRONICS SYSTEMS PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended Mar 31, 2021

2	Deferred tax Asset	As at Mar 31, 2021	As at March 31, 2020
		INR	INR
	Deferred tax Asset	721,627	1,257,930
		721,627	1,257,930
3	Income Tax Assets	As at Mar 31, 2021	As at March 31, 2020
		INR	INR
	Income Tax Assets (Net)	1,309,367	-
		1,309,367	-
4	Trade receivables	As at Mar 31, 2021	As at March 31, 2020
		INR	INR
	Considered good - Secured		
	Considered good - Unsecured		
	-Due from holding company	-	58,717
	- Others	43,437,469	39,039,431
	Less : Allowance as per ECL matrix	(1,035,289)	(895,519)
	42,402,180	38,202,629	
5	Unbilled Revenue	As at Mar 31, 2021	As at March 31, 2020
		INR	INR
	Unbilled Revenue	32,350,539	33,186,014
		32,350,539	33,186,014
6	Cash & Cash Equivalent	As at Mar 31, 2021	As at March 31, 2020
		Rupees	Rupees
	Cash on hand	17,530	17,530
	Balances with Bank		
	- in current accounts		
Domestic	107,856	471,439	
	125,386	488,969	
7	Other Bank Balance	As at Mar 31, 2021	As at March 31, 2020
		Rupees	Rupees
	Cash and bank balance not available for immediate use	2,977,489	2,798,617
		2,977,489	2,798,617
8	Other Current Assets	As at Mar 31, 2021	As at March 31, 2020
		Rupees	Rupees
	Advances recoverable in cash or in kind	718,889	(113,205)
	Prepaid Expenses	643,700	643,700
	Total	1,362,589	530,495

RULETRONICS SYSTEMS PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended Mar 31, 2021****9 Equity Share Capital**

i) Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of shares	INR	No. of shares	INR
Authorised : 10,00,000 Ordinary shares of Rs. 10/- each	1,000,000	10,000,000	1,000,000	10,000,000
Issued, paid up and subscribed 5,10,000 Ordinary shares of Rs. 10/- each	510,000	5,100,000	510,000	5,100,000
	510,000	5,100,000	510,000	5,100,000

ii) Reconciliation of the number of equity shares and share capital issued, subscribed and paid-up:

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of shares	INR	No. of shares	INR
At the beginning of the year	510,000	5,100,000	510,000	5,100,000
Issued during the year as fully paid up	-	-	-	-
At the end of the year	510,000	5,100,000	510,000	5,100,000

iii) 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.

iv) Shareholders holding more than 5% of equity shares as at the end of the year:

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of shares	% of Shares	No. of shares	% of Shares
L & T Infotech Limited	509,999	100.00%	509,999	100.00%
	510,000	100.00%	510,000	100.00%

RULETRONICS SYSTEMS PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended Mar 31, 2021

10 Other Equity	As at Mar 31, 2021	As at March 31, 2020
	INR	INR
Retained Earnings		
Profit and loss account		
Opening balance	31,723,339	33,136,737
Add: Profit for the year	(1,849,348)	(1,413,398)
Balance to be carried forward	29,873,991	31,723,339
11 Current Borrowings	As at Mar 31, 2021	As at March 31, 2020
	INR	INR
Financial Liabilities		
Unsecured loans		
Unsecured Loan from Holding Company	29,450,560	27,646,564
Total	29,450,560	27,646,564
12 Trade Payable	As at Mar 31, 2021	As at March 31, 2020
	INR	INR
Due to fellow subsidiaries	3,097,232	3,097,232
Due to Holding	12,560,380	-
Due to others	147,884	354,017
Accrued Expenses	972,250	3,361,100
Total	16,777,746	6,812,349
13 Other Financial Liabilities	As at Mar 31, 2021	As at March 31, 2020
	INR	INR
Liabilities for Employee benefits	20,000	5,086,830
	20,000	5,086,830
14 Other Current Liabilities	As at Mar 31, 2021	As at March 31, 2020
	INR	INR
Other payables	26,880	315,372
	26,880	315,372
15 Tax Liabilities	As at Mar 31, 2021	As at March 31, 2020
	INR	INR
Current Tax liabilities	-	535,774
	-	535,774

RULETRONICS SYSTEMS PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended Mar 31, 2021**

16 Revenue from Operations	2020-21	2019-20
	INR	INR
Sale of Services	3,626,460	50,270,020
	3,626,460	50,270,020
17 Other Income	2020-21	2019-20
	INR	INR
Profit/(Loss) on sale of fixed assets	-	(145,764)
Interest received	193,373	225,742
Miscellaneous income	-	581,413
	193,373	661,391
18 Employee Benefit Expense	2020-21	2019-20
	INR	INR
Salaries including overseas staff expenses	-	36,777,545
Staff welfare	-	243,396
Contribution to provident and other funds	-	1,563,357
	-	38,584,298
19 Operating expenses	2020-21	2019-20
	INR	INR
Travelling and conveyance	15,415	654,328
Consultancy charges	3,814,929	2,964,000
Rent and establishment expenses	-	1,216,040
Telephone charges and postage	1,180	855,672
Advertisement	-	20,000
Recruitment expenses	(353,858)	622,750
Repairs and Maintenance	-	531,201
Power and fuel	-	228,051
Insurance charges	-	2,832
Rates and taxes	49,359	93,268
Allowance for doubtful debts and advances	359,728	470,636
Bad debts	-	-
Miscellaneous expenses	15,365	97,108
	3,902,118	7,755,885
20 Finance Cost	2020-21	2019-20
	INR	INR
Int Paid on EPC / Others	1,803,996	2,367,504
	1,803,996	2,367,504
21 Other expenses	2020-21	2019-20
	INR	INR
Legal and Professional Charges	933,550	1,155,793
Other miscellaneous expenses	2,664	465,839
	936,214	1,621,632

RULETRONICS SYSTEMS PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****A1 Corporate Information**

Ruletronics Systems Private Limited ("the Company") is a wholly owned subsidiary by Larsen & Toubro Infotech Limited from February 1, 2019. The Company provides IT consultancy and support service specializing in Pega solutions.

A2 Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements

A3 Significant Accounting Policies**a. Basis of accounting**

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. Further the guidance notes or announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered wherever applicable.

Preparation of financial statements in conformity with Accounting Standards requires management of the Company to make estimates and assumptions that affect the income and expense reported for the period and assets, liabilities and disclosures reported as of the date of the financial statements. Examples of such estimates include useful lives of tangible and intangible assets, provision for doubtful debts, future obligations in respect of retirement benefit plans, etc. Actual results could vary from these estimates.

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards Amendment) Rules, 2016 and Companies (Indian Accounting Standards Amendment) Rules 2017.

Amount in financial statements are presented in Indian INR as permitted by schedule III to the companies Act, 2013

b. Presentation of financial statements

The statement of financial position and the statement of Profit and Loss are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013. The 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 balance sheet and 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.

c. Property, plant and equipment

Property plant and equipment are stated at cost, less accumulated depreciation. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses arising from disposal of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is disposed.

d. Intangible assets

Computer softwares are stated at cost less accumulated depreciation, amortisation and impairment.

As a process of takeover, Intangible Software were of negligible value to the Parent Company and hence written off.

RULETRONICS SYSTEMS PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****e. Depreciation**

i) Tangible assets

Depreciation on assets have been provided as mentioned in below table except for the leasehold improvements which is depreciated over the lease period. Depreciation or amortisation on addition and disposal are calculated on pro-rata basis from and to the month of additions and disposal.

Sl No.	Particulars	Useful Life
1	Computer and IT Peripherals	Upto 3 years
2	Plant and Machinery	Upto 10 years
3	Office Equipment	Upto 10 years
4	Furniture and Fixtures	Upto 10 years

ii) Intangible assets

The estimated useful life of an identifiable intangible asset is based on the number of factors including the effects of obsolescence, demand, competition and other economic factor and the level of maintenance expenditure required to obtain the expected future cash flows from the asset.

Sl No.	Particulars	Useful Life
1	Computer Software	Upto 3 years

f. Functional and presentation currency

The functional and presentation currency of the company is the Indian Rupee as it is the currency of primary economic environment in which the company operates.

g. Foreign currency transactions and balances

Foreign currency transactions are initially recorded at the rates prevailing on the date of transaction. At the balance sheet date, foreign currency monetary item are reported using the closing rate.

h. Impairment of Assets

As at each balance sheet date, assets are tested for impairment so as to determine, the provision for impairment loss, if any, and the reversal of impairment loss recognised in previous periods, if any.

An impairment loss, if any, is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

i. Current and Non-current classification

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

- i. it is expected to be realized/settled, or is intended for sale or consumption, in the Company's normal operating cycle; or
 - ii. it is held primarily for the purpose of being traded; or
 - iii. it is expected to be realized/due to be settled within twelve months after the reporting date; or
 - iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date; or
 - v. the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.
- All other assets and liabilities are classified as non-current.

j. Income TaxCurrent tax

The current income tax charge is calculated on the basis of taxable income and tax credits computed in accordance with the provisions of the Income-tax Act 1961, any amendments / rules that have been enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

RULETRONICS SYSTEMS PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021**Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax for the year

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

k. LeasesOperating Lease:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Lease rentals are charged to the profit and loss account on accrual basis.

The company after assessing the impacts of "INDAS 116 - Leases" have concluded that all the lease agreement fall under short term lease agreements & hence it does not have any impact on financials.

l. 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.

i) Financial assetsInitial recognition and measurement

The Company classifies its investments and financial assets in the following measurement categories:

- those to be measured at cost (investment in subsidiaries)
- those to be measured subsequently at fair value through other comprehensive income, and
- those to be measured subsequently at fair value through profit and loss

In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value of those financial assets.

Subsequent measurement

- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

ii) Financial liabilitiesInitial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities on the basis of the operating cycle of the Company.

Subsequent measurement

Fair value through profit or loss (FVTPL): Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

RULETRONICS SYSTEMS PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****m. Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with banks.

n. Revenue Recognition

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

Revenue from contracts priced on time and material basis is recognised when services are rendered and related costs are incurred.

Effective April 1, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers".

o. Other Income

I) Interest income is accrued at applicable interest rate.

II) Dividend income is accounted in the period in which the right to receive the same is established.

III) Other items of income are accounted as and when the right to receive arises.

p. Employee benefits**i) Short term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, and short term compensated absences and performance incentives are recognized in the period in which the employee renders the related service.

ii) Post Employment Benefits**Defined contribution plan**

The company's state governed provident fund scheme are classified as defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employee renders the related service.

q. Provisions, contingent liabilities and contingent assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

I) the Company has a present obligation as a result of a past event;

II) a probable outflow of resources is expected to settle the obligation; and

III) the amount of the obligation can be reliably estimated

Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of,

I) a present obligation arising from a past event when it is not probable that an outflow of resources will be required to settle the obligation;
or

II) a possible obligation unless the probability of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

r. Cash flow statement

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow is reported using indirect method as per the requirements of Ind AS 7 ("Cash flow statements").

RULETRONICS SYSTEMS PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

b) Amount due to and due from related parties(net):

Particulars	Amounts due (to)/from	
	March 31, 2021	March 31, 2020
Larsen & Toubro Infotech Limited- Outstanding Loan & Interest	(29,450,560)	(27,646,564)
Larsen & Toubro Infotech Limited	(12,560,380)	58,717
Ruletronics Limited, UK	(1,402,453)	(1,402,453)
Ruletronics Systems Inc, US	(1,694,781)	(1,694,781)

c) Terms and conditions of transactions with related parties:

- The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.
- Loan from parent is taken at 7% rate of interest while other trade outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash
- There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2020: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

- d)** No amount of due from related parties has been written off during the year (Previous year Nil). No amount due to related parties has been written back during the year (Previous year nil). For the year ended March 31, 2021, the company has not recorded any impairment of receivables relating to amounts owned by related parties (March 31, 2020 : Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. No expense has been recognized in the current year or prior years for bad or doubtful debts in respect of the amounts owed by the related parties.

A6 Deferred Tax Asset/Liability

Income Taxes are accrued at the same period in which the related revenue and expense arise. A provision is made for income tax annually based on the tax liability after considering tax allowances and exemptions. The differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax asset or deferred tax liability is recorded for the timing differences.

Major components of Deferred tax liabilities and assets

Particulars	As at	As at
	31-March-2021	31-March-2020
	INR	INR
a) WDV of Assets	721,627	1,257,930
Net Deferred Tax Assets/ (Liabilities)	721,627	1,257,930

RULETRONICS SYSTEMS PRIVATE LIMITED**Notes accompanying the Financial Statements for the year ended March 31, 2021****A7 Disclosure pursuant to Ind AS 33 "Earnings per share"**

Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per share".

Particulars		2020-21	2019-20
		INR	INR
Earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating	A	(1,849,348)	(1,413,398)
Weighted average number of equity shares outstanding for calculating	B	510,000	510,000
Basic and diluted earnings per equity share (₹)	A / B	(3.63)	(2.77)
Diluted earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating	A	(1,849,348)	(1,413,398)
Add : Interest on convertibles (net of tax)	B	-	-
Profit for the year attributable to owners of the Company for the	C = A+B	(1,849,348)	(1,413,398)
Weighted average number of equity shares outstanding for calculating	D	510,000	510,000
Add : Shares deemed to be issued for no consideration in respect of :	E	-	-
Compulsorily convertible preference share capital	F	-	-
Compulsorily convertible debentures	G	-	-
Weighted average number of equity shares outstanding for calculating	H = D + E	510,000	510,000
Diluted earnings per equity share (₹)		(3.63)	(2.77)
Face value per equity share (₹)		10.00	10.00

RULETRONICS SYSTEMS PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

A8 Financial Instruments

Disclosure of Financial Instruments by Category

Financial instruments by categories	Note no.	31.03.2021			31.03.2020		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Security Deposits	2	-	-	-	-	-	-
Trade receivables	4	-	-	42,402,180	-	-	38,202,629
Unbilled Revenue	5	-	-	32,350,539	-	-	33,186,014
Cash and cash equivalents	6	-	-	125,386	-	-	488,967
Other Bank Balances	7	-	-	2,977,489	-	-	2,798,617
Total Financial Asset		-	-	77,855,594	-	-	74,676,228
Financial liability							
Loans from related parties	12	-	-	29,450,560	-	-	27,646,564
Trade Payables	13	-	-	16,777,747	-	-	6,812,349
Other Financial Liabilities	14	-	-	20,000	-	-	5,086,830
Total Financial Liabilities		-	-	46,248,307	-	-	39,545,743

RULETRONICS SYSTEMS PRIVATE LIMITED

Notes accompanying the Financial Statements for the year ended March 31, 2021

A9 Disclosure pursuant to Ind AS 12 - "Income taxes"

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2021 and 31 March 2020:

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
	INR	INR
Accounting profit before tax	(2,878,697)	(1,250,467)
Applicable tax rate	25.17%	25.17%
Profit before tax * Applicable tax rate	(724,568)	(314,742)
Net effect of Allowable and Disallowable expenses	-	1,945,097
Effect of Deferred Taxes	1,260,871	(1,467,424)
Short & (Excess) Provision adjusted	(1,565,652)	-
Income tax expense reported in the statement of profit and loss	(1,029,349)	162,931

A10 Events occurring after the reporting period

The financial statements were approved by the Board of Directors on April 30th, 2021 and there are no significant events occurring after Balance sheet date.

A11 Investor Education and Protection Fund

The Company is not required to transfer any amount to Investor Education and Protection Fund.

As per our report attached

For MEENAVALI & ASSOCIATES

Chartered Accountants

ICAI Firm Reg.No.012208S




CA M Machar Rao

Partner

M.No.218836

Place: Hyderabad, India

Date: 30th April'2021

For and on Behalf of the Board

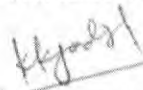


NAVEEN KUMAR ANISETTY

Director

(DIN : 06931544)

Place: London, UK



KEDAR KRISHNA GADGIL

Director

(DIN : 07224639)

Place: Mumbai, India

RULETRONICS LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED FEBRUARY 28, 2021

Ruletronics Limited**Company Information**
for the year ended 28th February 2021**DIRECTORS:**N K Anisetty
S Chaturvedi
N Deshpande**REGISTERED OFFICE:**1 Carolyn Drive
Orpington
England
BR6 9ST**REGISTERED NUMBER:**

07946822 (England and Wales)

AUDITORS:Cameron Baum Hollander Limited
Chartered Accountants
Statutory Auditor
88 Crawford Street
London
W1H 2EJ

Ruletronics Limited (Registered number: 07946822)**Report of the Directors
for the year ended 28th February 2021**

The directors present their report with the financial statements of the company for the year ended 28th February 2021.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the Information technology consultancy activities.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st March 2020 to the date of this report.

N K Anisetty
S Chaturvedi
N Deshpande

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Cameron Baum Hollander Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

N K Anisetty - Director

16th April 2021

**Report of the Independent Auditors to the Members of
Ruletronics Limited**

Opinion

We have audited the financial statements of Ruletronics Limited (the 'company') for the year ended 28th February 2021 which comprise the Income Statement, Balance Sheet and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 28th February 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

**Report of the Independent Auditors to the Members of
Ruletronics Limited**

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Daniel Baum

Daniel Baum (Senior Statutory Auditor)
for and on behalf of Cameron Baum Hollander Limited
Chartered Accountants
Statutory Auditor
88 Crawford Street
London
W1H 2EJ

Date: 21 April 2021

Ruletronics Limited (Registered number: 07946822)**Income Statement**
for the year ended 28th February 2021

	Notes	2021 £	2020 £
TURNOVER		1,391,698	2,573,201
Cost of sales		<u>138,470</u>	<u>744,168</u>
GROSS PROFIT		1,253,228	1,829,033
Administrative expenses		<u>1,537,418</u>	<u>1,693,182</u>
		(284,190)	135,851
Other operating income		<u>140,290</u>	<u>-</u>
OPERATING (LOSS)/PROFIT and (LOSS)/PROFIT BEFORE TAXATION		(143,900)	135,851
Tax on (loss)/profit		<u>(27,307)</u>	<u>25,812</u>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		<u><u>(116,593)</u></u>	<u><u>110,039</u></u>

The notes form part of these financial statements

Ruletronics Limited (Registered number: 07946822)**Balance Sheet**
28th February 2021

	Notes	2021 £	£	2020 £	£
FIXED ASSETS					
Tangible assets	5		5,355		7,606
CURRENT ASSETS					
Debtors	6	737,068		881,469	
Cash at bank		186,570		530,008	
		<u>923,638</u>		<u>1,411,477</u>	
CREDITORS					
Amounts falling due within one year	7	226,832		600,329	
		<u>226,832</u>		<u>600,329</u>	
NET CURRENT ASSETS			696,806		811,148
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>702,161</u>		<u>818,754</u>
CAPITAL AND RESERVES					
Called up share capital			200		200
Retained earnings			701,961		818,554
			<u>702,161</u>		<u>818,754</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on 16th April 2021 and were signed on its behalf by:

Naveen Anisetty

N K Anisetty - Director

Ruletronics Limited (Registered number: 07946822)**Notes to the Financial Statements**
for the year ended 28th February 2021**1. STATUTORY INFORMATION**

Ruletronics Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention. The financial statements are prepared in UK Pound Sterling, which is the functional currency of the company.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, for the sale of goods and services in the normal course of business, net of discounts, rebates and value added taxes.

Income is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Tangible fixed assets

Fixtures and fittings, and computer equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised to write off the cost of computer equipment costs less their residual values over their useful lives, using the straight line method over a three year period.

The company's policy is to review the remaining useful economic lives and residual values of fixtures and fittings, and computer equipment on an on-going basis and to adjust the depreciation charge to reflect the remaining estimated useful economic life and residual value.

Fully depreciated fixtures and fittings, and computer equipment are retained in the cost of the assets and related accumulated depreciation until they are removed from service. In case of disposals, assets and related depreciation are removed from the financial statements and the net amount, less proceeds from disposal, is charged or credited to the profit and loss account.

Assets not carried at fair value are also reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk free rate and risks inherent in the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to the recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in profit and loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

Government grants

Government grants received are credited to deferred income. Grants towards capital expenditure are released to the income statement over the expected useful life of the assets.

Grants received towards revenue expenditure are released to the income statement as the related expenditure is incurred.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

continued...

Ruletronics Limited (Registered number: 07946822)**Notes to the Financial Statements - continued
for the year ended 28th February 2021****2. ACCOUNTING POLICIES - continued****Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ("the functional currency"). The financial statements are presented in Sterling, which is the company's functional and presentation currency and is denoted by the symbol "£".

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents and all other foreign exchange gains and losses are presented in the profit and loss account within 'Foreign exchange losses or gains'.

Employee benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit and loss in the period to which they relate.

The company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

Short term benefits:

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

Annual bonus plans:

The company recognises a provision and an expense for bonuses where the company has a legal or constructive obligation as a result of past events and a reliable estimate can be made.

Defined contribution pension plans:

The company operates a defined contribution plan. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate fund. Under defined contribution plans, the company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the company pays contributions to privately administered pension plans on a contractual or voluntary basis. The company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Going concern

The financial statement have been prepared under the going concern basis as the directors have undertaken a review of the future financing requirements for the ongoing operation of the company and are satisfied that sufficient cash facilities are secured, in respect of positive cash inflows from operations to meeting its working capital requirement for at least 12 months from the date of signing of these financial statements.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 17 (2020 - 18).

4. OPERATING (LOSS)/PROFIT

The operating loss (2020 - operating profit) is stated after charging:

	2021	2020
	£	£
Depreciation - owned assets	4,401	3,110

continued...

Ruletronics Limited (Registered number: 07946822)**Notes to the Financial Statements - continued
for the year ended 28th February 2021**

5.	TANGIBLE FIXED ASSETS		Plant and machinery etc £
	COST		
	At 1st March 2020		14,519
	Additions		2,150
	At 28th February 2021		<u>16,669</u>
	DEPRECIATION		
	At 1st March 2020		6,913
	Charge for year		4,401
	At 28th February 2021		<u>11,314</u>
	NET BOOK VALUE		
	At 28th February 2021		<u>5,355</u>
	At 29th February 2020		<u>7,606</u>
6.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2021	2020
		£	£
	Trade debtors	592,134	634,316
	Other debtors	144,934	247,153
		<u>737,068</u>	<u>881,469</u>
7.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2021	2020
		£	£
	Trade creditors	10,337	262,406
	Taxation and social security	75,376	178,433
	Other creditors	141,119	159,490
		<u>226,832</u>	<u>600,329</u>
8.	ULTIMATE PARENT COMPANY		
	FRS 102 (1A) 1AC34, requires the name of the controlling party of the 'smallest group' for consolidation and in this case it is the ultimate parent company, Larsen and Toubro Infotech Limited, incorporated in India, whose Registered Office is L&T House, Ballard Estate, Mumbai, Maharashtra, India.		
9.	POST BALANCE SHEET EVENTS		
	In December 2019, a novel strain of coronavirus surfaced, and has spread around the world, with resulting business and social disruption. The coronavirus was declared a Public Health emergency of International Concern by the World Health Organization on January 30, 2020. The operations and business results of the Company could be materially adversely affected. The extent to which the coronavirus may impact business activity or investment results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of new strains of the coronavirus and the actions required to contain the coronavirus or treat its impact, among others.		
	The directors, having considered the above and made due enquiries, continue to adopt the going concern basis in preparing the financial statements.		

Ruletronics Limited (Registered number: 07946822)**Trading and Profit and Loss Account
for the year ended 28th February 2021**

	2021		2020	
	£	£	£	£
Sales		1,391,698		2,573,201
Cost of sales				
Purchases		138,470		744,168
GROSS PROFIT		1,253,228		1,829,033
Other income				
Government grants		140,290		-
		1,393,518		1,829,033
Expenditure				
Rent	33,599		53,087	
Insurance	11,512		17,430	
Directors' salaries	127,500		128,312	
Directors' social security	16,384		16,422	
Directors' pension contributions	4,377		4,592	
Wages	1,034,489		1,021,825	
Social security	137,797		124,437	
Pensions	12,184		10,923	
Bonus	112,528		154,517	
Telephone	1,542		406	
Travelling	4,786		128,300	
Computer expenses	2,713		596	
Sundry expenses	1		1	
Other administrative expenses	1,650		2,162	
Relocation expenses	-		1,000	
Accountancy	6,500		1,200	
Audit fees	16,056		-	
Legal fees	329		28,005	
Foreign exchange losses	8,509		(4,822)	
Advertising	-		1,068	
		1,532,456		1,689,461
		(138,938)		139,572
Finance costs				
Bank charges		561		610
		(139,499)		138,962
Depreciation				
Computer equipment		4,401		3,111
NET (LOSS)/PROFIT		(143,900)		135,851

This page does not form part of the statutory financial statements

RULETRONICS SYSTEMS INC.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

RULETRONICS SYSTEMS INC.**DIRECTORS' REPORT**

Dear Members,

The Directors have pleasure in presenting their Annual report and Audited Accounts for the year ended 31st December 2020.

1. Financial Highlights:

Particulars	Dec-20	Dec-19
	USD	USD
Revenue from business operations	2,127,468	2,243,941
Total Expenditure	2,287,677	2,275,287
Operating Profit / (Loss)	(160,209)	(31,346)
Add: Other Income	4,000	-
Less: Finance Costs	6,744	5,057
Profit / (Loss) before Tax	(162,953)	(36,403)
Less : Tax	4,193	349
Net Profit / (Loss) after Tax	(167,146)	(36,752)
Add: Balance b/f from previous year		
Balance available for disposal which directors appropriate as follows:	386,178	422,930
Dividend		
Transfer to Reserves		
Balance to be carried forward	219,032	386,178

2. Capital Expenditure:

As at 31st December' 2020, the gross fixed and intangible assets including leased Assets, stood at USD 8,703 and the net fixed and intangible assets, including leased assets, at USD 3,779. Capital Expenditure during the year amounted to USD 1,203.

3. State of Company Affairs / Business Prospects:

The gross sales and other income for the financial year under review were USD 2,131,468 as against USD 2,243,941 for the previous financial year registering a decrease of 5%. The profit / (loss) before tax including extraordinary and exceptional items was USD (162,953) and the profit / (loss) after tax including extraordinary and exceptional items of (167,146) for the financial year under review as against USD (36,403) and USD (36,752) respectively for the previous financial year, registering an increase in loss of 348 % and 355% respectively.

4. Dividend:

In order to conserve the resources for future business growth, the Directors do not recommend any dividend for the year under review.

5. Material changes and commitments affecting the financial position of the company, between the end of the financial year and the date of the report:

There were no Material changes and commitments affecting the financial position of the company, between the end of the financial year and the date of the report.

6. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

7. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

8. Details of Directors and Key Managerial Personnel:

During the year under review, there was no change in the Board of Directors & Key Managerial Personnel.

9. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

10. Auditors:

M/s SGC & Associates LLP are the auditors of the Company. They will continue to be auditors of the Company for the ensuing financial year.

11. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have designed, implemented and maintained internal controls with respect to reporting on financial statements.
- f) The Directors have devised proper systems to ensure compliance with the provisions

of all applicable laws and that such systems were adequate and were operating effectively.

12. Acknowledgement

The Directors take this opportunity to thank the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

**For Ruletronics Systems Inc.
on behalf of the Board**

**Mr. Sreepradeep Naidu
Director**

Date : 15th April, 2021
Place : United States of America



SGC & Associates LLP
Certified Public Accountants

63 Cuttermill Road
Great Neck, NY 11021
Tel – (516)-504-0110
Fax – (516)-706-0149

Independent Auditor’s Report

To Ruletronics Systems, Inc.

To the Board of Directors:

Report on the Financial Statements

We have audited the accompanying financial statements of Ruletronics Systems, Inc. which comprise the balance sheet as of December 31, 2020, and the related statements of income, comprehensive income, and changes in equity, and cash flows for the year then ended, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

SGC & Associates LLP
Certified Public Accountants

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ruletronics Systems, Inc. as of December 31, 2020, and the results of its operations, changes in equity and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

sgc & associates llp

Great Neck NY

April 15, 2021

RULETRONICS SYSTEMS, INC.**BALANCE SHEET****AS AT DECEMBER 31, 2020****ASSETS**

Current assets	<u>Note No.</u>	
Cash and cash equivalents		\$ 83,288
Accounts receivable, net	3	458,562
Due from related party	7	<u>94,464</u>
Total current assets		636,314
Property and equipment	4	3,779
Other assets	5	<u>1,200</u>
Total assets		<u>\$ 641,293</u>

LIABILITIES AND EQUITY

Current liabilities		
Accounts payable		\$ 104,811
Due to related party	7	31,578
Accrued expenses and other current liabilities		49,371
Loan payable	7	<u>236,501</u>
Total current liabilities		<u>422,261</u>
Total liabilities		<u>\$ 422,261</u>
Equity		<u>219,032</u>
Total equity		<u>219,032</u>
Total liabilities and equity		<u>\$ 641,293</u>

See Notes to Financial Statements

RULETRONICS SYSTEMS, INC.**STATEMENT OF INCOME, COMPREHENSIVE INCOME, AND CHANGES IN
EQUITY****YEAR ENDED DECEMBER 31, 2020**

	<u>Note No.</u>	
Sales		
Net Sales		\$ <u>2,127,468</u>
Total operating revenue		<u>2,127,468</u>
Operating expenses		<u>2,287,677</u>
Total operating expenses		<u>2,287,677</u>
Operating loss		<u>(160,209)</u>
Other income (expenses)		<u>(2,744)</u>
Net loss before income taxes		<u>(162,953)</u>
Income taxes	8	<u>4,193</u>
Net loss		<u>(167,146)</u>
Comprehensive loss		<u>(167,146)</u>
Equity, beginning of year		<u>386,178</u>
Equity, end of year		<u>\$ <u>219,032</u></u>

See Notes to Financial Statements

RULETRONICS SYSTEMS, INC.
STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2020

Cash flows from operating activities	
Net loss	\$ (167,146)
Adjustments to reconcile change in net assets to net cash used by operating activities	
Interest expense	6,744
Depreciation on property and equipment	1,114
Decrease (increase) in assets	
Accounts receivable	77,924
Due from related party	(30,624)
Increase (decrease) in liabilities	
Accounts payable	51,550
Due to related party	4,186
Accrued expenses and other current liabilities	<u>22,122</u>
Net cash used by operating activities	<u>(34,130)</u>
Cash flows from investing activities	
Purchase of property and equipment	<u>(1,203)</u>
Net cash used by investing activities	<u>(1,203)</u>
Cash flows from financing activities	-
Net change in cash and cash equivalents	(35,333)
Cash and cash equivalents - beginning of year	<u>118,621</u>
Cash and cash equivalents - end of year	<u>\$ 83,288</u>
Supplemental disclosure of cash flow information:	
Income taxes paid	<u>\$ 4,193</u>
Non-cash financing activities:	
Accrued interest on loan payable	<u>\$ 6,744</u>

See Notes to Financial Statements

RULETRONICS SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2020

NOTE 1 – BUSINESS DESCRIPTION

Ruletronics Systems, Inc. (“the Company”) is a boutique Pega consulting company with customers in banking, insurance, healthcare, and retail verticals. Ruletronics is a Gold Implementation Partner of Pega Systems, which is a leader in Intelligent Business Process Management (BPM), Customer Relationship Management (CRM) and Process Automation. The Company is incorporated in New Jersey, United States, and its headquarters are in Fairfield, New Jersey. The Company is a 100% subsidiary of Larsen & Toubro Infotech GmbH (See Note 7).

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation – The accompanying financial statements of Ruletronics Systems, Inc. have been prepared on the accrual basis of accounting in accordance with the generally accepted accounting principles in the United States of America (“U.S. GAAP”). Revenue is recorded when earned and expenses are recorded when incurred. All amounts are stated in United States Dollars.

Use of Estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. The important estimates made by the Company in preparing these financial statements include allowance for doubtful accounts, revenue recognition, accrued liabilities, depreciation, income tax uncertainties and other contingencies. The estimates are made using historical information and other relevant factors available to management. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

Cash and Cash Equivalents – The Company considers all cash, which is to be used for current operations with a maturity of three months or less to be cash and cash equivalents. The Company believes it is not exposed to any significant risk on cash and cash equivalents.

RULETRONICS SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2020

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounts Receivable & Allowance for Doubtful Accounts – Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable. In establishing the required allowance, management considers historical losses that are adjusted considering current market conditions and the customers’ financial condition, the amounts of receivables in dispute, and the current receivables ageing and current payment patterns. The Company reviews its allowance for doubtful accounts periodically. Past due balances are reviewed individually for collectability. Bad debt expense is included in operating expenses in the statement of income, comprehensive income and changes in equity. The Company charges off uncollectable amounts against the allowance for doubtful accounts in the period in which it determines they are uncollectable.

Leases – Leases are classified as either capital or operating leases. Rent expense on operating leases is recognized on a straight-line basis over the term of the lease including renewal terms if, at inception of the lease, renewal is reasonably assured.

Revenue Recognition – Revenue is recognized only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed or determinable, services have been rendered and collectability of the resulting receivables is reasonably assured. Revenue is measured at the fair value of the consideration received or receivable and is reduced for volume discounts, estimated rebates, and other similar allowances.

Revenue from contracts priced on time and material basis is recognized when services are rendered, and related costs are incurred.

Revenue from services performed on fixed-price basis is recognized over the life of contract using the proportionate completion method.

Unbilled revenue represents value of services performed in accordance with the contract terms but not billed.

Other Income – Other items of income are accounted as and when the right to receive arises.

RULETRONICS SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2020

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment – Property and equipment are stated at cost less accumulated depreciation and impairment. Cost of items of property and equipment comprises cost of purchase and other costs necessarily incurred to bring it to the condition and location necessary for its intended use.

The Company depreciates property and equipment using the straight-line method. Expenditures for maintenance and repairs are charged to expense. Upon retirement or disposal of assets, the cost and accumulated depreciation are eliminated from the accounts and the resulting gain or loss is credited to statement of income, comprehensive income, and changes in equity. The estimated useful lives of property and equipment are:

Nature of assets	Estimated useful lives of assets
Furniture and fixtures	5 years
Computers and software	5 years

Advertising Costs – Non-response advertising costs are presented as part of operating expenses in the statement of income, comprehensive income, and changes in equity. Advertising costs are expensed as incurred. The Company did not incur any advertising costs during the year ended December 31, 2020.

Commitments and Contingencies – Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

Income Taxes – Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded for deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized. ASC 740 also provides guidance on measurement, de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

RULETRONICS SYSTEMS, INC.**NOTES TO FINANCIAL STATEMENTS****YEAR ENDED DECEMBER 31, 2020****NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Income Taxes (Continued) – The Company recognizes liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company recognizes interest and penalties related to uncertain tax positions in statement of income, comprehensive income and changes in equity.

Fair Value of Financial Instruments – At December 31, 2020, the carrying value of cash, accounts receivable, due from related party, other assets, accounts payable, due to related party, accrued expenses and other current liabilities, and loans payable approximates fair value because of the short maturity of these items.

Events Occurring After the Report Date – The Company has evaluated all events or transactions that occurred after the balance sheet date of December 31, 2020 through April 15, 2021, the date these financial statements were available to be issued. As of April 15, 2021, there were no adjusting or non-adjusting events that were required to be accrued or disclosed in the financial statements.

Uncertainty in Income Taxes – The Company has determined that there are no material uncertain tax positions that require recognition or disclosure in the financial statements. Periods ending December 31, 2017 and subsequent remain subject to examination by the applicable taxing authorities.

NOTE 3 – ACCOUNTS RECEIVABLE, NET

Accounts receivable as at December 31, 2020 represent dues from customers of \$458,562, net of allowance of doubtful accounts of \$0. The Company maintains an allowance for doubtful accounts on all accounts receivable, based on present and prospective financial condition of the customer and aging of accounts receivable after considering historical experience and the current economic environment.

RULETRONICS SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2020

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment amounted to the following at December 31, 2020:

Furniture and fixtures	\$ 7,500
Computer and software	1,203
	<u>8,703</u>
Less: Accumulated depreciation	<u>4,924</u>
	<u>\$ 3,779</u>

NOTE 5 – OTHER ASSETS

Other assets comprised of rent security deposits of \$1,200 at December 31, 2020.

NOTE 6 – CONCENTRATIONS

The Company had one customer that accounted for approximately 54% of its sales for the year ended December 31, 2020 and two customers that accounted for approximately 61% and 17% of its accounts receivable at December 31, 2020.

The Company had no vendors that accounted for more than 10% of its purchases for the year ended December 31, 2020 and four vendors that accounted for approximately 27%, 23%, 20%, and 20% of its accounts payable at December 31, 2020.

From time to time, the Company has cash on deposit with financial institutions in excess of Federal Deposit Insurance Corporation (“FDIC”) limits.

NOTE 7 – RELATED PARTY TRANSACTIONS

The Company is a 100% subsidiary of Larsen & Toubro Infotech GmbH (See Note 1).

The Company had a loan payable due to Larsen & Toubro Infotech GmbH amounting to \$236,501 at December 31, 2020. The loan payable includes accrued interest amounting to \$11,800. Interest expense on the loan payable amounted to \$6,744 for the year ended December 31, 2020. The loan is due on demand and bears simple interest at a rate of 3% per annum.

The Company had accounts receivable due from Larsen & Toubro Infotech Limited amounting to \$94,464 at December 31, 2020.

RULETRONICS SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2020

NOTE 7 – RELATED PARTY TRANSACTIONS (CONTINUED)

The Company had unbilled account payable due to Larsen & Toubro Infotech Limited amounting to \$31,578 at December 31, 2020.

NOTE 8 – INCOME TAXES

The components of the provision for income taxes for the year ended December 31, 2020 are as follows:

Current Taxes

Federal tax	\$	-
State tax		<u>4,193</u>
Income tax expense	\$	<u><u>4,193</u></u>

The Company files income tax returns for Federal and the States of New Jersey, Pennsylvania, and Tennessee. The open years' subject to examination by the tax authorities range from 2017-2020. Management does not believe that there are any uncertain tax positions for either the past years or the current year.

NOTE 9 – LEASE COMMITMENTS

The Company leases office space under a non-cancelable operating lease expiring on March 31, 2022. The Company recognizes rent expense on a straight-line basis over the terms of the non-cancellable operating lease. Rent expense for the year ended December 31, 2020 amounted to \$15,000.

RULETRONICS SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2020

NOTE 9 – LEASE COMMITMENTS (CONTINUED)

The future minimum payments under the non-cancelable operating lease are as follows:

Years ended December 31:

2021	\$ 14,400
2022	<u>3,600</u>
	<u><u>\$ 18,000</u></u>

NOTE 10 – SUBSEQUENT EVENTS

Subsequent events have been evaluated through April 15, 2021, the date these financial statements were available for issue. All subsequent events, requiring recognition or disclosure through this date, have been incorporated into these financial statements.

RULETRONICS SYSTEMS, INC.**SCHEDULE TO THE STATEMENT OF INCOME, COMPREHENSIVE INCOME,
AND CHANGES IN EQUITY****YEAR ENDED DECEMBER 31, 2020**

Operating expenses	
Salaries	\$ 1,497,398
Subcontracting	429,759
Payroll taxes	126,226
Insurance	82,882
Retention bonus	59,500
Other taxes, licenses and fees	32,007
Legal expenses and professional fees	24,080
Rent	15,000
Equipment lease	8,639
Expenses staff	5,657
Payroll fees	2,333
Depreciation	1,114
Telephone	713
Recruitment expenses	624
Dues and subscriptions	500
Bank charges and fees	330
Meals and entertainment	310
Computer services	300
Office supplies	252
Other expenses	53
	<hr/>
Total operating expenses	\$ <u>2,287,677</u>
Other income (expenses)	
Other income	\$ 4,000
Interest expense	<u>(6,744)</u>
Total other income (expenses)	\$ <u>(2,744)</u>

**LARSEN & TOUBRO INFOTECH
NORGE AS**

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

LARSEN & TOUBRO INFOTECH NORGE AS

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting their annual report and Audited Accounts for the year ended March 31, 2021.

1. Financial Highlights:

Particulars	2020-21	2019-20
	NOK	NOK
Total Income	117,592,376	16,907,309
Total Expenditure	111,859,920	15,032,400
Operating Profit / (Loss)	5,732,456	1,874,909
Add: Interest Income	2,583	174
Less: Finance Costs	(271,510)	1,100,782
Profit / (Loss) before Tax	6,006,549	774,301
Less : Tax	1,322,265	170,346
Net Profit / (Loss) after Tax	4,684,284	603,955
Add: Balance b/f from previous year	603,955	NIL
Balance available for disposal which directors appropriate as follows:	5,288,239	603,955
Dividend	NIL	NIL
Transfer to Reserves	NIL	NIL
Balance to be carried forward	5,288,239	603,955

2. Capital Expenditure:

As at March 31 2021, the gross fixed and intangible assets including leased Assets, stood at NOK 7,307,945 and the net fixed and intangible assets, including leased assets, at NOK 4,399,348. Capital Expenditure during the year amounted to NIL.

3. State of Company Affairs / Business Prospects:

The gross sales and other income for the financial year under review were NOK 117,592,376 as against NOK 16,907,309 for the previous financial year. The profit before tax including extraordinary and exceptional items was NOK 6,006,549 and the profit after tax including extraordinary and exceptional items of NOK 4,684,284 for the financial year under review as against NOK 774,301 and NOK 603,955 respectively for the previous financial year.

4. Dividend:

The Directors did not propose payment of any dividend during the year under review.

5. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

6. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

7. Details of Directors and Key Managerial Personnel:

During the year under review, there was no change in the Board of Directors of the Company. The Company does not have Key Managerial Personnel.

8. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

9. Auditors:

M/s Alpha Revisjon AS are the auditors of the Company. They will continue to be auditors of the Company for the ensuing financial year.

10. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

11. Acknowledgement:

Your Directors acknowledge the invaluable support extended by the Government authorities in Norway and take this opportunity to thank them as well as the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

**For and on behalf of the Board
Larsen & Toubro Infotech Norge AS**

**Sarbajit Deb
Director**

Date : 30 April 2021
Place : Denmark

To the Board of Directors of Larsen & Toubro Infotech Norge AS

Independent auditor`s report (translated from Norwegian)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Larsen & Toubro Infotech Norge AS, showing a profit of NOK 4.684.284. The financial statements comprise the balance sheet as at March 31, 2021, and the statement of income for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are prepared in accordance with laws and regulations and present fairly, in all material respect, the financial position of the Company as at March 31, 2021, and of its financial performance for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, included International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor`s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company as required by laws and regulations, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director (Management) are responsible for the preparation and fair presentation of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company`s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

Auditor`s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor`s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.



Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Refer to: <http://revisorforeningen.no/revisjonsberetninger> which contains a description of Auditor's responsibilities.

Report on Other Legal and Regulatory Requirements

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, «Assurance Engagements Other than Audits or Reviews of Historical Financial Information», it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the Company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Oslo, 03. May.2021

Alpha Revisjon AS

Tåle Johnsen

State Authorized Public Accountant

Elektronisk signatur

Signert av

Johnsen, Tåle



Dato og tid (UTC+01:00) Amsterdam, Berlin, Bern, Rome, Stockholm, Vienna

03.05.2021 17.06.54

Signaturmetode

Norwegian BankID

Dette dokumentet er signert med elektronisk signatur. En elektronisk signatur er juridisk forpliktende på samme måte som en håndskrevet signatur på papir. Denne siden er lagt til dokumentet for å vise grunnleggende informasjon om signaturen(e), og på de følgende sidene kan du lese dokumentet som er signert. Vedlagt finnes også en PDF med signaturdetaljer, og en XML-fil med innholdet i den elektroniske signaturen(e). Vedleggene kan brukes for å verifisere gyldigheten av dokumentets signatur ved behov.

REVENUE STATEMENT

LARSEN & TOUBRO INFOTECH NORGE AS

OPERATING INCOME AND OPERATING EXPENSES	Note	2021	2020
Revenue		117 592 376	16 907 309
Total operating income		117 592 376	16 907 309
Cost of materials	6	84 679 921	10 973 971
Personnel expenses	1	12 352 250	0
Depreciation of operating and intangible assets	2	1 461 589	1 447 008
Other operating expenses	1, 6	13 366 159	2 611 421
Total operating expenses		111 859 920	15 032 400
Operating profit		5 732 457	1 874 909
FINANCIAL INCOME AND EXPENSES			
Other interest income		2 583	174
Other financial income		1 703 370	472 281
Other financial expenses		1 431 860	1 573 063
Net financial items		274 092	-1 100 608
Operating result before tax		6 006 549	774 301
Tax on ordinary result	3	1 322 265	170 346
Ordinary result after tax		4 684 284	603 955
EXTRAORDINARY INCOME AND EXPENSES			
Annual net profit	5	4 684 284	603 955
BROUGHT FORWARD			
Allocated to other equity		4 684 284	603 955
Net brought forward		4 684 284	603 955

BALANCE SHEET

LARSEN & TOUBRO INFOTECH NORGE AS

ASSETS	Note	31.3. 2021	31.3.2020
FIXED ASSETS			
Concessions, patents, licences, trademarks, and similar rights	2	4 340 905	5 787 873
Total intangible assets		4 340 905	5 787 873
Equipment and other movables	2	58 443	73 064
Total tangible assets		58 443	73 064
Bonds and other receivables		102 900	0
Total financial fixed assets		102 900	0
Total fixed assets		4 502 248	5 860 937
CURRENT ASSETS			
DEBTORS			
Accounts receivables		25 936 716	10 619 887
Other short-term receivables		9 785 376	1 068 160
Total receivables		35 722 093	11 688 047
INVESTMENTS			
Cash and bank deposits		19 790 121	5 635 685
Total current assets		55 512 213	17 323 731
Total assets		60 014 461	23 184 668

BALANCE SHEET

LARSEN & TOUBRO INFOTECH NORGE AS

EQUITY AND LIABILITIES	Note	31.3. 2021	31.3.2020
EQUITY			
PAID-UP EQUITY			
Share capital	4, 5	30 000	30 000
Total paid-up equity		30 000	30 000
RETAINED EARNINGS			
Other equity		5 288 239	603 955
Total retained earnings		5 288 239	603 955
Total equity	5	5 318 239	633 955
LIABILITIES			
PROVISIONS FOR LIABILITIES			
Deferred tax	3	2 564	3 208
Total provisions		2 564	3 208
OTHER LONG-TERM LIABILITIES			
CURRENT DEBT			
Trade creditors	6	30 977 473	19 359 123
Tax payable	3	1 490 047	167 138
Public duties payable		4 497 994	1 915 873
Other current debt		17 728 145	1 105 372
Total current debt		54 693 658	22 547 505
Total liabilities		54 696 222	22 550 713
Total equity and liabilities		60 014 461	23 184 668

The board of Larsen & Toubro Infotech Norge AS

Sarbjit Deb
chairman of the board/General Manager

Accounting principles

The annual accounts have been prepared in conformity with the Accounting Act and NRS 8 - Good accounting practice for small companies.

OPERATING REVENUES

Income from the sale of goods is recognised on the date of delivery. Services are posted to income as they are delivered.

TAX

The tax charge in the profit and loss account consists of tax payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22 % on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are set off and entered net.

CLASSIFICATION AND VALUATION OF FIXED ASSETS

Fixed assets include assets included for long-term ownership and use. Fixed assets are valued at acquisition cost. Property, plant and equipment are entered in the balance sheet and depreciated over the asset's economic lifetime. The depreciation period for real property acquired after 2009 is divided into the part that represents the building and the part that represents fixed technical installations. Property, plant and equipment are written down to a recoverable amount in the case of fall in value which is expected not to be temporary. The recoverable amount is the higher of the net sale value and value in use. Value in use is the present value of future cash flows related to the asset. Write-downs are reversed when the basis for the write-down is no longer present.

CLASSIFICATION AND VALUATION OF CURRENT ASSETS

Current assets and short-term liabilities normally include items that fall due for payment within one year of the balance sheet date, as well as items that relate to the stock cycle. Current assets are valued at the lower of acquisition cost and fair value.

RECEIVABLES

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables.

Note 1 Salary costs and benefits, remuneration to the chief executive, board and auditor

SALARY COSTS

	2021	2020
Salaries	11 599 620	0
Employment tax	581 153	0
Other benefits	171 477	0
Total	12 352 250	0

In 2021 the company employed 50 man-years.

PENSION LIABILITIES

The company is liable to maintain an occupational pension scheme under the Mandatory Occupational Pensions Act. The company's pension schemes satisfy the requirements of this Act.

REMUNERATION TO LEADING PERSONNEL

	Chief Executive	Board
Total	0	0

The chief executive is employed by another group company and part of the cost related to the salary has been allocated to Norway.

Leading personnel don't have any agreement on bonus or share based payment.

AUDITOR

Audit fees expensed for 2021 amount to NOK 70 000 ex. vat.

In addition there is a fee for other services of NOK 141 852 ex. vat.

Note 2 Fixed assets

	Customer contracts	Fixed assts	Total plant and equipment
Acquisition cost 31.3.2020	7 234 841	73 104	7 307 945
Addition of plant and equipment purchased	0	0	0
Acquisition cost 31.3.2021	7 234 841	73 104	7 307 945
Accumulated depreciation 31.3.2021	2 893 936	14 661	2 908 597
Book value as at 31.3.2021	4 340 905	58 443	4 399 348
The year's depreciation	1 446 968	14 621	1 461 589
Depreciation rates	20%	20%	

Note 3 Tax

	2021	2020
This year's tax expense		
Entered tax on ordinary profit/loss:		
Payable tax	1 322 909	167 138
Changes in deferred tax	-644	3 208
Tax expense on ordinary profit/loss	1 322 265	170 346
Taxable income:		
Ordinary result before tax	6 006 549	774 301
Permanent differences	3 750	0
Changes in temporary differences	2 924	-14 581
Taxable income	6 013 223	759 720
Payable tax in the balance:		
Payable tax on this year's result	1 490 047	167 138
Total payable tax in the balance	1 490 047	167 138

The tax effect of temporary differences that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences

	2021	2020	Difference
Tangible assets	11 657	14 581	2 924
Total	11 657	14 581	2 924
Basis for deferred tax	11 657	14 581	2 924
Deferred tax (22 %)	2 564	3 208	643

Note 4 Shareholders

THE SHARE CAPITAL IN LARSEN & TOUBRO INFOTECH NORGE AS AS OF 31.03 CONSISTS OF:

	Total	Face value	Entered
Ordinary shares	30 000	1,0	30 000
Total	30 000		30 000

OWNERSHIP STRUCTURE

The largest shareholders in % at year end:

	Ordinary	Owner interest	Share of votes
Larsen & Toubro Infotech Ltd	30 000	100,0	100,0

Note 5 Equity capital

	Share capital	Share premium	Other equity capital	Total equity capital
Equity capital as at 31.3.2020	30 000	0	603 955	633 955
Result for the year			4 684 284	4 684 284
Additional dividend			0	0
As at 31.3.2021	30 000	0	5 288 239	5 318 239

Note 6 Inter-company items between companies in the same group

	2021	2020
Receivables		
Loans to companies in the same group	0	0
Customer receivables within the group	0	0
Other short-term receivables within the group	0	0
Total	0	0
Liabilities		
Loans from companies in the same group	0	0
Debt to suppliers within the group	30 644 234	18 080 355
Other short-term liabilities within the group	0	0
Total	30 644 234	18 080 355

Transactions

Sale of services	7 265 441
Service charge - sub contracting	41 654 603
Purchase of management services	11 872 036
Overheads charged by Parent	9 123 325
Other transactions with related parties	-5 205
Total	69 910 200

Note 7 Going concern

The board's work in 2021 as mainly consisted of managing income and reducing costs in order to ensure continued operation. The budgets for 2022 have been prepared on the basis of a modest level of operations in order to secure a sustainable financial position.

Continued operation of Larsen & Toubro Infotech Norge AS is thus considered not to involve a risk of loss for creditors.

The basis of the board's conclusion as to status as a going concern is the foundations on which the company's operations are based, the good communications with creditors and a conservative estimate of income in the coming years.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and intangible assets. In estimating the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts and consensus estimates from market sources on the expected performance of the Company. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered.

**NIELSEN + PARTNER
UNTERNEHMENSBERATER GMBH**

ANNUAL REPORT

FOR THE YEAR ENDED JANUARY 31, 2021

Nielsen + Partner Unternehmensberater GmbH
Grosser Burstah, 45, DE-20457,
Hamburg, Germany
HRB 60455

DIRECTORS' STATEMENT

For the financial year ended 31 January 2021

The directors present their statement to the members together with the audited financial statements of the Company for the financial year ended 31 January 2021

In the opinion of the directors,

- (a) the financial statements together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Company as at 31 January 2021 and the financial performance, changes in equity and cash flows of the Company for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are as follows:

Manuel Brunckhorst
Guillaume Philippe Marie Desjonqueres
Nachiket Gopal Deshpande

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations.

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

Independent auditor

The independent auditor, GHP GmbH, has expressed its willingness to accept re-appointment.

On behalf of the directors:



Manuel Brunckhorst
Director
2-March-2021

A. AUDIT ENGAGEMENT

To the

Nielsen + Partner Unternehmensberater GmbH,

Hamburg/ Germany

- hereafter also referred to as "Nielsen + Partner Unternehmensberater GmbH" or the "Company" -.

By resolution of the Shareholders' Meeting of the Nielsen + Partner Unternehmensberater GmbH from March 27th, 2020 we were appointed as auditors for the business year 2020/2021. Based on this resolution, the management engaged us to perform a non-statutory audit of the financial statements in accordance with art. 317 German Commercial Code (HGB) for the business year 2020/2021.

We confirm in accordance with art. 321 par. 4a German Commercial Code (HGB) that our audit was performed in compliance with the applicable regulations governing independence.

Our audit report was prepared in accordance with German generally accepted reporting standards applicable to the audit of financial statements (auditing standard of the Institut der Wirtschaftsprüfer – IDW PS 450 n. F.).

The scope of the audit engagement and our responsibilities thereunder, both towards the Company and third parties, are governed by the General Engagement Terms for "Wirtschaftsprüfer" (professionally qualified auditors) and "Wirtschaftsprüfungsgesellschaften" (audit firms) in the version dated January 1st.2017, attached as an Annex to this report and as modified in our agreement.

This audit report was prepared solely for documenting to the Company the audit performed, rather than for the purposes of third parties, towards whom we assume no liability according to the existing legal position within the scope of application of art. 323 German Commercial Code (HGB).

B. SUBJECT, NATURE AND SCOPE OF THE AUDIT

I. Subject of the Audit

Our audit covered

- the accounting records;
- the annual financial statements (comprising of balance sheet, income statement as well as notes to the financial statements);

of the Company.

The Company's management is responsible for the bookkeeping and the preparation of the annual financial statements in accordance with the German regulations under commercial law. This also applies to the information which was provided to us concerning these documents and measures. Our responsibility is to assess these documents and this information within the scope of our audit in accordance with professional standards.

Auditing the compliance with other regulations is covered by the scope of the audit of the financial statements only to the extent that these normally impact the annual financial statements.

II. Nature and Scope of the Audit

Our audit was based on the prior year's financial statements; these were approved on March 3rd, 2020.

We conducted the audit from January until March 2021.

Our audit was performed in accordance with art. 317 German Commercial Code (HGB) in compliance with the German generally accepted auditing standards as promulgated by the IDW (Institut der Wirtschaftsprüfer).

According to art. 317 German Commercial Code (HGB), a problem-orientated audit of financial statements must be of sufficient scope to ensure that material inaccuracies and violations of accounting rules are identified with sufficient assurance. In order to meet these requirements, we apply our risk and process-orientated audit approach.

Within the scope of our audit planning, we gathered information on the business activity, the economic and legal environment of the Company as well as its accounting system, performed an analytical review of the annual financial statements and inspected the articles of association and resolutions taken by the Meeting of Shareholders. The audit strategy was determined by us based on the results of this information and review and evaluations of possible misstatements. The Company's system of internal accounting controls was examined by us to the extent we considered necessary to evaluate the system as required by generally accepted accounting principles; our audit of the financial statements did not cover the system of internal accounting controls taken as a whole.

According to our audit plan, the performance of our audit was generally not orientated towards controls. Therefore we performed a non-reduced level of analytical audit procedures and tests of details on a sample basis of business transactions and account balances in accordance with our risk assessment. Tests of details were performed on the basis of judgemental samples.

Our audit focused on:

- Existence and impairment of receivables from affiliated companies
- Completeness and accuracy of payables to affiliated companies
- Completeness and accuracy of sales

The Company outsourced its accounting to the service provider BBM Steuerberatungsgesellschaft mbH, Hamburg/Germany. To assess the orderliness of the outsourced accounting, we examined the measures taken by the Company to control the activity of the service provider.

Within the framework of our audit of accounts payable as well as bank balances and provisions, we obtained confirmations of credit balances, claims and commitments of the Company from the bank of the Company.

In examining the opening balance sheet values, we relied in particular on the underlying notes, **itemisations, the articles of association, commercial excerpts and protocols of the shareholders' meetings.**

The Management provided all explanations and supporting documentation which were requested and issued a written letter of representation in accordance with German professional requirements. This letter of representation specifically guarantees that the bookkeeping includes all accountable transactions, that the annual financial statements on hand include all assets, commitments, accruals and deferrals that are required to be shown as well as all income and expenses and that all provisions for risks have been taken into account and all required disclosures have been included. In the opinion of the management the effects of the uncorrected financial statement misstatements enclosed to the letter of representation are immaterial individually and in aggregate.

C. STATEMENTS AND EXPLANATIONS REGARDING THE ACCOUNTING

I. Orderliness of the Accounting

1. Bookkeeping and other Audited Documents

The bookkeeping complies with the legal regulations including the German generally accepted accounting principles. The information provided by the other audited documents leads to an orderly presentation in the accounting records and the annual financial statements.

2. Annual Financial Statements

The annual financial statements as of January 31st, 2021 are presented in Annexes 1 to 3 attached to this report.

The annual financial statements were properly derived from the accounting records and the other audited documents. The Company is in compliance with the legal regulations applicable to classification, accounting and valuation and to the notes to the financial statements.

II. Overall Content of the Annual Financial Statements

1. Material Bases of Valuation

For the accounting and valuation principles of Nielsen + Partner Unternehmensberater GmbH, please refer to the notes to the financial statements (Annex 3).

2. Statements regarding the Overall Content of the Annual Financial Statements

The annual financial statements taken as a whole, i.e. the combined presentation of balance sheet, income statement and notes to the financial statements, present, in compliance with generally accepted accounting principles, a true and fair view of the Company's net assets, financial position and results of operations.

D. THREE-YEAR SUMMARY OF FINANCIAL STATISTICS

The following comparison gives an overview of the development of the company during the past three financial years.

	2020/2021	2019/2020	2018/19
	TEUR	TEUR	TEUR
Sales	3,925	4,651	6,196
Net profit/net loss	142	-126	816
Shareholders' Equity	1,682	1,540	1,665
Balance sheet total	2,409	2,387	2,264

For details on the economic situation and the legal status, we refer to Annex 5 to this report.

E. COPY OF **INDEPENDENT AUDITORS' REPORT**

We have given the following unqualified auditors' opinion signed on March 2nd, 2021 on the annual financial statements for the business year 2020/2021 of Nielsen + Partner Unternehmensberater GmbH, Hamburg/Germany (Annexes 1 to 3):

"Independent Auditors' Report

To Nielsen + Partner Unternehmensberater GmbH, Hamburg/Germany

Audit Opinions

We have audited the annual financial statements of Nielsen + Partner unternehmensberater GmbH, which comprise the balance sheet as at January 31st, 2021, and the statement of profit and loss for the financial year from February 1st, 2020, to January 31st, 2021, and notes to the financial statements, including the presentation of the recognition and measurement policies. In accordance with German legal requirements, we have not audited the content of the statement on corporate governance pursuant to § [Article] 289f Abs. [paragraph] 4 HGB [Handelsgesetzbuch: German Commercial Code].

In our opinion, on the basis of the knowledge obtained in the audit, the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at January 31st, 2021 and of its financial performance for the financial year from February 1st, 2020, to January 31st, 2021 in compliance with German Legally Required Accounting Principles.

Pursuant to § 322 Abs. 3 Satz [sentence] 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements in accordance with § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities **under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report.** We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Audit opinions on the annual financial statements.

Other Information

The executive directors are responsible for the other information.

Our Audit opinion on the annual financial statements do not cover the other information, and consequently we do not express an Audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information is materially inconsistent with the annual financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the **Company's ability to continue as a going concern**. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statement.

Auditor's Responsibilities for the Audit of the Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a **whole are free from material misstatement, whether due to fraud or error as well as to issue an auditor's report** that includes our Audit opinions on the annual financial statements.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, 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 Audit opinions. 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 controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an Audit opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- **Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective Audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.**

However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- Evaluate the consistency of the management report with the annual financial statements, its **conformity with [German] law, and the view of the Company's position it provides.**
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate Audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

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

F. CONCLUSION

The above report on our audit of the annual financial statements for the financial year 2020/2021 of Nielsen + Partner Unternehmensberater GmbH, Hamburg/ Germany, complies with the legal regulations and the German generally accepted reporting standards applicable to the audit of financial statements (auditing standard of the Institut der Wirtschaftsprüfer – IDW PS 450 n. F.).

For the auditors' opinion given by us, we refer to Section E "Copy of Independent Auditors' Report".

Hamburg, March 2nd, 2021

GHP GmbH
Wirtschaftsprüfungsgesellschaft

Holst	Korsukéwitz
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

The publication or disclosure to third parties of the annual financial statements with reference to our audit and the disclosure to third parties of our audit report and/or the auditors' opinion require our renewed prior comment; in this respect, we draw expressly attention to No. 7 of the appended General Engagement Terms for "Wirtschaftsprüfer" (Professionally Qualified Auditors) and "Wirtschaftsprüfungsgesellschaften" (Audit Firms).

Nielsen+Partner Unternehmensberater GmbH, Hamburg
Balance Sheet as of January 31st, 2021

Assets	January 31st, 2021 EUR	January 31st, 2020 EUR	Liabilities and Shareholders' Equity	January 31st, 2021 EUR	January 31st, 2020 EUR
A. Fixed Assets			A. Shareholders' equity		
I. Intangible assets			I. Subscribed capital	205,000.00	205,000.00
Internally created industrial property rights and similar rights and values	<u>14,646.00</u>	<u>28,174.00</u>	II. Profit brought forward	1,334,534.43	1,460,143.78
	14,646.00	28,174.00	III. Net loss/net profit	<u>142,442.33</u>	<u>-125,609.35</u>
				1,681,976.76	1,539,534.43
II. Tangible assets			B. Provisions		
Other equipment, factory and office equipment	18,381.00	37,050.00	1. Tax provisions	0.00	91,451.00
			2. Other provisions	<u>191,987.00</u>	<u>266,000.00</u>
III. Financial assets				191,987.00	357,451.00
Participations	<u>203,495.70</u>	<u>203,495.70</u>	C. Liabilities		
	236,522.70	268,719.70	1. Trade accounts payable	19,642.44	105,404.59
B. Current assets			thereof with a remaining term up to one year EUR 19,642.44 (preceding year EUR 105,404.59)		
I. Accounts receivable and other assets			2. Payables to affiliated companies	462,713.35	286,402.00
1. Trade receivables	322,569.87	593,173.97	thereof with a remaining term up to one year EUR 462,713.55 (p. y. EUR 286,402.00)		
2. Receivables from affiliated companies	1,086,043.30	918,675.37	3. Other liabilities	52,609.42	98,176.74
3. Other assets	<u>524,932.55</u>	<u>10,636.13</u>	thereof from taxes EUR 40,785.27 (p. y. EUR 59,356.60) thereof for social security EUR 0.00 (p. y. EUR 98,210.07)		
	1,933,545.72	1,522,485.47		<u>534,965.21</u>	<u>489,983.33</u>
II. Cash in banks	<u>238,400.06</u>	<u>567,108.93</u>			
	2,171,945.78	2,089,594.40			
C. Prepaid expenses	<u>460.49</u>	<u>28,654.66</u>			
	<u>2,408,928.97</u>	<u>2,386,968.76</u>		<u>2,408,928.97</u>	<u>2,386,968.76</u>

Nielsen + Partner Unternehmensberater GmbH, Hamburg
Income Statement for the financial year 2020/2021

	2020/2021 EUR	2019/2020 EUR
1. Sales	3,925,015.82	4,651,067.22
2. Other operating income	35,811.72	46,829.82
3. Cost of materials		
a) Cost of raw materials, consumables and supplies and of purchased merchandise	-946.49	-33.33
b) Expenses for outside services	<u>347,963.67</u>	<u>545,503.84</u>
	347,017.18	545,470.51
4. Personnel expenses		
a) Wages and salaries	2,136,771.06	2,698,821.28
b) Social security, pension and other benefit costs	<u>425,184.26</u>	531,934.01
	2,561,955.32	3,230,755.29
5. Depreciation on intangible fixed assets and tangible fixed assets	35,426.22	46,866.05
6. Other operating expenses	914,856.71	1,038,777.34
7. Income from other participations	0.00	0.00
8. Other interest and similar income thereof from affiliated companies EUR 5,730.23 (p. y. EUR 19,835,80)	5,730.23	19,835.80
9. Interest and similar expenses	2,953.40	3,750.00
10. Taxes from income	<u>-38,093.39</u>	<u>-22,175.00</u>
11. Earnings after taxes	142,442.33	-125,711.35
12. Taxes other than income taxes	<u>0.00</u>	<u>-102.00</u>
13. Net profit/net loss	<u><u>142,442.33</u></u>	<u><u>-125,609.35</u></u>

NIELSEN + PARTNER UNTERNEHMENSBERATER GMBH, HAMBURG/ GERMANY

NOTES TO THE FINANCIAL STATEMENTS FOR THE BUSINESS YEAR 2020/2021

I. GENERAL INFORMATION REGARDING THE ANNUAL FINANCIAL STATEMENTS AND THE ACCOUNTING AND VALUATION METHODS

General information

Nielsen + Partner Unternehmensberater GmbH is headquartered in Hamburg, Germany. It is entered in the commercial register of the Amtsgericht (Local Court) in Hamburg under HRB 60455.

The annual financial statements of Nielsen + Partner Unternehmensberater GmbH, Hamburg/Germany, for the year ended January 31st, 2021 have been prepared pursuant to the regulations of the German Commercial Code (HGB).

In addition to those regulations, the regulations of the German Companies Act (GmbHG) had to be observed. The Company is a limited liability company to which the regulations for small-sized limited companies pursuant to art. 267 par. 1 of the German Commercial Code (HGB) are to be applied.

The profit and loss statement is prepared pursuant to the total expenditure method.

Information which may be shown either on the balance sheet, income statement or in the notes can be partially found in the notes.

Accounting and Valuation methods

For the preparation of the annual financial statements the following accounting and measurement principles remain unchanged.

Property, plant and equipment is valued at acquisition costs, reduced by systematic depreciation using the straight-line method. In this respect, additions are depreciated on a pro rata temporis basis. The depreciation is determined according to the expected useful life.

For depreciable movable assets with a value ranging from EUR 250 to EUR 800, a compound item is formed in the financial year of acquisition and an expected useful life of 5 years is taken as basis. Assets with acquisition costs up to EUR 250 are booked as expenses upon acquisition.

Accounts receivable are valued at the nominal value or the lower value to be attached at the balance sheet date.

Other assets and cash in bank are capitalised at the nominal values.

Prepaid expenses are recognized to allocate expenses and income on an accrued basis.

Tax provisions concern the taxes related to the financial year 2019/2020 which are not assessed yet.

Other provisions are recognized at the amount of the necessary settlement amount pursuant to the reasonable judgement of a merchant. They take into account all foreseeable risks and contingent liabilities. Provisions with an expected settlement of more than one year are discounted.

Accounts payable are recognised at the settlement amount.

II. EXPLANATIONS REGARDING THE ITEMS OF THE BALANCE SHEET

Accounts receivable and other assets

The accounts receivables and other assets are all due within one year.

Receivables from affiliated companies consist of trade accounts receivables in an amount of TEUR 1,068 (prior business year TEUR 228) and other accounts receivables in an amount of TEUR 484 (prior business year TEUR 691).

Liabilities

The payables to affiliated companies affect in total trade accounts payable.

III. ADDITIONAL INFORMATION

The average number of employees in the financial year amounted to 31.

No events of special importance for the economic situation of the Bank occurred after the end of the business year.

IV. BOARD OF DIRECTORS

In the business year, the board of managing directors had the following members:

Mr. Manuel Brunckhorst, Ostervede

Mr. Guillaume Desjonqueres, Christchurch/United Kingdom

Mr. Nachiket Gopal Deshpande, Pune/ India

The managing directors hold the sole right of representation with the right to conclude legal transactions in their own name or as a representative of the company.

Hamburg, January 31th, 2021

Independent Auditors' Report

To Nielsen + Partner Unternehmensberater GmbH, Hamburg/Germany

Audit Opinions

We have audited the annual financial statements of Nielsen + Partner unternehmensberater GmbH, which comprise the balance sheet as at January 31st, 2021, and the statement of profit and loss for the financial year from February 1st, 2020, to January 31st, 2021, and notes to the financial statements, including the presentation of the recognition and measurement policies. In accordance with German legal requirements, we have not audited the content of the statement on corporate governance pursuant to § [Article] 289f Abs. [paragraph] 4 HGB [Handelsgesetzbuch: German Commercial Code].

In our opinion, on the basis of the knowledge obtained in the audit, the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at January 31st, 2021 and of its financial performance for the financial year from February 1st, 2020, to January 31st, 2021 in compliance with German Legally Required Accounting Principles.

Pursuant to § 322 Abs. 3 Satz [sentence] 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements in accordance with § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Audit opinions on the annual financial statements.

Other Information

The executive directors are responsible for the other information.

Our Audit opinion on the annual financial statements do not cover the other information, and consequently we do not express an Audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information is materially inconsistent with the annual financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statement.

Auditor's Responsibilities for the Audit of the Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error as well as to issue an auditor's report that includes our Audit opinions on the annual financial statements.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, 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 Audit opinions. 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 controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an Audit opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective Audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with [German] law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate Audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

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

Hamburg, March 2nd, 2021

GHP GmbH
Wirtschaftsprüfungsgesellschaft

Holst	Korsukéwitz
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

ECONOMIC SITUATION AND LEGAL STATUS

Name	Nielsen + Partner Unternehmensberater GmbH
Place of business	Hamburg / Germany
Incorporation	November 29 th , 2012
Registered office	Hamburg/ Germany
Commercial register entry	District Court Hamburg HRB 60455, excerpt from January 29 th , 2021, last entry on February 19 th , 2020
Articles of association	Current version dated March 4 th , 2019
Business year	February 1 st – January 31 st
Purpose of business	Advice on the conception, development and implementation of solutions and issues of management, organization and information processing; the acquisition and holding as well as the sale of company participations in its own name and for its own account and all license-free transactions insofar as they serve the company's purpose
Registered capital	EUR 205,000.00
Management	<ul style="list-style-type: none"> • Brunckhorst, Manuel, Ostervesede/Germany <p>The management holds the right of sole representation including the right to conclude legal transactions in their own name or as a representative of the company.</p> <ul style="list-style-type: none"> • Desjonqueres, Guillaume, Christchurch/United Kingdom <p>The management holds the right of sole representation including the right to conclude legal transactions in their own name or as a representative of the company.</p> <ul style="list-style-type: none"> • Deshpande, Nachiket Gopal, Pune/ India <p>The management holds the right of sole representation including the right to conclude legal transactions in their own name or as a representative of the company</p>

**NIELSEN + PARTNER
UNTERNEHMENSBERATER AG**

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

Nielsen + Partner Unternehmensberater AG,
Zurich

DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

The directors present their statement to the members together with the audited financial statements of the Company for the financial year ended 31 December 2020

In the opinion of the directors,

- (a) the financial statements together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2020
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are as follows:

Manuel Brunckhorst
Guillaume Philippe Marie Desjonqueres
Nachiket Gopal Deshpande

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations.

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

Independent auditor

The independent auditor, Tria Revisions AG, has expressed its willingness to accept re-
appointment.

On behalf of the directors:



Manuel Brunckhorst
Date: 25-Feb-2021

**To the General Meeting of
Nielsen + Partner Unternehmensberater AG
8006 Zürich**

Report of the statutory auditors on the Limited Statutory Examination

As statutory auditors, we have examined the financial statements (balance sheet, income statement and notes) of Nielsen + Partner Unternehmensberater AG for the year ended 31 December 2020.

These financial statements are the responsibility of the Board of Directors. Our responsibility is to perform a Limited Statutory Examination on these financial statements. We confirm that we meet the licensing and independence requirements as stipulated by Swiss law.

We conducted our examination in accordance with the Swiss Standard on the Limited Statutory Examination. This standard requires that we plan and perform a Limited Statutory Examination to identify material misstatements in the financial statements. A Limited Statutory Examination consists primarily of inquiries of company personnel and analytical procedures as well as detailed tests of company documents as considered necessary in the circumstances. However, the testing of operational processes and the internal control system, as well as inquiries and further testing procedures to detect fraud or other legal violations, are not within the scope of this examination.

Based on our Limited Statutory Examination, nothing has come to our attention that causes us to believe that the financial statements and the proposed appropriation of available earnings do not comply with Swiss law and the company's articles of incorporation.

Cham, 25 February 2021

Tria Revisions AG

Stefan Koller
Licensed Audit Expert
Auditor in Charge

Hannes Zumstein
Licensed Audit Expert

Enclosures: Financial Statements and the proposed appropriation of available earnings

Nielsen + Partner Unternehmensberater AG
8006 Zürich

Balance Sheet as of 31.12.2020

Assets	31.12.2020 CHF	31.12.2019 CHF
Bank balances	172'654.81	276'227.63
Cash and cash equivalents	172'654.81	276'227.63
Receivables from third parties	140'959.08	434'553.85
Receivables from group companies	640'596.79	0.00
Valuation adjustment	-39'068.00	-21'727.00
Trade accounts receivable	742'487.87	412'826.85
Other short-term receivables from third parties	110'463.10	107'188.30
Other short-term receivables	110'463.10	107'188.30
Work in progress	0.00	127'500.00
Non-invoiced services	0.00	127'500.00
Prepaid expenses and accrued income	30'103.50	31'093.50
Current assets	1'055'709.28	954'836.28
Furniture, fixtures and office equipment	1'208.00	1'610.50
Computers and IT	3'317.00	5'528.50
Tangible assets	4'525.00	7'139.00
Non-current assets	4'525.00	7'139.00
Total Assets	1'060'234.28	961'975.28

Nielsen + Partner Unternehmensberater AG
8006 Zürich

Balance Sheet as of 31.12.2020

Liabilities and Equity	31.12.2020 CHF	31.12.2019 CHF
Accounts payable due to third parties	43'164.33	42'884.89
Accounts payable due to shareholders	69'535.32	14'530.26
Accounts payable due to group companies	184'001.74	53'861.01
Trade accounts payable	296'701.39	111'276.16
Short-term loan due to shareholders	0.00	12'779.50
Short-term interest-bearing liabilities	0.00	12'779.50
Other short-term liabilities due to third parties	213'724.36	232'541.07
Other short-term liabilities	213'724.36	232'541.07
Short-term provisions	81'222.90	103'496.30
Accrued expenses and deferred income	90'803.43	79'301.32
Short-term liabilities	682'452.08	539'394.35
Liabilities	682'452.08	539'394.35
Share capital	100'000.00	100'000.00
Statutory reserves	57'000.00	57'000.00
Statutory reserves	57'000.00	57'000.00
Result carried forward	265'580.93	-29'104.36
Profit for the year	-44'798.73	294'685.29
Available earnings	220'782.20	265'580.93
Equity	377'782.20	422'580.93
Total Liabilities and Equity	1'060'234.28	961'975.28

Nielsen + Partner Unternehmensberater AG
8006 Zürich

Income Statement 01.01.2020 - 31.12.2020

Income Statement	2020 CHF	2019 CHF
Revenues from services	2'894'629.60	2'848'794.40
Change in work in progress and non-invoiced services	-17'341.00	-75'836.00
Revenue from services	2'877'288.60	2'772'958.40
Expenses for purchased services	-443'436.29	-358'524.36
Direct expenses	-443'436.29	-358'524.36
Total operating income	2'433'852.31	2'414'434.04
Salary expenses	-2'008'340.80	-1'387'950.53
Social contribution expenses	-253'826.50	-186'947.55
Other personnel expenses	-1'525.93	-40'717.92
Personnel expenses	-2'263'693.23	-1'615'616.00
Rent	-25'454.01	-26'084.57
Insurance costs and other charges	-20'075.81	-20'365.81
Administrative efforts and IT expenditure	-227'527.75	-246'625.96
Advertising and travel costs	-44'626.10	-134'852.20
Other operating expenses	-317'683.67	-427'928.54
Operating result before financial results, taxes, depreciation and impairment losses	-147'524.59	370'889.50
Depreciation	-2'614.00	-3'887.13
Depreciation	-2'614.00	-3'887.13
Operating result before financial result and taxes	-150'138.59	367'002.37
Financial expenses	-9'311.59	-6'422.99
Financial income	3'958.24	13'807.88
Financial result	-5'353.35	7'384.89
Operating result before taxes	-155'491.94	374'387.26
Non-operating income	100'595.80	0.00
Non-operating income	100'595.80	0.00
Extraordinary, non-recurring or prior period expenses	-374.15	-4'032.02
Extraordinary, non-recurring or prior period income	10'986.56	1'598.85
Extraordinary, non-recurring or prior period result	10'612.41	-2'433.17
Profit for the year before taxes	-44'283.73	371'954.09
Direct taxes	-515.00	-77'268.80
Profit of the year	-44'798.73	294'685.29

Nielsen + Partner Unternehmensberater AG
8006 Zürich

Notes to the financial statements

Notes	31.12.2020 CHF	31.12.2019 CHF
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Details of the accounting principles applied in the annual financial statements

These annual financial statements were compiled in compliance with Swiss legal regulations, in particular the articles on commercial bookkeeping and accounting in the Swiss Code of Obligations (Art. 957 to 962).

Number of employees

Average annual number of full-time employees	> 10 and < 250	> 10 and < 250
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Obligations to pension funds

Obligations to pension fund as of 31.12	1'100.90	4'375.70
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Extraordinary expenses and income

Extraordinary income:	10'986.56	1'598.85
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2020: Zurich insurance surplus, CO2 redistribution

2019: SVA Zürich, CO2 redistribution

Extraordinary expenses:	-374.15	-4'032.02
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2020: Corrections 2019

2019: Cross-charges from the shareholder regarding previous periods

Significant events after balance sheet date

After the balance sheet date and until the adoption of the financial statements by the Board, no significant events have occurred which might affect the validity of the financial statements for 2020 or need to be disclosed at this point.

In accordance with Art. 959c of the Swiss Code of Obligations (OR), no further mandatory details need to be listed.

Nielsen + Partner Unternehmensberater AG
8006 Zürich

Proposed appropriation of available earnings

The Board of Directors proposes	31.12.2020 CHF	31.12.2019 CHF
Result carried forward	265'580.93	-29'104.36
Profit of the year	-44'798.73	294'685.29
Total available for the General Meeting	220'782.20	265'580.93
Retained earnings to be carried forward	220'782.20	265'580.93
Total available for the General Meeting	220'782.20	265'580.93

NIELSEN+PARTNER PTE. LTD.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

NIELSEN+PARTNER PTE. LTD.
(Incorporated in Singapore)
(Company Registration Number: 201306219M)

DIRECTORS' STATEMENT
For the financial year ended 31 December 2020

The directors present their statement to the members together with the audited financial statements of the Company for the financial year ended 31 December 2020.

In the opinion of the directors,

- (a) the statement of comprehensive income, statement of financial position, statement of changes in equity and statement of cash flows together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2020 and the financial performance, changes in equity and cash flows of the Company for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are as follows:

Manuel Brunckhorst
Muraleetharan
Guillaume Philippe Marie Desjonquieres
Nachiket Gopal Deshpande

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations.

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

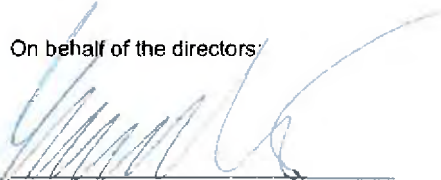
There were no unissued shares of the Company under option at the end of the financial year.

NIELSEN+PARTNER PTE. LTD.
(Incorporated in Singapore)
(Company Registration Number: 201306219M)

Independent auditor

The independent auditor, Entrust Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors:



Manuel Brunckhorst
Director



Muraleetharan
Director

Dated as of 15 March 2021



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NIELSEN+PARTNER PTE. LTD.

Report on the Audit of the Financial Statements

Our opinion

We have audited the accompanying financial statements of Nielsen+Partner Pte. Ltd. (the "Company"), which comprise the statement of financial position as at 31 December 2020, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Company as at 31 December 2020 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's 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.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors 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.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

ENTRUST PUBLIC ACCOUNTING CORPORATION
Public Accountants and Chartered Accountants
Singapore

Dated as of 15 March 2021

STATEMENT OF COMPREHENSIVE INCOME
For the financial year ended 31 December 2020

	Note	2020 SGD	2019 SGD
Revenue	4	12,404,138	8,439,134
Other income	5	562,387	16,278
Expenses:			
Consulting services costs		(1,184,929)	(53,992)
Depreciation of property, plant and equipment	10	(208,801)	(142,400)
Employee compensation	6	(7,578,638)	(5,021,491)
Finance expenses	7	(22,286)	(21,526)
Other expenses	8	<u>(1,401,029)</u>	<u>(1,640,547)</u>
Profit before income tax		2,570,842	1,575,456
Income tax expense	9	<u>(376,424)</u>	<u>(243,950)</u>
Profit for the financial year		<u>2,194,418</u>	<u>1,331,506</u>
Total comprehensive income		<u>2,194,418</u>	<u>1,331,506</u>

The accompanying notes form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION
As at 31 December 2020

	Note	2020 SGD	2019 SGD
ASSETS			
Non-current assets			
Property, plant and equipment	10	218,395	282,918
Financial assets, at FVPL	12	<u>4</u>	<u>4</u>
		<u>218,399</u>	<u>282,922</u>
Current assets			
Trade and other receivables	13	6,053,208	3,870,132
Loan to a related party	14	832,235	-
Cash and cash equivalents	15	<u>1,431,003</u>	<u>847,395</u>
		<u>8,316,446</u>	<u>4,717,527</u>
Total assets		<u>8,534,845</u>	<u>5,000,449</u>
LIABILITIES			
Current liabilities			
Trade and other payables	16	2,297,578	1,102,610
Loan from a related party	14	333,706	301,100
Borrowings	17	120,951	117,187
Current income tax liabilities	9	<u>430,742</u>	<u>246,351</u>
		<u>3,182,977</u>	<u>1,767,248</u>
Non-current liabilities			
Borrowings	17	53,802	131,142
Deferred income tax liabilities	18	<u>8,338</u>	<u>6,749</u>
		<u>62,140</u>	<u>137,891</u>
Total liabilities		<u>3,245,117</u>	<u>1,905,139</u>
Net assets		<u>5,289,728</u>	<u>3,095,310</u>
EQUITY			
Share capital	19	100,000	100,000
Retained earnings		<u>5,189,728</u>	<u>2,995,310</u>
Total equity		<u>5,289,728</u>	<u>3,095,310</u>

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
For the financial year ended 31 December 2020

	Share capital SGD	Retained earnings SGD	Total equity SGD
Balance at 1 January 2019	100,000	1,663,804	1,763,804
Total comprehensive income for the financial year	-	1,331,506	1,331,506
Balance at 31 December 2019	<u>100,000</u>	<u>2,995,310</u>	<u>3,095,310</u>
Balance at 1 January 2020	100,000	2,995,310	3,095,310
Total comprehensive income for the financial year	-	2,194,418	2,194,418
Balance at 31 December 2020	<u><u>100,000</u></u>	<u><u>5,189,728</u></u>	<u><u>5,289,728</u></u>

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CASH FLOWS
For the financial year ended 31 December 2020

	Note	2020 SGD	2019 SGD
Cash flows from operating activities			
Profit before income tax		2,570,842	1,575,456
Adjustments for:			
Depreciation of property, plant and equipment		208,801	142,400
Gain on disposal of property, plant and equipment		-	(3,136)
Gain on modification of lease liabilities		(1,007)	-
Interest expense		22,286	21,526
Interest income		(1,197)	-
Provision for unutilised leave		54,077	38,330
Rent concessions		(7,867)	-
Unrealised currency translation differences		18,092	(3,680)
Operating cash flow before working capital changes		<u>2,864,027</u>	<u>1,770,896</u>
Changes in working capital:			
Trade and other receivables		(2,183,076)	(1,018,289)
Trade and other payables		<u>1,148,497</u>	<u>(603,948)</u>
Cash generated from operations		1,829,448	148,659
Income tax paid		<u>(190,444)</u>	<u>(303,678)</u>
Net cash inflow/(outflow) from operating activities		1,639,004	(155,019)
Cash flows from investing activities			
Proceeds from disposal of property, plant and equipment		-	9,721
Loan to a related party		(832,235)	-
Purchase of property, plant and equipment		(42,328)	(31,463)
Net cash outflow from investing activities		(874,563)	(21,742)
Cash flows from financing activities			
Interest paid		(14,181)	(15,117)
Loan from a related party		-	304,780
Principle payment of lease liabilities		(166,652)	(111,483)
Net cash (outflow)/inflow from financing activities		<u>(180,833)</u>	<u>178,180</u>
Net increase in cash and cash equivalents held		583,608	1,419
Cash and cash equivalents at the beginning of financial year		<u>847,395</u>	<u>845,976</u>
Cash and cash equivalents at the end of financial year	15	<u><u>1,431,003</u></u>	<u><u>847,395</u></u>

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2020

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General information

The Company is incorporated and domiciled in Singapore. The address of its registered office is at 4 Battery Road, #25-01 Bank of China Building, Singapore 049908 and principal place of business is at 11 Collyer Quay, #09-09 The Arcade, Singapore 049317.

The principal activity of the Company is to provide IT consulting services in the banking and finance sector.

2. Significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

On 1 January 2020, the Company adopted the new or amended FRS and Interpretations of FRS ("INT FRS") that are mandatory for application for the financial year. Changes to the Company's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the Company's accounting policies and had no material effect on the amounts reported for the current or prior financial years except for the following:

Adoption of amendment to FRS 116 Leases

When the Company is the lessee

The Company has elected to early adopt the amendments to FRS 116 which introduced a practical expedient for a lessee to elect not to assess whether a rent concession is a lease modification, if all the following conditions are met:

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- (c) there is no substantive change to other terms and conditions of the lease.

The Company has elected to apply this practical expedient to all property leases. As a result of applying the practical expedient, rent concessions of SGD7,867 (Note 5) was recognised as other income in the profit or loss during the year.

2. Significant accounting policies (continued)

2.2 New or revised accounting standards and interpretations issued but not yet effective

A number of new standards, amendments to standards and interpretations are issued but not yet effective for annual periods beginning 1 January 2020, and have not been applied in preparing these financial statements. The Company does not plan to early adopt these standards.

Title	Effective date (Annual periods beginning on or after)
FRS 104 Insurance Contracts	1 January 2021
Amendments to:	1 January 2022
- FRS 103 Business Combinations (Reference to the Conceptual Framework)	
- FRS 16 Property, Plant and Equipment (Proceeds before Intended Use)	
- FRS 37 Provisions, Contingent Liabilities and Contingent Assets (Onerous Contracts – Cost of Fulfilling a Contract)	
Amendments to FRS 1 Presentation of Financial Statements (Classification of Liabilities as Current or Non-current)	1 January 2023
Amendments to FRS 110 Consolidated Financial Statements and FRS 28 Investments in Associates and Joint Ventures (Sale or Contribution of Assets between an Investor and its Associate or Joint Venture)	To be determined

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

2.3 Revenue recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

The Company provides IT consulting services in banking and finance sector. Revenue is recognised upon the customers have satisfied with the work performed by the Company over the contractual period (i.e. over time). The amount of revenue recognised is based on the contractual price.

2.4 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method on a time-proportion basis.

2. Significant accounting policies (continued)

2.5 Property, plant and equipment

(a) Measurement

All property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset.

(b) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	<u>Useful lives</u>
Computers and accessories	3 years
Office equipment	3 years
Properties	24 to 43 months

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated assets are retained in the financial statements until they are no longer in use and no further charge for depreciation is made in respect of these assets.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss. Any amount in revaluation reserve relating to that asset is transferred to retained earnings directly.

2. Significant accounting policies (continued)

2.6 Impairment of non-financial assets

Assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also credited to profit or loss.

2.7 Financial assets

(a) Classification and measurement

The Company classifies its financial assets into the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

The classification depends on the Company's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Company reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

2. Significant accounting policies (continued)

2.7 Financial assets (continued)

(a) Classification and measurement (continued)

At subsequent measurement

1. Debt instruments

Debt instruments mainly comprise of cash and cash equivalents, trade and other receivables, listed and unlisted debt securities.

There are three subsequent measurement categories, depending on the Company's business model for managing the asset and the cash flow characteristics of the asset:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.
- FVOCI: Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other gains and losses". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".
- FVPL: Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "other gains and losses".

2. Equity investments

The Company subsequently measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other gains and losses", except for those equity securities which are not held for trading. The Company has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Company considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains/losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "dividend income".

(b) Impairment

The Company assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, lease receivables and contract assets, the Company applies the simplified approach permitted by the FRS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2. Significant accounting policies (continued)

2.7 Financial assets (continued)

(c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Company commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained earnings along with the amount previously recognised in other comprehensive income relating to that asset.

Trade receivables that are factored out to banks and other financial institutions with recourse to the Company are not derecognised until the recourse period has expired and the risks and rewards of the receivables have been fully transferred. The corresponding cash received from the financial institutions is recorded as borrowings.

2.8 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.9 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2.10 Provisions for other liabilities and charges

Provisions for other liabilities and charges are recognised when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

2.11 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings which are due to be settled within 12 months after the reporting date are presented as current borrowings in the statement of financial position even though the original term was for a period longer than 12 months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting date and before the financial statements are authorised for issue. Other borrowings due to be settled more than 12 months after the reporting date are presented as non-current borrowings in the statement of financial position.

2. Significant accounting policies (continued)

2.12 Fair value estimation

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

The fair values of non-current financial assets and liabilities carried at amortised cost are estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial assets and liabilities.

2.13 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- (ii) based on the tax consequence that will follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss.

The Company accounts for investment tax credits (for example, productivity and innovation credit) similar to accounting for other tax credits where a deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised.

2.14 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.15 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2. Significant accounting policies (continued)

2.16 Leases (when the Company is the lessee)

At the inception of the contract, the Company assesses if the contract contains a lease. A contract 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. Reassessment is only required when the terms and conditions of the contract are changed.

(a) Right-of-use ("ROU") assets

The Company recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment".

(b) Lease liabilities

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Company shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if it is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

For contract that contain both lease and non-lease components, the Company allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Company has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Company's assessment of whether it will exercise an extension option; or
- There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

2. Significant accounting policies (continued)

2.16 Leases (when the Company is the lessee) (continued)

(c) Short term and low value leases

The Company has elected to not recognised right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(d) Variable lease payments

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Company shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

2.17 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Company pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid.

(b) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

2.18 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollars, which is the functional currency of the Company.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. Monetary items include primarily financial assets (other than equity investments), contract assets and financial liabilities. However, in the financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

2. Significant accounting policies (continued)

2.19 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Company will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

3. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There are no critical accounting estimates, assumptions and judgements made by the Company concerning the future.

4. Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

	2020 SGD	2019 SGD
IT consulting services	12,404,138	8,439,134
	<u>12,404,138</u>	<u>8,439,134</u>

All the sales are recognised over time.

5. Other income

	2020 SGD	2019 SGD
Gain on disposal of property, plant and equipment	-	3,136
Gain on modification of lease liabilities	1,007	-
Government grant income – Jobs Support Scheme	485,304	-
Government grant – others	65,825	13,142
Interest income	1,197	-
Rent concessions	7,867	-
Other income	1,187	-
	<u>562,387</u>	<u>16,278</u>

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

6. Employee compensation

	2020 SGD	2019 SGD
Salaries and wages	6,721,529	4,376,869
Employer's contribution to Central Provident Fund	356,059	284,142
Other benefits	501,050	360,480
	<u>7,578,638</u>	<u>5,021,491</u>

7. Finance expenses

	2020 SGD	2019 SGD
Interest on lease liabilities	14,181	15,117
Interest on loan	8,105	6,409
	<u>22,286</u>	<u>21,526</u>

8. Other expenses

	2020 SGD	2019 SGD
Administrative and service fee	287,765	459,493
Consultation fee	85,688	-
Foreign exchange differences (net)	207,211	10,288
Insurance	99,131	160,248
Penalties	19,350	-
Professional fees	143,233	158,711
Recruitment fee	274,738	191,678
Short-term lease (Note 11)	35,674	16,907
Staff welfare and benefits	26,433	18,947
Training	-	71,405
Travelling expenses	118,262	452,536
Others	103,544	100,334
	<u>1,401,029</u>	<u>1,640,547</u>

9. Income tax expense**(a) Income tax expense**

	2020 SGD	2019 SGD
Tax expense attributable to profit is made up of:		
- Current income tax	365,942	241,394
- Deferred income tax	1,589	(158)
	<u>367,531</u>	<u>241,236</u>
Under provision in prior financial years	8,893	2,714
	<u><u>376,424</u></u>	<u><u>243,950</u></u>

The tax expense on profit differs from the amount that would arise using the Singapore standard rate of income tax as follows:

	2020 SGD	2019 SGD
Profit before income tax	<u>2,570,842</u>	<u>1,575,456</u>
Tax calculated at a tax rate of 17%	437,043	267,828
Effects of:		
- Income not subject to tax	(79,646)	(533)
- Tax incentives	-	(15,000)
- Expenses not deductible for tax purposes	27,559	6,366
- Partial income tax exemption	(17,425)	(17,425)
Tax charge	<u><u>367,531</u></u>	<u><u>241,236</u></u>

(b) Movements in current income tax liabilities

	2020 SGD	2019 SGD
Beginning of financial year	246,351	305,921
Income tax paid	(190,444)	(303,678)
Tax expense	365,942	241,394
Under provision in prior financial years	8,893	2,714
End of financial year	<u><u>430,742</u></u>	<u><u>246,351</u></u>

10. Property, plant and equipment

	Computer and accessories SGD	Office equipment SGD	Properties SGD	Total SGD
2020				
Cost				
Beginning of financial year	117,786	3,553	359,812	481,151
Additions	42,328	-	171,666	213,994
Modification of lease liabilities	-	-	(98,422)	(98,422)
End of financial year	<u>160,114</u>	<u>3,553</u>	<u>433,056</u>	<u>596,723</u>
Accumulated Depreciation				
Beginning of financial year	78,085	3,553	116,595	198,233
Depreciation charge	32,982	-	175,819	208,801
Modification of lease liabilities	-	-	(28,706)	(28,706)
End of financial year	<u>111,067</u>	<u>3,553</u>	<u>263,708</u>	<u>378,328</u>
Net Book Value				
End of financial year	<u>49,047</u>	<u>-</u>	<u>169,348</u>	<u>218,395</u>
2019				
Cost				
Beginning of financial year	95,520	3,553	-	99,073
Adoption of FRS 116	-	-	96,491	96,491
	<u>95,520</u>	<u>3,553</u>	<u>96,491</u>	<u>195,564</u>
Additions	31,463	-	263,321	294,784
Disposals	(9,197)	-	-	(9,197)
End of financial year	<u>117,786</u>	<u>3,553</u>	<u>359,812</u>	<u>481,151</u>
Accumulated Depreciation				
Beginning of financial year	55,770	2,675	-	58,445
Depreciation charge	24,927	878	116,595	142,400
Disposals	(2,612)	-	-	(2,612)
End of financial year	<u>78,085</u>	<u>3,553</u>	<u>116,595</u>	<u>198,233</u>
Net Book Value				
End of financial year	<u>39,701</u>	<u>-</u>	<u>243,217</u>	<u>282,918</u>

ROU assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 11.

During the current year, the Company renegotiated and modified an existing lease contract for an apartment by early terminating the lease contract in September 2020. As early termination is not part of the terms and conditions of the original lease contract, it is accounted for as a lease modification with a deduction to the right-of-use assets, classified under 'Property, plant and equipment'. The corresponding remeasurement to lease liability is recorded under 'Borrowings' (Note 17).

11. Leases – The Company as a lessee**(a) Nature of the Company's leasing activities****Properties**

The Company leases office space and apartments for the purpose of office operations and staff accommodation.

- (b) ROU assets classified within property, plant and equipment during the year was SGD169,348 (2019: SGD243,217).
- (c) Depreciation charge during the year was SGD175,819 (2019: SGD116,595).
- (d) Interest expense on lease liabilities during the year was SGD14,181 (2019: SGD15,117).
- (e) Lease expense – short-term lease not capitalised in lease liabilities during the year was SGD35,674 (2019: SGD16,907) (Note 8).
- (f) Total cash outflow for all the leases was SGD216,507 (2019: SGD143,507).
- (g) Addition of ROU assets during the year was SGD171,666 (2019: SGD263,321).

12. Financial assets, at FVPL

	2020 SGD	2019 SGD
Beginning of financial year	<u>4</u>	<u>4</u>
End of financial year	<u><u>4</u></u>	<u><u>4</u></u>

At the reporting date, financial assets, at FVPL included the following:

	2020 SGD	2019 SGD
Unlisted securities:		
- Equity securities - Thailand	<u>4</u>	<u>4</u>
	<u><u>4</u></u>	<u><u>4</u></u>

At the reporting date, the carrying amount of financial assets, at FVPL approximates its fair value.

Financial assets, at FVPL is denominated in Thai Baht.

13. Trade and other receivables

	2020 SGD	2019 SGD
Trade receivables:		
- third parties	2,494,046	2,066,884
- related entities	3,338,183	1,674,879
Other receivables:		
- related entity	1,986	-
- holding company	1,053	-
Deposits	43,196	37,296
Prepaid operating expenses	174,744	91,073
	<u>6,053,208</u>	<u>3,870,132</u>

Trade receivables are non-interest bearing and the credit periods range from 30 to 60 days (2019: 30 to 60 days).

Dues from a related entity and holding company are unsecured, interest-free and repayable on demand.

At the reporting date, the carrying amounts of trade and other receivables approximate their fair value.

Trade and other receivables are denominated in the following currencies:

	2020 SGD	2019 SGD
Australian Dollars	105,454	88,767
Euro	246,015	4,435
Philippine Peso	-	905
Singapore Dollars	2,704,571	2,752,159
US Dollars	2,997,168	1,023,866
	<u>6,053,208</u>	<u>3,870,132</u>

14. Loans to/from related parties

	2020 SGD	2019 SGD
Loan to a related party:		
Due within 1 year		
- related entity	832,235	-
	<u>832,235</u>	<u>-</u>

The loan to related entity is unsecured, bears interest at 2.5% (2019: Nil) per annum and repayable in full on 15 December 2021.

	2020 SGD	2019 SGD
Loan from a related party:		
Due within 1 year		
- holding company	333,706	301,100
	<u>333,706</u>	<u>301,100</u>

The loan from holding company is unsecured, bears interest at 2.5% (2019: 2.5%) per annum and repayable on demand.

14. Loans to/from related parties (continued)

At the reporting date, the carrying amounts of loans to/from related parties approximate their fair value.

Loan to a related party is denominated in Australian Dollars.

Loan from a related party is denominated in Euro.

Reconciliation of liabilities arising from financing activities as follows:

	Beginning of financial year SGD	Proceeds SGD	Repayment SGD	Non-cash changes			End of financial year SGD
				Interest expense SGD	Foreign exchange movement SGD	Other SGD	
2020							
Loan from a related party	301,100	-	-	8,105	18,092	6,409	333,706
	<u>301,100</u>	<u>-</u>	<u>-</u>	<u>8,105</u>	<u>18,092</u>	<u>6,409</u>	<u>333,706</u>
2019							
Loan from a related party	-	457,170	(152,390)	-	(3,680)	-	301,100
	<u>-</u>	<u>457,170</u>	<u>(152,390)</u>	<u>-</u>	<u>(3,680)</u>	<u>-</u>	<u>301,100</u>

15. Cash and cash equivalents

	2020 SGD	2019 SGD
Cash and bank balances	1,431,003	847,395
	<u>1,431,003</u>	<u>847,395</u>

At the reporting date, the carrying amounts of cash and cash equivalents approximate their fair value.

Cash and cash equivalents are denominated in Singapore Dollars.

For the purposes of the statement of cash flows, the cash and cash equivalents comprised the following:

	2020 SGD	2019 SGD
Cash and cash equivalents (as above)	1,431,003	847,395
Cash and cash equivalents per statement of cash flows	<u>1,431,003</u>	<u>847,395</u>

16. Trade and other payables

	2020 SGD	2019 SGD
Trade payables:		
- third parties	-	19,426
- related entities	329,076	3,683
Other payables:		
- third parties	238,722	198,253
- holding company	478,369	194,724
Accrued operating expenses	1,251,411	686,524
	<u>2,297,578</u>	<u>1,102,610</u>

Trade payables are non-interest bearing and the credit period is 30 days (2019: 30 days).

Due to holding company is unsecured, interest-free and repayable on demand.

At the reporting date, the carrying amounts of trade and other payables approximate their fair value.

Trade and other payables are denominated in the following currencies:

	2020 SGD	2019 SGD
Euro	806,801	204,174
Indian Rupees	8,527	-
Philippines Peso	3,626	-
Singapore Dollars	1,386,694	845,383
Thai Baht	4	4
US Dollars	91,926	44,832
Vietnamese Dong	-	8,217
	<u>2,297,578</u>	<u>1,102,610</u>

17. Borrowings

	2020 SGD	2019 SGD
Current:		
Lease liabilities	<u>120,951</u>	<u>117,187</u>
Total current borrowings	120,951	117,187
Non-current:		
Lease liabilities	<u>53,802</u>	<u>131,142</u>
Total non-current borrowings	<u>53,802</u>	<u>131,142</u>
	<u>174,753</u>	<u>248,329</u>

(a) Total borrowings are denominated in Singapore Dollars.

17. Borrowings (continued)**(b) Reconciliation of liabilities arising from financing activities**

	Beginning of financial year SGD	Principal and interest payments SGD	Non-cash changes				Interest expense SGD	End of financial year SGD
			Adoption of FRS 116 SGD	Modification of lease liabilities SGD	Addition SGD	Rent concessions SGD		
2020								
Lease liabilities	248,329	(180,833)	-	(70,723)	171,666	(7,867)	14,181	174,753
	<u>248,329</u>	<u>(180,833)</u>	<u>-</u>	<u>(70,723)</u>	<u>171,666</u>	<u>(7,867)</u>	<u>14,181</u>	<u>174,753</u>
2019								
Lease liabilities	-	(126,600)	96,491	-	263,321	-	15,117	248,329
	<u>-</u>	<u>(126,600)</u>	<u>96,491</u>	<u>-</u>	<u>263,321</u>	<u>-</u>	<u>15,117</u>	<u>248,329</u>

18. Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

Movement in deferred income tax liabilities account is as follows:

	2020 SGD	2019 SGD
Beginning of financial year	6,749	6,907
Tax charged/(credited) to profit or loss	1,589	(158)
End of financial year	<u>8,338</u>	<u>6,749</u>

Deferred income tax liabilities represent the following:

	2020 SGD	2019 SGD
Accelerated tax depreciation	<u>8,338</u>	<u>6,749</u>
	<u>8,338</u>	<u>6,749</u>

19. Share capital

	2020 SGD	2019 SGD
100,000 ordinary shares issued and fully paid	<u>100,000</u>	<u>100,000</u>

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

20. Related party transactions

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

20.1 The following transactions took place between the Company and related parties at terms agreed between the parties:

	2020 SGD	2019 SGD
Revenue:		
Revenue charged to related entities	5,331,863	915,692
Loan interest charged to a related entity	1,197	-
Expenses:		
Consulting services cost charged by a related entity		-
Expenses charged by holding company	309,953	503,570
Expenses charged by related entities	414,102	-
Loan interest charged by holding company	8,105	6,409
Others:		
Property, plant and equipment disposed to a related entity	<u>-</u>	<u>9,271</u>

Balances with related parties at the reporting date are set out in Notes 13, 14 and 16.

20.2 Key management personnel compensation is as follows:

	2020 SGD	2019 SGD
Directors of the Company:		
Salaries and other short-term employee benefits	240,900	301,571
Post-employment benefits - contribution to CPF	17,340	17,340
	<u>258,240</u>	<u>318,911</u>

21. Holding company

The holding company is Nielsen+Partner Unternehmensberater GmbH, incorporated in Germany.

22. Financial risk management

The Company's activities expose it to a variety of financial risk.

(i) Foreign currency risk

The Company is exposed to foreign currency risk arising from future commercial transactions, recognised assets and liabilities, primarily with respect to the Australian Dollars, Euro, Indian Rupees, Philippine Peso, US Dollars and Vietnamese Dong. The Company monitors the foreign currency exchange rate movements closely to ensure that their exposures are minimised.

The Company's currency exposure based on the information provided to key management is as follows:

	2020 SGD	2019 SGD
Australian Dollars:		
Trade and other receivables	105,454	88,767
Loan to a related party	832,235	-
Net financial assets	<u>937,689</u>	<u>88,767</u>
Euro:		
Trade and other receivables	246,015	4,435
Trade and other payables	(806,801)	(204,174)
Loan from a related party	(333,706)	(301,100)
Net financial liabilities	<u>(894,492)</u>	<u>(500,839)</u>
Indian Rupees:		
Trade and other payables	(8,527)	-
Net financial liabilities	<u>(8,527)</u>	<u>-</u>
Philippine Peso:		
Trade and other receivables	-	905
Trade and other payables	(3,626)	-
Net financial (liabilities)/assets	<u>(3,626)</u>	<u>905</u>
US Dollars:		
Trade and other receivables	2,997,168	1,023,866
Trade and other payables	(91,926)	(44,832)
Net financial assets	<u>2,905,242</u>	<u>979,034</u>
Vietnamese Dong:		
Trade and other payables	-	(8,217)
Net financial liabilities	<u>-</u>	<u>(8,217)</u>

22. Financial risk management (continued)

(i) Foreign currency risk (continued)

At the reporting date, if the the Australian Dollars, Euro, Indian Rupees, Philippine Peso, US Dollars and Vietnamese Dong had strengthened/weakened by 10% (2019: 10%) respectively against the Singapore Dollars with all other variables including tax rate being held constant, the effects arising from the net financial asset/liability position will be as follows:

	2020 SGD	2019 SGD
Australian Dollars against Singapore Dollars:		
- strengthened/weakened by	93,769	8,877
Euro against Singapore Dollars:		
- strengthened/weakened by	89,449	50,084
Indian Rupees against Singapore Dollars:		
- strengthened/weakened by	853	-
Philippine Peso against Singapore Dollars:		
- strengthened/weakened by	363	91
US Dollars against Singapore Dollars:		
- strengthened/weakened by	290,524	97,903
Vietnamese Dong against Singapore Dollars:		
- strengthened/weakened by	-	822
	<u>-</u>	<u>822</u>

(ii) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Company's exposure to cash flow interest rate risks arises mainly from loans from/to related parties at fixed rate.

	2020 Fixed rate SGD	2019 Fixed rate SGD
Financial assets		
Loan to a related party	832,235	-
Financial liabilities		
Loan from a related party	<u>333,706</u>	<u>301,100</u>

There is no significant concentration of cash flow interest rate risk.

22. Financial risk management (continued)**(iii) Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

(a) Risk management

For trade receivables, the Company adopts the policy of dealing only with customers of appropriate credit standing and history, and obtaining sufficient security where appropriate to mitigate credit risk.

For other financial assets, the Company adopts the policy of dealing with financial institutions and other counterparties with high credit ratings.

Credit exposure to an individual customer is restricted by the credit limit approved by the management. Customers' payment profile and credit exposure are continuously monitored by the management and directors.

There are no significant concentration of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

(b) Impairment of financial assets

The Company has applied the simplified approach by using the provision matrix to measure the lifetime expected credit losses for trade receivables.

In determining the expected credit losses of trade receivables, the Company has used historical losses data to determine the loss rate and applied an adjustment against the historical loss rate to reflect the current and forward looking information.

Trade receivables are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company considers a financial asset as default if the counterparty fails to make contractual payments within 90 days when they fall due, and writes off the financial asset when a debtor fails to make contractual payments greater than 120 days past due. Where receivables are written off, the company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

22. Financial risk management (continued)

(iii) Credit risk (continued)

(b) Impairment of financial assets

The Company's credit risk exposure in relation to trade receivables under FRS 109 as at 31 December 2020 and 31 December 2019 are set out in the provision matrix as follows:

31 December 2020	Current	Within 30 days	More than 30 days	More than 60 days	More than 90 days	Total
	SGD	SGD	SGD	SGD	SGD	SGD
Trade receivables	1,250,795	666,361	603,845	694,340	1,666,444	4,881,785
Loss allowance	-	-	-	-	-	-
31 December 2019	Current	Within 30 days	More than 30 days	More than 60 days	More than 90 days	Total
	SGD	SGD	SGD	SGD	SGD	SGD
Trade receivables	635,896	875,722	142,489	122,956	533,180	2,310,243
Loss allowance	-	-	-	-	-	-

(iv) Liquidity risk

The Company adopts prudent liquidity risk management by maintaining sufficient cash for the Company's operations.

The table below analyses financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Not later than 1 year SGD	Later than 1 year but within 5 years SGD
At 31 December 2020		
Trade and other payables	2,297,578	-
Loan from a related party	333,706	-
Borrowings	120,951	53,802
	<u>2,752,235</u>	<u>53,802</u>
At 31 December 2019		
Trade and other payables	1,102,610	-
Loan from a related party	301,100	-
Borrowings	117,187	131,142
	<u>1,520,897</u>	<u>131,142</u>

22. Financial risk management (continued)**(v) Capital risk**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Company may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus trade and other payables less cash and cash equivalents. Total capital is calculated as equity plus net debt.

	2020 SGD	2019 SGD
Net debt	1,375,034	804,644
Total equity	<u>5,289,728</u>	<u>3,095,310</u>
Total capital	<u><u>6,664,762</u></u>	<u><u>3,899,954</u></u>
Gearing ratio	<u><u>0.21</u></u>	<u><u>0.21</u></u>

The Company is in compliance with all externally imposed capital requirements for the financial years ended 31 December 2019 and 2020.

(vi) Fair value measurements

The following table presents assets and liabilities measured at fair value and classified by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (is as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

	Level 1 SGD	Level 2 SGD	Level 3 SGD	Total SGD
At 31 December 2020				
Assets				
Financial assets, at FVPL	-	4	-	4
Total assets	<u>-</u>	<u>4</u>	<u>-</u>	<u>4</u>
At 31 December 2019				
Assets				
Financial assets, at FVPL	-	4	-	4
Total assets	<u>-</u>	<u>4</u>	<u>-</u>	<u>4</u>

22. Financial risk management (continued)**(vi) Fair value measurements (continued)**

The fair value of financial instruments traded in active markets (such as trading and available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in Level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Quoted market prices or dealer quotes for similar instruments are used to estimate fair value for long-term debt for disclosure purposes. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward foreign exchange contracts is determined using quoted forward exchange rates at the reporting date. These investments are included in Level 2 and comprise debt investments and derivative financial instruments. In infrequent circumstances, where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are included in Level 3.

23. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the directors dated as of 15 March 2021.

DETAILED INCOME STATEMENT
For the financial year ended 31 December 2020

	2020	2019
	SGD	SGD
REVENUE		
IT consulting services	12,404,138	8,439,134
LESS: COST OF SALES		
Consulting services costs	<u>1,184,929</u>	<u>53,992</u>
GROSS PROFIT	11,219,209	8,385,142
ADD: OTHER INCOME		
Gain on disposal of property, plant and equipment	-	3,136
Gain on modification of lease liabilities	1,007	-
Government grant income – Jobs Support Scheme	485,304	-
Government grant – others	65,825	13,142
Interest income	1,197	-
Rent concessions	7,867	-
Other income	<u>1,187</u>	<u>-</u>
	<u>562,387</u>	<u>16,278</u>
	11,781,596	8,401,420
LESS: EXPENSES (as per schedule)	<u>9,210,754</u>	<u>6,825,964</u>
Profit before income tax	2,570,842	1,575,456
Income tax expense	<u>(376,424)</u>	<u>(243,950)</u>
Profit for the financial year	<u><u>2,194,418</u></u>	<u><u>1,331,506</u></u>

This schedule does not form part of the audited statutory financial statements.

DETAILED INCOME STATEMENT
For the financial year ended 31 December 2020

	2020	2019
	SGD	SGD
EXPENSES		
Administrative and service fee	287,765	459,493
Apartment costs	-	840
Bank charges	3,744	2,571
Consultation fee	85,688	-
CPF contributions	338,719	266,802
CPF contributions - director	17,340	17,340
Depreciation of property, plant and equipment	208,801	142,400
Director's allowances	3,600	3,600
Director's remuneration	237,300	297,971
Employee allowances	497,450	356,880
Entertainment	14,084	10,068
Foreign exchange differences (net)	207,211	10,288
General expenses	24,127	852
Gifts	4,147	2,600
Insurance	99,131	160,248
Interest on lease liabilities	14,181	15,117
Interest on loan	8,105	6,409
IT expenses	19,389	14,940
Marketing expenses	1,466	8,617
Medical expenses	10,716	498
Meeting expenses	7,485	33,531
Minor equipment	-	998
Office supply	720	860
Penalties	19,350	-
Postage and courier fee	751	882
Printing and stationery	1,503	8,458
Professional fees	143,233	158,711
Recruitment fee	274,738	191,678
Refreshment and pantry	-	1,023
Repair and maintenance	-	145
Salaries and wages	6,484,229	4,078,898
Short-term leases	35,674	16,907
Skill development levy	7,599	5,746
Staff welfare and benefits	26,433	18,947
Stamp duty	565	1,154
Subscription fee	39	-
Telephone and fax	4,408	1,469
Training	-	71,405
Transport	423	2,737
Travelling expenses	118,262	452,536
Utilities	2,378	2,345
	<u>9,210,754</u>	<u>6,825,964</u>

This schedule does not form part of the audited statutory financial statements.

NIELSEN&PARTNER PTY. LTD.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Directors' Report

31 December 2020

The directors present their report on Nielsen & Partners Pty Ltd for the financial year ended 31 December 2020.

1. General information

Information on directors

The names of each person who has been a director during the year and to the date of this report are:

Manuel Brunckhorst

Guillaume Desjonqueres

Nachiket Deshpande

Madhukar Kulshreshtha (Appointed on 9th March 2020)

Sameer Satpute (Ceased on 9th March 2020)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Principal activities

The principal activity of Nielsen & Partners Pty Ltd during the financial year was IT consultancy specialising in wealth and asset management, involving the implementation, customization and operation of standard and individual software.

No significant changes in the nature of the Company's activity occurred during the financial year.

2. Operating results and review of operations for the year

Operating results

The loss of the Company after providing for income tax amounted to \$ (58,661) (2019: \$ (241,883)).

Dividends paid or recommended

No dividends were paid or declared since the start of the financial year. No recommendation for payment of dividends has been made.

3. Other items

Significant changes in state of affairs

There have been no significant changes in the state of affairs of the Company during the year.

Events after the reporting date

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in future financial years.

Future developments and results

Likely developments in the operations of the Company and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Company.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Directors' Report**31 December 2020****3. Other items (cont'd)****Environmental issues**

The Company's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a state or territory of Australia.

Indemnification and insurance of officers and auditors

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of Nielsen & Partners Pty Ltd.

Proceedings on behalf of company

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purposes of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Auditor's independence declaration

The lead auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001*, for the year ended 31 December 2020 has been received and can be found on page 3 of the financial report.

Signed in accordance with a resolution of the Board of Directors:

Director:


Manuel Brunckhorst

Dated 18 February 2021



Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the Directors of Nielsen & Partners Pty Ltd

I declare that, to the best of my knowledge and belief, during the year ended 31 December 2020, there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in blue ink that reads "Felsers".

Felsers
Chartered Accountants

A handwritten signature in blue ink that appears to read "Zabeti".

Steven Zabeti
Partner

18 February 2021
Sydney

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Statement of Profit or Loss and Other Comprehensive Income For the Year Ended 31 December 2020

		2020	2019
	Note	\$	\$
Consulting fees	4	2,290,317	1,492,203
Finance income	5	325	1,531
Other income	4	48,600	-
Employee benefits expense	6	(1,852,600)	(997,006)
Depreciation and amortisation expense	6	(10,792)	(14,469)
Recruitment expenses		20,000	(167,151)
Legal expenses		(9,678)	(145,066)
Administration and service expenses		(203,518)	(206,834)
Travel expenses		(38,162)	(105,571)
Freelancer		(234,880)	-
Other expenses		(137,024)	(79,013)
Finance expenses	5	(53,689)	(28,672)
Loss before income tax		(181,101)	(250,048)
Income tax (expense) / benefit	7	122,440	8,165
Loss for the year		(58,661)	(241,883)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year		(58,661)	(241,883)

The accompanying notes form part of these financial statements.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Statement of Financial Position

31 December 2020

	Note	2020 \$	2019 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	8	883,177	68,984
Trade and other receivables	9	870,628	1,197,901
Contract assets	10	134,866	-
Other assets	12	667	3,550
TOTAL CURRENT ASSETS		<u>1,889,338</u>	<u>1,270,435</u>
NON-CURRENT ASSETS			
Property, plant and equipment	11	2,572	9,838
Deferred tax assets		144,475	22,035
TOTAL NON-CURRENT ASSETS		<u>147,047</u>	<u>31,873</u>
TOTAL ASSETS		<u><u>2,036,385</u></u>	<u><u>1,302,308</u></u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	13	621,002	460,256
Borrowings	14	1,644,144	914,886
Employee benefits	15	46,568	32,758
Contract liabilities	10	-	111,076
TOTAL CURRENT LIABILITIES		<u>2,311,714</u>	<u>1,518,976</u>
TOTAL LIABILITIES		<u>2,311,714</u>	<u>1,518,976</u>
NET ASSETS		<u><u>(275,329)</u></u>	<u><u>(216,668)</u></u>
EQUITY			
Issued capital	16	1	1
Retained earnings		<u>(275,330)</u>	<u>(216,669)</u>
TOTAL EQUITY		<u><u>(275,329)</u></u>	<u><u>(216,668)</u></u>

The accompanying notes form part of these financial statements.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

**Statement of Changes in Equity
For the Year Ended 31 December 2020****2020**

	Ordinary Shares	Retained Earnings	Total
	\$	\$	\$
Balance at 1 January 2020	1	(216,669)	(216,668)
Loss attributable to members of the parent entity	-	(58,661)	(58,661)
Balance at 31 December 2020	1	(275,330)	(275,329)

2019

	Ordinary Shares	Retained Earnings	Total
	\$	\$	\$
Balance at 1 January 2019	1	25,214	25,215
Loss attributable to members of the parent entity	-	(241,883)	(241,883)
Balance at 31 December 2019	1	(216,669)	(216,668)

The accompanying notes form part of these financial statements.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Statement of Cash Flows For the Year Ended 31 December 2020

	2020	2019
Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	2,895,222	861,325
Payments to suppliers and employees	(2,784,724)	(1,497,130)
Interest received	325	125
Interest paid	(22,362)	(196)
Net cash provided by/(used in) operating activities	<u>88,461</u>	<u>(635,876)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(3,526)	(21,374)
Net cash provided by/(used in) investing activities	<u>(3,526)</u>	<u>(21,374)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings	729,258	555,168
Net cash provided by/(used in) financing activities	<u>729,258</u>	<u>555,168</u>
Net increase/(decrease) in cash and cash equivalents held	814,193	(102,082)
Cash and cash equivalents at beginning of year	68,984	171,066
Cash and cash equivalents at end of financial year	8 <u><u>883,177</u></u>	<u><u>68,984</u></u>

The accompanying notes form part of these financial statements.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Notes to the Financial Statements

For the Year Ended 31 December 2020

The financial report covers Nielsen & Partners Pty Ltd as an individual entity. Nielsen & Partners Pty Ltd is a for-profit proprietary Company, incorporated and domiciled in Australia.

The functional and presentation currency of Nielsen & Partners Pty Ltd is Australian dollars.

The financial report was authorised for issue by the Directors on 18 February 2021.

Comparatives are consistent with prior years, unless otherwise stated.

1 Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with the Australian Accounting Standards - Reduced Disclosure Requirements and the *Corporations Act 2001*.

Coronavirus (COVID-19) Impact

Within Australia and globally, unprecedented measures have been introduced to control the spread of the COVID-19 outbreak, including travel and trade restrictions, restrictions on public gatherings and temporary business closures. These significant measures have had a sudden and substantial negative impact on global economic activity, with certain industry sectors experiencing unforeseen financial difficulties. Consequently, the functioning of global capital markets has been impaired by increased volatility and negative investor sentiment.

The expected duration and magnitude of the COVID-19 global pandemic and its potential implications on the global economy and financial markets remains unclear. Should these circumstances become severe or prolonged, it is expected to have a material adverse impact on the global and Australian economies, which in turn may have a material adverse impact on the Company's financial performance and position.

2 Summary of Significant Accounting Policies

(a) Revenue and other income

Revenue from contracts with customers

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step model as follows:

1. Identify the contract with the customer
2. Identify the performance obligations
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Recognise revenue as and when control of the performance obligations is transferred

Specific revenue streams

The revenue recognition policies for the principal revenue streams of the Company are:

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Notes to the Financial Statements

For the Year Ended 31 December 2020

2 Summary of Significant Accounting Policies (cont'd)

(a) Revenue and other income (cont'd)

Specific revenue streams (cont'd)

Provision of Professional Services

The Company earns revenue from provision of professional services, incorporating consulting advice. Revenue is recognised over time in the accounting period when services are rendered.

Fee arrangements include fixed fee arrangements, unconditional fee for service arrangements ("time and materials") and variable fee arrangements.

For fixed fee arrangements, revenue is recognised based on the stage of completion with reference to the actual services provided as a proportion of the total services expected to be provided under the contract. The stage of completion is tracked on a contract by contract basis using a milestone-based approach.

Estimates of revenues (including interim billing), costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

In fee for service contracts, revenue is recognised up to the amount of fees that the Company is entitled to invoice for services performed to date based on contracted rates.

The Company estimates fees for variable fee arrangements using a most likely amount approach on a contract by contract basis. Management makes a detailed assessment of the amount of revenue expected to be received and variable consideration is included in revenue only to the extent that it is highly probable that the amount will not be subject to significant reversal.

Statement of financial position balances relating to revenue recognition

Contract assets and liabilities

Where the amounts billed to customers are based on the achievement of various milestones established in the contract, the amounts recognised as revenue in a given period do not necessarily coincide with the amounts billed to or certified by the customer.

When a performance obligation is satisfied by transferring a promised good or service to the customer before the customer pays consideration or the before payment is due, the Company presents the contract as a contract asset, unless the Company's rights to that amount of consideration are unconditional, in which case the Company recognises a receivable.

When an amount of consideration is received from a customer prior to the entity transferring a good or service to the customer, the Company presents the contract as a contract liability.

(b) Income Tax

The tax expense recognised in the statement of profit or loss and other comprehensive income comprises current income tax expense plus deferred tax expense.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Notes to the Financial Statements

For the Year Ended 31 December 2020

2 Summary of Significant Accounting Policies (cont'd)

(b) Income Tax (cont'd)

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (loss) for the year and is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred tax is not provided for the following:

- The initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).
- Taxable temporary differences arising on the initial recognition of goodwill.
- Temporary differences related to investment in subsidiaries, associates and jointly controlled entities to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised.

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period except where the tax arises from a transaction which is recognised in other comprehensive income or equity, in which case the tax is recognised in other comprehensive income or equity respectively.

(c) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

(d) Goods and services tax (GST)

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payable are stated inclusive of GST.

Cash flows in the statement of cash flows are included on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Notes to the Financial Statements

For the Year Ended 31 December 2020

2 Summary of Significant Accounting Policies (cont'd)

(e) Property, plant and equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment.

Plant and equipment

Plant and equipment are measured using the cost model.

Depreciation

Property, plant and equipment, excluding freehold land, is depreciated on a reducing balance basis over the assets useful life to the Company, commencing when the asset is ready for use.

The depreciation rates used for each class of depreciable asset are shown below:

Computer Equipment	50%
--------------------	-----

At the end of each annual reporting period, the depreciation method, useful life and residual value of each asset is reviewed. Any revisions are accounted for prospectively as a change in estimate.

(f) Financial instruments

Financial instruments are recognised initially on the date that the Company becomes party to the contractual provisions of the instrument.

On initial recognition, all financial instruments are measured at fair value plus transaction costs (except for instruments measured at fair value through profit or loss where transaction costs are expensed as incurred).

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification

On initial recognition, the Company classifies its financial assets into the following categories, those measured at:

- amortised cost

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

Amortised cost

Assets measured at amortised cost are financial assets where:

Nielsen & Partners Pty Ltd

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Notes to the Financial Statements

For the Year Ended 31 December 2020

2 Summary of Significant Accounting Policies (cont'd)

(f) Financial instruments (cont'd)

Financial assets (cont'd)

- the business model is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding.

The Company's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the statement of financial position.

Subsequent to initial recognition, these assets are carried at amortised cost using the effective interest rate method less provision for impairment.

Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Gain or loss on derecognition is recognised in profit or loss.

Impairment of financial assets

Impairment of financial assets is recognised on an expected credit loss (ECL) basis for the following assets:

- financial assets measured at amortised cost

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company uses the presumption that an asset which is more than 30 days past due has seen a significant increase in credit risk.

The Company uses the presumption that a financial asset is in default when:

- the other party is unlikely to pay its credit obligations to the Company in full, without recourse to the Company to actions such as realising security (if any is held); or
- the financial assets is more than 90 days past due.

Credit losses are measured as the present value of the difference between the cash flows due to the Company in accordance with the contract and the cash flows expected to be received. This is applied using a probability weighted approach.

Trade receivables and contract assets

Impairment of trade receivables and contract assets have been determined using the simplified approach in AASB 9 which uses an estimation of lifetime expected credit losses. The Company has determined the probability of non-payment of the receivable and contract asset and multiplied this by the amount of the expected loss arising from default.

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Notes to the Financial Statements

For the Year Ended 31 December 2020

2 Summary of Significant Accounting Policies (cont'd)

(f) Financial instruments (cont'd)

Financial assets (cont'd)

The amount of the impairment is recorded in a separate allowance account with the loss being recognised in finance expense. Once the receivable is determined to be uncollectable then the gross carrying amount is written off against the associated allowance.

Where the Company renegotiates the terms of trade receivables due from certain customers, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in profit or loss.

Other financial assets measured at amortised cost

Impairment of other financial assets measured at amortised cost are determined using the expected credit loss model in AASB 9. On initial recognition of the asset, an estimate of the expected credit losses for the next 12 months is recognised. Where the asset has experienced significant increase in credit risk then the lifetime losses are estimated and recognised.

Financial liabilities

The Company measures all financial liabilities initially at fair value less transaction costs, subsequently financial liabilities are measured at amortised cost using the effective interest rate method.

The financial liabilities of the Company comprise trade payables and borrowings.

(g) Impairment of non-financial assets

At the end of each reporting period the Company determines whether there is an evidence of an impairment indicator for non-financial assets.

Where an indicator exists and regardless for indefinite life intangible assets and intangible assets not yet available for use, the recoverable amount of the asset is estimated.

Where assets do not operate independently of other assets, the recoverable amount of the relevant cash-generating unit (CGU) is estimated.

The recoverable amount of an asset or CGU is the higher of the fair value less costs of disposal and the value in use. Value in use is the present value of the future cash flows expected to be derived from an asset or cash-generating unit.

Where the recoverable amount is less than the carrying amount, an impairment loss is recognised in profit or loss.

Reversal indicators are considered in subsequent periods for all assets which have suffered an impairment loss.

Nielsen & Partners Pty Ltd

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Notes to the Financial Statements

For the Year Ended 31 December 2020

2 Summary of Significant Accounting Policies (cont'd)

(h) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(i) Employee benefits

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled .

(j) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options which vest immediately are recognised as a deduction from equity, net of any tax effects.

(k) Foreign currency transactions and balances

Transaction and balances

Foreign currency transactions are recorded at the spot rate on the date of the transaction.

At the end of the reporting period:

- Foreign currency monetary items are translated using the closing rate;
- Non-monetary items that are measured at historical cost are translated using the exchange rate at the date of the transaction; and
- Non-monetary items that are measured at fair value are translated using the rate at the date when fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition or in prior reporting periods are recognised through profit or loss, except where they relate to an item of other comprehensive income or whether they are deferred in equity as qualifying hedges.

3 Critical Accounting Estimates and Judgments

The directors make estimates and judgements during the preparation of these financial statements regarding assumptions about current and future events affecting transactions and balances.

These estimates and judgements are based on the best information available at the time of preparing the financial statements, however as additional information is known then the actual results may differ from the estimates.

The significant estimates and judgements made have been described below.

Nielsen & Partners Pty Ltd

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Notes to the Financial Statements For the Year Ended 31 December 2020

3 Critical Accounting Estimates and Judgments (cont'd)

Key estimates - fair value of financial instruments

The Company has certain financial assets and liabilities which are measured at fair value. Where fair value has not been able to be determined based on quoted price, a valuation model has been used. The inputs to these models are observable, where possible, however these techniques involve significant estimates and therefore fair value of the instruments could be affected by changes in these assumptions and inputs.

Key estimates - receivables

The receivables at reporting date have been reviewed to determine whether there is any objective evidence that any of the receivables are impaired. An impairment provision is included for any receivable where the entire balance is not considered collectible. The impairment provision is based on the best information at the reporting date.

4 Revenue and Other Income

Revenue from continuing operations

	2020	2019
	\$	\$
Revenue from contracts with customers - provision of services	2,290,317	1,492,203
Total Revenue	2,290,317	1,492,203

	2020	2019
	\$	\$
Other income	48,600	-

5 Finance Income and Expenses

Finance income

	2020	2019
	\$	\$
Interest income - Assets measured at amortised cost	325	125
Gain on exchange differences	-	1,406
Total finance income	325	1,531

Nielsen & Partners Pty Ltd

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Notes to the Financial Statements For the Year Ended 31 December 2020

5 Finance Income and Expenses (cont'd)

Finance expenses

	2020	2019
	\$	\$
Interest expense	22,362	15,076
Loss on exchange differences	31,327	13,596
Total finance expenses	53,689	28,672

6 Result for the Year

The result for the year includes the following specific expenses:

	2020	2019
	\$	\$
Other expenses:		
Employee benefits expense	1,852,600	997,006
Depreciation expense	10,792	14,469
Superannuation contribution	152,130	80,767
Rental outgoings	9,039	8,172

7 Income Tax Expense

(a) The major components of tax expense (income) comprise:

	2020	2019
	\$	\$
Current tax expense		
Local income tax - current period	-	-
Deferred tax expense		
Origination and reversal of temporary differences	(122,440)	(8,165)
Total income tax expense	(122,440)	(8,165)

Nielsen & Partners Pty Ltd

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Notes to the Financial Statements For the Year Ended 31 December 2020

7 Income Tax Expense (cont'd)

(b) Reconciliation of income tax to accounting profit:

	2020	2019
	\$	\$
Prima facie tax payable on profit from ordinary activities before income tax at 30% (2019: 30%)	(54,330)	(75,014)
Add:		
Tax effect of:		
- other non-allowable items	54,330	66,849
Less:		
Tax effect of:		
- deferred tax asset - current year movement	122,440	-
Income tax expense	<u>(122,440)</u>	<u>(8,165)</u>

8 Cash and Cash Equivalents

	2020	2019
	\$	\$
Cash at bank and in hand	883,177	68,984
	<u>883,177</u>	<u>68,984</u>

9 Trade and Other Receivables

	2020	2019
	\$	\$
CURRENT		
Trade receivables	870,628	1,187,901
Other receivables	-	10,000
Total current trade and other receivables	<u>870,628</u>	<u>1,197,901</u>

10 Contract Balances

Contract assets and liabilities

The Company has recognised the following contract assets and liabilities from contracts with customers:

	2020	2019
	\$	\$
CURRENT		
Accrued income	134,866	-
CURRENT		
Consulting fees in advance	-	111,076

Nielsen & Partners Pty Ltd

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Notes to the Financial Statements For the Year Ended 31 December 2020

11 Property, plant and equipment

	2020	2019
	\$	\$
PLANT AND EQUIPMENT		
Computer equipment		
At cost	30,574	27,048
Accumulated depreciation	(28,002)	(17,210)
Total computer equipment	<u>2,572</u>	<u>9,838</u>
Total property, plant and equipment	<u><u>2,572</u></u>	<u><u>9,838</u></u>

12 Other Assets

	2020	2019
	\$	\$
CURRENT		
Prepayments	667	3,550

13 Trade and Other Payables

	2020	2019
	\$	\$
CURRENT		
Trade payables	242,928	203,792
GST payable	93,772	109,002
Sundry payables and accrued expenses	61,853	15,826
Other payables	222,449	131,636
	<u>621,002</u>	<u>460,256</u>

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

14 Borrowings

	2020	2019
	\$	\$
CURRENT		
Related party payables	<u>1,644,144</u>	914,886
Total current borrowings	<u><u>1,644,144</u></u>	<u>914,886</u>

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

**Notes to the Financial Statements
For the Year Ended 31 December 2020****15 Employee Benefits**

	2020	2019
	\$	\$
Current liabilities		
Provision for employee benefits	46,568	32,758
	<u>46,568</u>	<u>32,758</u>

16 Issued Capital

	2020	2019
	\$	\$
1 (2019: 1) Ordinary shares	1	1

17 Key Management Personnel Remuneration

No payments were made to key management personnel during the year.

18 Contingencies

In the opinion of the Directors, the Company did not have any contingencies at 31 December 2020 (31 December 2019:None).

19 Related Parties**(a) The Company's main related parties are as follows:**

The ultimate parent entity, which exercises control over the Company, is Nielsen+Partner Unternehmensberater GmbH which is incorporated in Germany and owns 100% of Nielsen & Partners Pty Ltd.

Key management personnel - refer to Note 17.

Other related parties include close family members of key management personnel and entities that are controlled or significantly influenced by those key management personnel or their close family members.

Nielsen & Partners Pty Ltd

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Notes to the Financial Statements For the Year Ended 31 December 2020

19 Related Parties (cont'd)

(b) Transactions with related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The following transactions occurred with related parties:

	Purchases	Balance outstanding	
	\$	Owed to the company	Owed by the company
	\$	\$	\$
Parent - 2020			
Intercompany loan	-	-	397,132
Interest	-	-	14,260
Purchases from parent	437,786	-	40,882
Other related parties - 2020			
Purchases from related party	271,134	226,765	178,374
Intercompany loan	-	-	1,247,012
Interest	-	-	7,110
Parent - 2019			
Intercompany loan	-	-	740,109
Interest	-	-	14,047
Purchases from parent	91,331	-	87,420
Other related parties - 2019			
Purchases from related party	160,094	-	-
Intercompany loan	-	-	159,897
Interest	-	-	833

(c) Loans to/from related parties

Unsecured loans are made from the ultimate parent entity, subsidiaries, key management personnel and other related parties on an arm's length basis. Repayment terms are set for each loan, which range from 1 to 3 years. Interest is payable at 2.50% (2019: 2.50) and monthly principal and interest repayments are made over the terms of the loans. Loans are unsecured and repayable in cash.

	Opening balance	Closing balance	Interest paid/payable
	\$	\$	\$
Loans from ultimate parent & related parties			
2020	900,006	1,644,144	22,254
2019	344,838	900,006	13,534

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Notes to the Financial Statements**For the Year Ended 31 December 2020****20 Going Concern**

The Company has received a letter of financial support from its parent company, Nielsen+Partner Unternehmensberater GmbH, stating that the parent company is willing to provide financial assistance to the Company in the event that the Company may not be able to meet its debts as they fall due.

21 Events Occurring After the Reporting Date

The financial report was authorised for issue on 18 February 2021 by the board of directors.

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

22 Statutory Information

The registered office and principal place of business of the company is:

Nielsen & Partners Pty Ltd
Level 23, 52 Martin Place
Sydney NSW 2000

Nielsen & Partners Pty Ltd

ABN 50 624 699 627

Directors' Declaration

The directors of the Company declare that:

1. The financial statements and notes, as set out on pages 4 to 21, are in accordance with the *Corporations Act 2001* and:
 - a. comply with Australian Accounting Standards - Reduced Disclosure Requirements; and
 - b. give a true and fair view of the financial position as at 31 December 2020 and of the performance for the year ended on that date of the Company.
2. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable with the continuing support of creditors.

This declaration is made in accordance with a resolution of the Board of Directors.

Director
Manuel Brunckhorst

Dated 18 February 2021



Independent Audit Report to the members of Nielsen & Partners Pty Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Nielsen & Partners Pty Ltd (the Company), which comprises the statement of financial position as at 31 December 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Company's financial position as at 31 December 2020 and of its financial performance for the year ended; and
- (ii) complying with Australian Accounting Standards - Reduced Disclosure Requirements and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards - Reduced Disclosure Requirements and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Independent Audit Report to the members of Nielsen & Partners Pty Ltd

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards 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 the financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

Nielsen & Partners Pty Ltd



Independent Audit Report to the members of Nielsen & Partners Pty Ltd

We communicate with the directors 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 the directors 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, actions taken to eliminate threats or safeguards applied.

A handwritten signature in blue ink that reads 'Felsers'.

Felsers
Chartered Accountants

A handwritten signature in blue ink that reads 'SZ'.

Steven Zabeti
Partner

Sydney
18 February 2021

NIELSEN&PARTNER COMPANY LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2020

Nielsen & Partner Co., Ltd,
Bangkok,
Thailand

DIRECTORS' STATEMENT
For the financial year ended 31 December 2021

The directors present their statement to the members together with the audited financial statements of the Company for the financial year ended 31 December 2020

In the opinion of the directors,

- (a) the financial statements together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2020
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are as follows:

Manuel Brunckhorst
Guillaume Philippe Marie Desjonquieres
Nachiket Gopal Deshpande
Andreas Richter

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations.

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

Independent auditor

The independent auditor, Miss Duangkamol Intarapavich, has expressed her willingness to

accept re-appointment. On behalf of the directors:

Manuel Brunckhorst
Director

INDEPENDENT AUDITOR'S REPORT

To The Shareholders of Nielsen&Partner Co., Ltd.

Opinion

I have audited the financial statements of Nielsen&Partner Co., Ltd., which comprise the statements of financial position as at December 31, 2020, the statements of income, and statements of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities (TFRS for NPAEs).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.



Duangkamol Intarpravich

Certified Public Accountant

Registration No. 11127

Bangkok, Thailand

11 February 2021

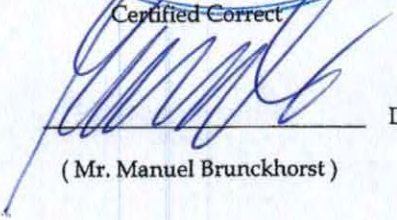
Nielsen&Partner Co., Ltd.
Statement of Financial Position
As at 31 December 2020

Assets

	Baht	
	2020	2019
Current Assets		
Cash and cash equivalents	9,909,771.09	14,119,927.28
Trade receivable	3,641,138.11	6,826,771.15
Other current assets	498,369.60	69,711.86
Total Current Assets	14,049,278.80	21,016,410.29
Non - Current Assets		
Other non-current assets	60,097.00	60,097.00
Total Non - Current Assets	60,097.00	60,097.00
Total Assets	14,109,375.80	21,076,507.29



Certified Correct



Director
(Mr. Manuel Brunckhorst)

The accompanying notes are an integral part of these financial statements.

Nielsen&Partner Co., Ltd.

Statement of Financial Position

As at 31 December 2020

Liabilities and Equity

	Notes	Baht	
		2020	2019
Current Liabilities			
Trade and other payables	4	20,487,460.54	21,211,133.20
Short-term loan from related company	5	570,120.90	-
Other current liabilities		273,604.62	649,393.52
Total Current Liabilities		21,331,186.06	21,860,526.72
Total Liabilities		21,331,186.06	21,860,526.72
Equity			
Authorised share capital			
- 10,000 ordinary shares of Baht 100 each		1,000,000.00	1,000,000.00
Issued and paid-up share capital			
- 10,000 ordinary shares of Baht 100 each		1,000,000.00	1,000,000.00
Deficits		(8,221,810.26)	(1,784,019.43)
Equity - net		(7,221,810.26)	(784,019.43)
Total Liabilities and Equity		14,109,375.80	21,076,507.29



Certified Correct

Director

(Mr. Manuel Brunckhorst)

The accompanying notes are an integral part of these financial statements.

Nielsen&Partner Co., Ltd.

Statement of Income

For the year ended 31 December 2020

	Baht	
	2020	2019
Revenues		
Service income	17,892,976.05	24,761,621.07
Other income	61,841.17	869,955.91
Total Revenues	17,954,817.22	25,631,576.98
Expenses		
Cost of services	18,474,138.10	20,798,845.73
Administrative expense	5,907,216.05	4,724,173.14
Total Expenses	24,381,354.15	25,523,018.87
Profit (Loss) before finance cost	(6,426,536.93)	108,558.11
Finance cost	11,253.90	72,494.53
Net profit (loss) for the year	(6,437,790.83)	36,063.58



Certified Correct

(Mr. Manuel Brunckhorst)

Director

The accompanying notes are an integral part of these financial statements.

Nielsen&Partner Co., Ltd.

Statement of Changes in Equity

For the year ended 31 December 2020

	Baht		
	Issued and Paid - up share capital	Retained Earning (Deficit)	Total
Balance as at 1 January 2019	1,000,000.00	(1,820,083.01)	(820,083.01)
Net profit for the year	-	36,063.58	36,063.58
Balance as at 31 December 2019	1,000,000.00	(1,784,019.43)	(784,019.43)
Net loss for the year	-	(6,437,790.83)	(6,437,790.83)
Balance as at 31 December 2020	1,000,000.00	(8,221,810.26)	(7,221,810.26)



Certified Correct

Director

(Mr. Manuel Brunckhorst)

The accompanying notes are an integral part of these financial statements.

Nielsen&Partner Co., Ltd.

Notes to Financial Statements

For the year ended 31 December 2020

1. General Information

Nielsen&Partner Co., Ltd. was registered as a limited company under the Thai Civil and Commercial Code on 28 March 2018 to engage principally in business of digital architecture design services. The address of its registered office is located at 12A Floor Unit B1, B2 Siam Piwat Tower 989 Rama 1 Road, Pathumwan Bangkok, Thailand.

As at 31 December 2020 and 2019, the Company has incurred a significant deficits excess capital amount of Baht 7,221,810.26 and Baht 784,019.43, respectively. These factors raise doubts that the Company might have problem to continue as a going concern. However, the Financial Statements under report have been prepared under the going concern basis because the major shareholders still financially support the Company.

2. Basis of preparation

These financial statements have been prepared in accordance with the Thai Financial Reporting Standard for Non-Publicly Accountable Entities (TFRS for NPAEs) as issued by the Federation of Accounting Professions (FAP).

The financial statements have been prepared under the historical cost convention.

An English version of the company financial statements has been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

3. Accounting Policies

Foreign currency

Transactions in foreign currencies are translated to Thai Baht at the foreign exchange rates ruling at the dates of the transactions. Monetary assets and liabilities at the Statement of Financial Position date denominated in foreign currencies are translated into Baht at the Bank of Thailand reference exchange rates prevailing at that date. Gains or losses on foreign exchange arising on settlement and translate are recognized as income or expense when incurred.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, cash at bank, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

Trade Accounts receivable

Trade account receivable are stated at the net realizable value.

Allowance for doubtful accounts is estimated from each receivable that are not expected to be repayable.

Account and other payables

Account and other payables are stated at cost.

Income tax

The Company recognized tax obligations on a tax basis described in the Revenue Code.

Revenue and expense recognition

Revenue is recognized when service is rendered to the customer. Other income and expense are recognized on an accrual basis.

Use of accounting estimates

Preparation of financial statements in conformity with Thai Financial Reporting Standard (TFRS) for non-publicly accountable entities (NPAsEs) requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and disclosures on contingent assets and liabilities. Actual results may differ from those estimates.

Provisions for liabilities and expenses, and contingent assets

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events with probable outflow of resources to settle the obligation and where a reliable estimate of the amount can be made. The contingent assets will be recognized as separate assets only when the realization is virtually certain.

4. Trade and other payables

	Baht	
	2020	2019
Trade payables	20,257,153.05	21,025,412.37
Other payables	230,307.49	185,720.83
Total	20,487,460.54	21,211,133.20

5. Short-term loan from related company

As at 31 December 2020, the Company had short-term loan from NIELSEN+PARTNER Unternehmensberater GmbH amount of Baht 558,867.00 (Euro 15,000.00). This short-term loan has interest charged at the rate of 2.50% per annum and repay on demand.

As at 31 December 2019, the balance of short-term loan from related company is nil. The company repaid the loan in full amount in November 2019.

	Baht	
	2020	2019
Short-term loan form NIELSON+PARTNER Unternehmensberater GmbH	558,867.00	-
<u>Add Interest payable</u>	11,253.90	-
Total	570,120.90	-

6. Promotional Privileges

The Company has been granted promotional privileges approved by the Board of Investment under the Thai Investment Promotion Act B.E. 2520, for trade and investment supporting, under certificate NO. 61-0785-1-00-1-0 dated 4 July 2018, the Company must comply with the conditions and restrictions provided for the promotional certificate.

7. Approval of the Financial Statements

These financial statements have been approved by the Company's Directors.

LYMBYC SOLUTIONS PRIVATE LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

LYMBYC SOLUTIONS PRIVATE LIMITED

Directors' Report

Dear Members,

The Directors have pleasure in presenting their 9th Annual report of the Company and audited accounts for the year ended March 31, 2021.

1. **FINANCIAL HIGHLIGHTS**

(INR in Lakhs)

Particulars	2020-21	2019-20
Total Income	215.26	955.34
Profit / (Loss) before Tax	(146.91)	118.29
Less : Provision for Tax	(8.39)	47.65
Net Profit / (Loss) after Tax	(138.52)	70.64
Add: Balance brought forward from previous year	217.71	147.07
Balance to be carried forward	79.19	217.71

2. **STATE OF COMPANY AFFAIRS**

The gross sales and other income for the financial year under review were INR 215.26 Lakhs as against INR 955.34 Lakhs for the previous financial year registering a decrease of (343.8%). The profit after tax INR (138.52 Lakhs) for the financial year under review as against profit of INR 70.64 Lakhs for the previous financial year.

3. **CHANGE IN SHARE CAPITAL**

During the year under review, there is no change in share capital of the company.

4. **CAPITAL EXPENDITURE**

As on March 31, 2021, the gross fixed and intangible assets, stood at INR 469.75 Lakhs (previous year INR 469.75 Lakhs) and the net fixed and intangible assets, at INR 253.51 Lakhs (previous year INR 408.31 Lakhs). There was no capital Expenditure during the year under review.

5. **DEPOSITS**

During the year ended March 31, 2021, the Company has not accepted any deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

6. **SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES**

As on March 31, 2021, the Company has one subsidiary - Lymbyc Solutions Inc., USA, details of which is given as under:

S. N.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Lymbyc Solutions Inc, USA Add: 97 CEDAR GROVE LANE, SUITE 202SOMERSET, NJ 08873	NA	Wholly owned Subsidiary	100.00	2(87)

There has been no material change in the nature of the business of subsidiary.

A statement containing the salient features of the financial statement of subsidiaries/ associate/ joint venture companies as per form AOC-1 is annexed as **Annexure B** to this Report.

7. TRANSFER TO RESERVES

The Directors do not propose to transfer any amount to reserves during the period under review.

8. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

The Company has not given any loan, guarantees, security or made any investment during the financial year 2020-21 as specified under section 186 of Companies Act, 2013.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions entered with related parties during the financial year 2020-21 were in the ordinary course of business and at arm's length. Particulars of contracts or arrangements with related parties referred in Section 188(1) of the Companies Act, 2013, in FORM AOC-2 is attached as **Annexure A**.

10. DIVIDEND

With a view to improve the business performance and conserve financial resources, the Directors have not recommended dividend on equity shares for the financial year 2020-21.

11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

After March 31, 2021 and upto the date of this report, there has been no material changes and commitments affecting the financial positions of the Company.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- A. The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity and is not included under the list of industries which should furnish information as per Rule 8 Companies (Accounts) Rules, 2014.

B. No technology has been developed and / or imported by way of foreign collaboration.

C. Foreign exchange earnings and outgo:

S.N	PARTICULARS	AMOUNT (Rs in Lakhs)	
		31 ST MARCH 2021	31 ST MARCH 2020
1	Earnings in Foreign Exchange during the year	Nil	345.26
2	Expenditure in Foreign Exchange during the year	Nil	45.36

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE YEAR

During the year under review, following were the changes in the Board Members:

- (a) Mr. Ashok Kumar Sonthalia, Non-Executive Director of the Company stepped down from the Board of Directors with effect from January 19, 2021. The Board places on record the valuable contribution made by Mr. Ashok Kumar Sonthalia during his tenure as a Director of the Company.
- (b) The Board vide Circular Resolution dated February 4, 2021 appointed Mr. Kedar Krishna Gadgil as an Additional Non-Executive Director of the Company with effect from February 4, 2021, who holds office upto the ensuing Annual General meeting ('AGM') of the Company to be held in 2021.

During the year under review, the Company does not have Key Managerial Personnel.

The Notice convening the 9thAGM in 2021 includes appointment of following directors:

- (a) Mr. Satyakam Mohanty, Director of the Company, is retiring by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.
- (b) Appointment of Mr. Kedar Krishna Gadgil as a Non-Executive Director of the Company.

Details of Directors proposed to be appointed as required under Secretarial Standard-2on General Meetings ('SS-2') is given in the Notice convening the AGM in 2021.

14. DETAILS OF REMUNERATION

The details of remuneration of Directors, proposed to be appointed in the 9th AGM, as required under Secretarial Standard-2 on General Meetings ('SS-2') are as under:

Name of Director	Category	Total Remuneration
Mr. Satyakam Mohanty	Non-Executive Director	NIL
Mr. Kedar Krishna Gadgil *	Additional Non-Executive Director	NIL

*Appointed as Additional Non-Executive Director of the Company with effect from February 4, 2021.

15. MEETINGS OF THE BOARD OF DIRECTORS

The Board Meetings were convened at appropriate intervals with a maximum time gap not exceeding more than 120 days or pursuant to one-time relaxation provided from April 1, 2020 till September 30, 2020 by Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated March 24, 2020 of not more than 180 days, between two consecutive meetings. During the year under review, four meetings of the Board of Directors of the Company were held on May 8, 2020, September 28, 2020, December 10, 2020 and January 18, 2021. Attendance of the Board members at these meeting is as under:

Name of Director	Category	No. of Meetings held during the year vis-à-vis Members Tenure	No. of Meetings Attended
Mr. Satyakam Mohanty	Non-Executive Director	4	4
Mr. Nachiket Deshpande	Non-Executive Director	4	4
Mr. Ashok Kumar Sonthalia*	Non-Executive Director	4	4
Mr. Kedar Krishna Gadgil #	Additional Non-Executive Director	-	-

*Ceased to be a Director of the Company with effect from January 19, 2021.

#Appointed as Additional Non-Executive Director of the Company with effect from February 4, 2021.

16. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2021, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Companies 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 disclosure.

17. RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal. However, Larsen & Toubro Infotech Limited ('LTI'), holding company, has formulated a Risk Management Policy and the Company being wholly-owned subsidiary, is being covered by the Risk Management Policy of LTI.

18. STATUTORY AUDITOR

M/s A. John Morris & Co., Chartered Accountants, were appointed as the Statutory Auditor of the Company at the 8th AGM of the Company held on September 28, 2020 for a period of three years from the conclusion of the 8th AGM of the Company till the conclusion of the 11th AGM of the Company to be held in 2023.

The Auditor's Report on the audited Financial Statements of the Company for the year ended March 31, 2021 does not contain any qualification and therefore do not call for any comments from Directors. Further the Auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013. The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India ('ICAI') and hold a valid certificate issued by the Peer Review Board of the ICAI.

The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company and declared that they have not taken up any prohibited non-audit assignments for the Company.

19. **ANNUAL RETURN**

As per the provisions of Section 134(3)(a) of the Companies Act, 2013, since the Company does not have website for Investors, it is not required to upload its Annual Return on the website. A copy of the Annual Return in form MGT-7 shall be filed with the Registrar of Companies.

20. **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

21. **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has in place a policy on prevention of Sexual Harassment 'Policy Against Sexual Harassment', in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Directors wish to state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

22. **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

23. **DIRECTORS RESPONSIBILITY STATEMENT**

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of

the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

24. **ACKNOWLEDGEMENTS**

The Directors take this opportunity to thank the Company's customers, vendors, management of the Holding Company, Financial Institutions, Banks, Central and State Government authorities, and all other stakeholders for their continued co-operation and support to the Company. The Directors also wish to place on record their appreciation for the employees of the Company for their commendable efforts, teamwork and professionalism.

For and on behalf of the Board of Directors

Date: April 30, 2021

Satyakam Mohanty
Director
(DIN: 06366166)
Place: Bangalore

Mr. Kedar Krishna Gadgil
Director
(DIN:07224639)
Place : Mumbai

ANNEXURE – A**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Amount in Rs.)	Date(s) of approval by the Board	Amount paid as advances, if any: (Amount in Rs.)
Larsen and Toubro Infotech Limited – Holding Company	Purchase of Services	FY2020-21	16,256,621	Not Applicable	-

For and on behalf of the Board of Directors

Satyakam Mohanty

Director
(DIN: 06366166)

Place: Bangalore

Mr. Kedar Krishna Gadgil

Director
(DIN: 07224639)

Place : Mumbai

Date: April 30, 2021

ANNEXURE – B**FORM AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules 2014)

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

S.N	Particulars	Lymbyc Solutions US
1	Date of becoming subsidiary	12-Jan-2014
2	Reporting period for the subsidiary	FY2020-21
3	Reporting currency	USD
4	Exchange rate as on the last date of the relevant financial year	73.56
5	Share capital	USD 92,893.00
6	Reserves & surplus	USD (1,50,796.00)
7	Total assets	NIL
8	Total Liabilities	USD 57,903.00
9	Investments	NIL
10	Turnover	NIL
11	Profit before taxation	USD (2,009)
12	Provision for taxation	NIL
13	Profit after taxation	USD (2,009)
14	Proposed Dividend	NA
15	% of shareholding	100

For and on behalf of the Board of Directors

Kedar Krishna Gadgil

Director
(DIN: 07224639)
Place: Mumbai

Satyakam Mohanty

Director
(DIN: 06366166)
Place: Bangalore

Date: April 22, 2021



UDIN: 21023082AAAAMY9976

INDEPENDENT AUDITOR'S REPORT

To:

The Members of

M/s. Lymbyc Solutions Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial statements of “**M/s. Lymbyc Solutions Private Limited**” (hereinafter referred to as “the Company”), comprising of the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss, including the statement of other comprehensive income, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting Principles generally accepted in India, of the state of affairs of the company as at March 31, 2021, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditors’ Responsibilities for the Audit of the Standalone Financial Statements’ section of our report.

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We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701 are not applicable to the Company as it is an unlisted company.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Management's Responsibility for The Standalone Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Standalone Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone 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 Standalone Financial Statements by the Directors of the Company, as aforesaid.

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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

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to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

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relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended March 31, 2021 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, 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 standalone financial statements.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including the of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Standalone Financial Statements.

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;



(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure II” to this report;

(g) The company is a deemed public limited company, hence provisions of section 197 read with schedule V of the companies Act was not applicable. Accordingly, paragraph 3(xi) of the order is 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. There were no pending litigations which would impact the consolidated financial position of the company;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021.

For A. John Moris & Co.,

Chartered Accountants

Firm Registration Number: 007220 S

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by GOPALAN
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KUMAR Date: 2021.04.30
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Place: Chennai

Date: 30-Apr-2021

CA G Kumar

(Senior Partner)

Membership No: 023082


ANNEXURE I
TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF LYMBYC SOLUTIONS PRIVATE LIMITED

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

1.
 - (a) According to the information and explanations given to us, the company does not have any Property, plant and equipment as on the reporting date.
 - (b) Asd the company does not have any Property, plant and equipment no physical verification has been done during the year.
 - (c) According to information and explanations given by the management, the title deeds of immovable properties included in other Intangible assets are held in the name of the Company.
2. Since, The Company is service provider and does not deal with ant Inventory. Accordingly, paragraph 3 (ii) of the order is not applicable.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
4. According to the information and explanations given to us and on the basis of our examination of the books of account, it was observed that the Company has not made or diverted any funds by way of loans, investments, guarantees or security which are required to be listed in the register maintained under the provisions of section 185 and 186 of the Companies Act, 2013. Hence, the said clause is not applicable.
5. During the year, the Company has not accepted any deposits from any person. As the same must be complied with the directives issued by the Reserve Bank of India

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and the provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable.

6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for any of the activities of the Company.
7. (a) According to the records, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Investor Education and Protection Funds, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other applicable statutory dues during the year.

(b) According to the information and explanations given to us, there is no undisputed amounts payable in respect of provident fund, income-tax, duty of customs, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
8. In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders of during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.
10. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud/misappropriation on or by the Company has been noticed or reported during the year.
11. The company is a deemed public limited company, hence provisions of section 197 read with schedule V of the Companies Act was not applicable. Accordingly, paragraph 3(xi) of the order is not applicable.
12. The Company is not a chit fund or a Nidhi /mutual benefit fund/society. Accordingly, this paragraph of the Order is not applicable.

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13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year hence not commented upon.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any of its directors or persons connected with them as is mentioned in Section 192 of the Act.
16. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For A. John Moris & Co.,

Chartered Accountants

Firm Registration Number: 007220 S

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by GOPALAN
KUMAR
N KUMAR Date: 2021.04.30
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CA G Kumar

(Senior Partner)

Membership No: 023082

Place: Chennai

Date: 30-Apr-2021

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ANNEXURE II

TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RELIANCE INDUSTRIES LIMITED

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

We have audited the internal financial controls over financial reporting of **M/S. LYMBYC SOLUTIONS PRIVATE LIMITED** ("the Company") as of 31st March 2021 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable



assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that,

- 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 Over Financial Reporting with reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. John Moris & Co.,

Chartered Accountants

Firm Registration Number: 007220 S

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CA G Kumar

(Senior Partner)

Membership No: 023082

Place: Chennai

Date: 30-Apr-2021

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Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai - 400072

BALANCE SHEET AS AT MARCH 31, 2021

Particulars	Notes	As at Mar 31, 2021	As at Mar 31, 2020
		Amounts (INR)	Amounts (INR)
I. ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment		-	-
(b) Other Intangible assets	1	25,350,617	38,089,324
(c) Intangible assets under development	1	-	2,741,764
(d) Financial Assets			
(i) Investments	2	5,617,458	5,617,458
(ii) Loans	3	88,411	88,411
(iii) Other Financial Assets	4	3,839,089	3,681,987
(e) Deferred Tax Assets(Net)	5	1,014,983	-
(f) Income tax Assets (net)	15	7,006,611	6,300,733
Total Non-Current Assets		42,917,168	56,519,676
Current assets			
(a) Financial Assets			
(i) Trade receivable	6	-	5,322,234
(ii) Cash and Cash Equivalents	7	852,531	5,857,955
(b) Other current assets	8	11,921,867	16,190,751
Total Current Assets		12,774,398	27,370,940
TOTAL ASSETS		55,691,566	83,890,616
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	9	11,454,220	11,454,220
(b) Other Equity	10	12,605,616	26,457,708
Total Equity		24,059,836	37,911,928
Liabilities			
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	31,402,632	30,463,454
(ii) Trade Payables	12		
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		211,384	13,433,789
(iii) Other Financial Liabilities	13	17,714	1,317,700
(b) Provisions	14	-	763,746
(c) Current income tax Liabilities (Net)		-	-
Total Current Liabilities		31,631,730	45,978,688
TOTAL EQUITY AND LIABILITIES		55,691,566	83,890,616

Notes referred to above form an integral part of Balance sheet

As per our report of even date attached.

For and on Behalf of the Board of Directors

For A. John Moris & Co.,

Chartered Accountants

ICAI Firm Reg.No. 007220 S

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GOPALAN KUMAR
Date: 2021.04.30
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G. KUMAR

Partner

M.No.: 023082

UDIN: 21023082AAAAMY9976

Place: Chennai

Date: 30-Apr-2021

**SATYAKAM
MOHANTY**

Mr. SATYAKAM MOHANTY

Director

(DIN : 06366166)

Place: Bangalore

**KEDAR KRISHNA
GADGIL**

Mr. KEDAR KRISHNA GADGIL

Director

(DIN: 07224639)

Place: Mumbai

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Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai -400072.

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2021

Particulars	Notes	For the Year ended March 31, 2021	For the Year ended March 31, 2020
		Amounts (INR)	Amounts (INR)
Revenue from Operations			
(i) Sale of services	16	18,062,912	95,387,922
(I) Total Revenue from operations		18,062,912	95,387,922
(II) Other Income	17	3,463,372	146,571
(III) Total Income (I+II)		21,526,284	95,534,493
Expenses:			
(i) Employee Benefit Expense	18	-	33,494,283
(ii) Operating expenses	19	857,697	17,313,865
(iii) Finance costs	20	2,047,182	9,334,390
(iv) Depreciation and Amortisation	1	15,480,469	6,466,426
(v) Other expenses	21	17,840,353	17,096,319
(IV) Total Expenses		36,225,701	83,705,284
(V) Profit/ (Loss) before Prior period items and Tax (III-IV)		(14,699,418)	11,829,209
(VI) Prior Period Items	22	8,707	-
(VII) Profit/ (Loss) before Tax (V-VI)		(14,690,711)	11,829,209
(VIII) Tax expense			
Current tax (net)		-	1,875,000
Adjustments of current tax of previous year		176,364	406,481
Deferred Tax Expenses	5	(1,014,983)	2,483,986
		(838,619)	4,765,467
(IX) Profit/(Loss) for the year (VII-VIII)		(13,852,092)	7,063,742
(X) Other Comprehensive Income		-	-
(XI) Total Comprehensive Income for the year (IX+X)		(13,852,092)	7,063,742
(XII) Earnings per equity share (Face value of Rs. 10/- each)	23		
(1) Basic		(12.09)	6.17
(2) Diluted		(12.09)	6.17

Notes referred to above form an integral part of Profit & Loss Account

As per our report of even date attached.

For A. John Moris & Co.,

Chartered Accountants

ICAI Firm Reg.No. 007220 S

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Date: 2021.04.30
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G. KUMAR

Partner

M.No.: 023082

UDIN: 21023082AAAAAMY9976

Place: Chennai

Date: 30-Apr-2021

For and on Behalf of the Board of Directors

SATYAKAM MOHANTY

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Mr. SATYAKAM MOHANTY

Director

(DIN : 06366166)

Place: Bangalore

KEDAR KRISHNA GADGIL

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Date: 2021.04.30 18:16:06 +05'30'

Mr. KEDAR KRISHNA GADGIL

Director

(DIN: 07224639)

Place: Mumbai

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai -400072.

CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2021

Particulars	For the Year ended 31st March 2021	For the Year ended 31st March 2020
	Amounts (INR)	Amounts (INR)
A. Cash flow from operating activities		
Profit before tax	(14,690,711)	11,829,209
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation	15,480,470	6,466,426
Operating profit before working capital changes	789,759	18,295,635
Adjustments for:		
(Increase)/decrease in trade receivables and unbilled revenue	5,322,234	11,419,737
(Increase)/decrease in other receivables	3,229,540	(16,954,983)
Increase/(decrease) in trade & other payables	(15,286,136)	4,903,739
(Increase)/decrease in working capital	(6,734,362)	(631,507)
Cash generated from/(used in) operations	(5,944,603)	17,664,128
Direct taxes paid	-	(2,281,480)
Net cash from operating activities	(5,944,603)	15,382,649
B. Cash flow from investing activities		
Purchase of fixed assets	-	(18,200,226)
Net cash used in/(generated from) investing activities	-	(18,200,226)
C. Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Proceeds from/(repayment) of borrowings	939,178	8,398,587
Net cash from financing activities	939,178	8,398,587
D. Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(5,005,425)	5,581,009
Opening Cash and cash equivalents	5,857,956	276,947
Closing Cash and cash equivalents	852,531	5,857,956
Components of Cash and Cash equivalents at the end of the year		
Current account with Banks	852,531	5,857,956
Total Cash and Cash Equivalents	852,531	5,857,956

Notes referred to above form an integral part of Financial Statement

For and on Behalf of the Board of Directors

As per our report of even date attached.

For A. John Moris & Co.,

Chartered Accountants

ICAI Firm Reg.No. 007220 S

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Digitally signed by
GOPALAN KUMAR
Date: 2021.04.30
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G. KUMAR

Partner

M.No.: 023082

UDIN: 21023082AAAAMY9976

Place: Chennai

Date: 30-Apr-2021

SATYAKAM MOHANTY

Mr. SATYAKAM MOHANTY

Director

(DIN : 06366166)

Place: Bangalore

KEDAR KRISHNA GADGIL

Mr. KEDAR KRISHNA GADGIL

Director

(DIN: 07224639)

Place: Mumbai

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Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai -400072.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021**(A) Equity Share Capital**

Particulars	No of Shares	Amount
Equity shares of Rs. 10 each issued, subscribed and fully paid up		
Opening Balance as on 1st April 2019	1,145,422	11,454,220
Add: Shares issued during 2019-20	-	-
Balance as on 31st March 2020	1,145,422	11,454,220
Add: Shares issued during 2020-21	-	-
Balance as on 31st March 2021	1,145,422	11,454,220

(B) Other Equity

Particulars	Reserves & Surplus			Total other Equity
	General Reserve	Share Premium	Retained Earnings	
Balance as at 1st April 2019	500,000	4,186,771	14,707,195	19,393,966
Add: Profit/ (Loss) for the year	-	-	7,063,742	7,063,742
Balance as at 31st March 2020	500,000	4,186,771	21,770,937	26,457,708
Add: Profit/ (Loss) for the year	-	-	(13,852,092)	(13,852,092)
Balance as at 31st March 2021	500,000	4,186,771	7,918,845	12,605,616

Notes referred to above form an integral part of Financial Statement

As per our report of even date attached.

For A. John Moris & Co.,

Chartered Accountants

ICAI Firm Reg.No. 007220 S

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G. KUMAR

Partner

M.No.: 023082

UDIN: 21023082AAAAMY9976

Place: Chennai

Date: 30-Apr-2021

For and on Behalf of the Board of Directors

SATYAKAM
MOHANTY

Mr. SATYAKAM MOHANTY

Director

(DIN : 06366166)

KEDAR KRISHNA
GADGIL

Mr. KEDAR KRISHNA GADGIL

Director

(DIN: 07224639)

Place: Mumbai

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

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Notes accompanying the Financial Statements for the year ended March 31, 2021**A1(a) Corporate Information**

Lymbyc Solutions Private Limited ("the Company") is a wholly owned subsidiary by Larsen & Toubro Infotech Limited from July 31, 2019. The Company is a specialist AI, machine learning and advanced analytics company with their proprietary product 'Leni'. The platform has a combination of natural language processing, data visualization and predictive analytics capabilities.

(b) Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

A2 Significant Accounting Policies**a. Basis of accounting**

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. Further the guidance notes or announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered wherever applicable.

Preparation of financial statements in conformity with Accounting Standards requires management of the Company to make estimates and assumptions that affect the income and expense reported for the period and assets, liabilities and disclosures reported as of the date of the financial statements. Examples of such estimates include useful lives of tangible and intangible assets, provision for doubtful debts, future obligations in respect of retirement benefit plans, etc. Actual results could vary from these estimates.

Amount in financial statements are presented in Indian INR as permitted by schedule III to the companies Act, 2013.

b. Presentation of financial statements

The statement of financial position and the statement of Profit and Loss are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013. The 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 balance sheet and 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.

c. Property, plant and equipment

Property plant and equipment are stated at cost, less accumulated depreciation. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses arising from disposal of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is disposed.

d. Intangible assets

Computer softwares are stated at cost less accumulated depreciation, amortisation and impairment.

Lymbyc Solutions Private Limited

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Notes accompanying the Financial Statements for the year ended March 31, 2021**e. Depreciation/Amortization**Intangible assets

The estimated useful life of an identifiable intangible asset is based on the number of factors including the effects of obsolescence, demand, competition and other economic factor and the level of maintenance expenditure required to obtain the expected future cash flows from the asset.

Sl No.	Particulrs	Useful Life
1	Computer Software	Upto 3 years

f. Functional and presentation currency

The functional and presentation currency of the company is the Indian Rupee as it is the currency of primary economic environment in which the company operates.

g. Foreign currency transactions and balances

Foreign currency transactions are intially recorded at the rates prevailing on the date of transaction. At the balance sheet date, foreign currency monetary item are reported using the closing rate.

h. Impairment of Assets

As at each balance sheet date, assets are tested for impairment so as to determine, the provision for impairment loss, if any, and the reversal of impairment loss recognised in previous periods, if any.

An impairment loss, if any, is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

i. Current and Non-current classification

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

- i. it is expected to be realized/settled, or is intended for sale or consumption, in the Company's normal operating cycle; or
- ii. it is held primarily for the purpose of being traded; or
- iii. it is expected to be realized/due to be settled within twelve months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date; or
- v. the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

j. Income TaxCurrent tax

The current income tax charge is calculated on the basis of taxable income and tax credits computed in accordance with the provisions of the Income-tax Act 1961, any amendments / rules that have been enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date and are expected to apply to taxable income in the years in which those tempoary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax for the year

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Lymbyc Solutions Private Limited

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Notes accompanying the Financial Statements for the year ended March 31, 2021**k. Leases**Operating Lease:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Lease rentals are charged to the profit and loss account on accrual basis.

The company after assessing the impacts of "INDAS 116 - Leases" have concluded that all the lease agreement fall under short term lease agreements & hence it does not have any impact on financials.

l. 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.

i) Financial assetsInitial recognition and measurement

The Company classifies its investments and financial assets in the following measurement categories:

- those to be measured at cost (investment in subsidiaries)
- those to be measured subsequently at fair value through other comprehensive income, and
- those to be measured subsequently at fair value through profit and loss

In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value of those financial assets.

Subsequent measurement

- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

ii) Financial liabilitiesInitial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities on the basis of the operating cycle of the Company.

Subsequent measurement

Fair value through profit or loss (FVTPL): Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

m. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with banks.

Lymbyc Solutions Private Limited

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Notes accompanying the Financial Statements for the year ended March 31, 2021**n. Revenue Recognition**

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

Revenue from contracts priced on time and material basis is recognised when services are rendered and related costs are incurred.

Effective April 1, 2019, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers". The adoption of the standard does not have any material impact on the financial results of the Company for the year ended March 31, 2020.

o. Other Income

I) Interest income is accrued at applicable interest rate.

II) Other items of income are accounted as and when the right to receive arises.

p. Employee benefits***ii) Short term employee benefits***

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, and short term compensated absences and performance incentives are recognized in the period in which the employee renders the related service.

ii) Post Employment Benefits***Defined contribution plan***

The company's state governed provident fund scheme are classified as defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employee renders the related service.

q. Provisions, contingent liabilities and contingent assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

I) the Company has a present obligation as a result of a past event;

II) a probable outflow of resources is expected to settle the obligation; and

III) the amount of the obligation can be reliably estimated

Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of,

I) a present obligation arising from a past event when it is not probable that an outflow of resources will be required to settle the obligation; or

II) a possible obligation unless the probability of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

r. Segment accounting

The Company have only one segment and segment reporting is not applicable.

s. Cash flow statement

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow is reported using indirect method as per the requirements of Ind AS 7 ("Cash flow statements").

Lymbyc Solutions Private Limited

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Notes accompanying the Financial Statements for the year ended March 31, 2021**A3 Dues to micro enterprises and small enterprises**

The management has identified micro and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) on the basis of information made available by the supplier and vendors of the company. Based on the information available with the Company, as at the year end, no vendors are classified as MSMED.

A4 Disclosure of Related party transactions pursuant to Ind AS 24 "Related Party Disclosures"**a) List of related parties**

Holding Company :	Larsen & Toubro Infotech Limited (Since July 31, 2019)
LTI Subsidiaries:	Larsen & Toubro Infotech GmbH (LTI GmbH)
	Larsen & Toubro Infotech Canada Limited
	Larsen & Toubro Infotech LLC
	L&T Infotech Financial Services Technologies Inc.
	Larsen & Toubro Infotech South Africa (Pty) Limited
	L&T Information Technology Services (Shanghai) Co. Ltd
	Larsen & Toubro Infotech Austria GmbH
	L&T Information Technology Spain, SL
	L&T Infotech S.de. RL. C.V
	Larsen & Toubro Infotech Norge AS
	Larsen & Toubro Infotech UK Limited
	LTI Middle East FZ-LLC
	Syncordis Software Services India Private Limited
	Syncordis S.A. Luxembourg
	Syncordis SARL, France
	Syncordis Limited, UK
	Syncordis PSF S.A.
	Ruletronics Limited , UK
	Ruletronics Systems Inc, US
	Ruletronics Systems Private Limited
	Nielsen + Partner Unternehmensberater GmbH, Germany
	Nielsen + Partner SA, Luxembourg
	Nielsen + Partner Unternehmensberater AG, Switzerland
	Nielsen + Partner Pte Ltd, Singapore
	Nielsen & Partner Pty Ltd, Australia
	Nielsen + Partner Co Ltd, Thailand
	M/s. Lymbyc Solutions Inc., State of Texas, USA
	Powerupcloud Technologies Private Limited
Key Managerial Persons:	Mr. SATYAKAM MOHANTY
	Mr. KEDAR KRISHNA GADGIL (date of appointment 04th Feb 2021)
	Mr. NACHIKET GOPAL DESHPANDE
	Mr. Ashok Kumar Sonthalia (date of cessation 19th Jan 2021)
Entities in which the KMP having control or can exercise significant influence :	

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

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Notes accompanying the Financial Statements for the year ended March 31, 2021**b) Details of Related Party Transactions**

Particulars	Year ended March31, 2021 Amounts (INR)	Year ended March31, 2020 Amounts (INR)
Transactions During the Year		
M/s. Larsen and Toubro Infotech Limited:		
Sale of Services - Consultancy Income	-	18,659,980
Purchases of Services - Professional Charges	16,256,621	11,208,261
Placement Fee and Overheads Incurred Reimbursed	701,110	1,371,204
Reimbursement of Expenses	1,909,977	-
Sale of Assets	-	423,117
Loan Received from Holding company - Outstanding balance	-	30,000,000
Interest on Loan from Holding Company	2,038,524	1,108,508
M/s. Larsen and Tourbo Limited		
Professional Charges	26,000	-
M/s. Ma Foi Strategic Consultants Pvt Ltd		
Corporate Charges - Overheads	-	400,000
Sale of Services - Service Cost	-	176,800
Other Income	-	17,680
Mrs. Hemalatha Rajan (Till 31st July, 2019)		
Loan Received from Director	-	2,000,000
Loan Repaid to Director	-	2,000,000
Interest on Loan	-	40,000

c) Key management personnel compensation

Particulars	Year ended March31, 2021 Amounts (INR)	Year ended March31, 2020 Amounts (INR)
Director Remuneration - Satyakam Mohanty	-	6,761,108

Lymbyc Solutions Private Limited

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Notes accompanying the Financial Statements for the year ended March 31, 2021**d) Amount due to and due from related parties(net):**

Particulars	Amounts due (to)/from	
	As at 31-03-2021	As at 31-03-2020
	Amounts (INR)	Amounts (INR)
Larsen & Toubro Infotech Limited - Loan	30,000,000	30,000,000
Interest on above Loan	1,402,632	463,454
Larsen & Toubro Infotech Limited -Trade Payables	153,633	12,591,512
Lymbyc Solutions Inc, USA - Other Receivables	4,255,871	3,681,986

e) Terms and conditions of transactions with related parties:

- The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length

f) No amount of due from related parties has been written off during the year (Previous year ` Nil). No amount due to related parties has been written back during the year (Previous year ` nil). For the year ended March 31, 2021, the company has not recorded any impairment of receivables relating to amounts owned by related parties (March 31, 2020 : ` Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. No expense has been recognized in the current year or prior years for bad or doubtful debts in respect of the amounts owed by the related parties.

A5 Disclosure of the foreign exchange earned and spent by the Company during the year is as follows

Particulars	Currency	Year ended March31, 2021	Year ended March31, 2020
Foreign exchange earnings- Export of Services	USD to INR	-	430,164
	GBP to INR	-	48,875
	Total	-	34,526,454
Foreign exchange spent Marketing Expenses Travel Expenses	USD to INR	-	49,900
	USD to INR	-	14,025
	Total	-	4,536,282

A6 Deferred Tax Asset/Liability

Income Taxes are accrued at the same period in which the related revenue and expense arise. A provision is made for income tax annually based on the tax liability after considering tax allowances and exemptions. The differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax asset or deferred tax liability is recorded for the timing differences.

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Notes accompanying the Financial Statements for the year ended March 31, 2021**A7 Financial Instruments****Disclosure of Financial Instruments by Category**

Financial instruments by categories	Note no.	31.03.2021			31.03.2020		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Security Deposits	3	-	-	88,411	-	-	88,411
Trade receivables	6	-	-	-	-	-	5,322,234
Unbilled Revenue							-
Cash and cash equivalents	7	-	-	852,531	-	-	5,857,956
Other Bank Balances							
Total Financial Asset		-	-	940,942	-	-	11,268,601
Financial liability							
Loans from related parties	11	-	-	31,402,632	-	-	30,463,454
Trade Payables	12	-	-	211,384	-	-	13,433,789
Other Financial Liabilities		-	-		-	-	-
Total Financial Liabilities		-	-	31,614,016	-	-	43,897,243

Lymbyc Solutions Private Limited

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Notes accompanying the Financial Statements for the year ended March 31, 2021**A8 Disclosure pursuant to Ind AS 12 - "Income taxes"**

The major components of income tax expense for years ended 31 March 2021 and 31 March 2020 are :

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
	Amounts (INR)	Amounts (INR)
Current income Tax :		
Current income tax charge	-	1,875,000
Adjustments of current tax of previous year	176,364	406,481
Deferred Tax		
Relating to origination and reversal of temporary differences	(1,014,983)	2,483,986
Relating to rate change or imposition of new taxes		
Arising due to a write down of a deferred tax asset		
Income tax reported in the statement of profit and loss	(838,619)	4,765,467
Current Tax and Deferred Tax - Equity (Mention details of items directly charged to equity)	-	-

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2021 and 31 March 2020:

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
	Amounts (INR)	Amounts (INR)
Accounting profit before tax	(14,690,711)	11,829,209
Applicable tax rate		25.17%
Profit before tax * Applicable tax rate	-	2,977,412
(Short) / Excess Provision	176,364	2,281,481
Effect of Deferred Taxes	(1,014,983)	2,483,986
Short & (Excess) Provision adjusted		
Difference in tax for items which are not allowed as a deduction		
Income tax expense reported in the statement of profit and loss	(838,619)	4,765,467

A9 Events occurring after the reporting period

The financial statements were approved by the Board of Directors on 8th May 2020, and there are no significant events occurring after Balance sheet date.

A10 Investor Education and Protection Fund

The Company is not required to transfer any amount to Investor Education and Protection Fund.

As per our report attached

For A. John Moris & Co.,

Chartered Accountants

ICAI Firm Reg.No. 007220 S

GOPALAN KUMAR
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GOPALAN KUMAR
Date: 2021.04.30
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G. KUMAR

Partner

M.No.: 023082

UDIN: 21023082AAAAMY9976

Place: Chennai

Date: 30-Apr-2021

For and on Behalf of the Board of Directors

SATYAKAM MOHANTY

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Mr. SATYAKAM MOHANTY

Director

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Place: Bangalore

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Date: 2021.04.30 18:22:23 +05'30'

Mr. KEDAR KRISHNA GADGIL

Director

(DIN: 07224639)

Place: Mumbai

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

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Notes accompanying the Financial Statements for the year ended March 31, 2021**1. Property, Plant & Equipment**

Particulars	Gross Block				Depreciation/Amortisation				Net Block	
	As at 1- April-2020	Additions	Deductions / Transfer	As at 31-Mar-2021	As at 1- April-2020	For the year	On Deductions	As at 31-Mar-2021	As at 31-Mar-2021	As at 31-Mar-20
Intangible assets										
Software	44,232,763	2,741,764		46,974,525	6,143,439	15,480,469		21,623,908	25,350,617	38,089,324
Sub total intangible assets	44,232,763	2,741,764	-	46,974,525	6,143,439	15,480,469	-	21,623,908	25,350,617	38,089,324
Capital work in progress - Internally capitalised softwares*	2,741,764		2,741,764	-					-	2,741,764
Total of intangible assets	46,974,527	2,741,764	2,741,764	46,974,525	6,143,439	15,480,469	-	21,623,908	25,350,617	40,831,088

*A Internal Software Development work which was carried out for past few years has been successfully completed and Transferred to Software during the year.

Lymbyc Solutions Private Limited

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Notes accompanying the Financial Statements for the year ended March 31, 2021**2 Investments**

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Investments in Equity instruments		
Long term investment in subsidiaries		
92893 shares of Lymbyc Solutions Inc. USA (State of Texas) @ 1 USD per share	5,617,458	5,617,458
	5,617,458	5,617,458

3 Loans

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Loans		
Security Deposits	83,061	83,061
Unsecured -Considered good	5,350	5,350
	88,411	88,411

4 Other Financial Assets

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Advances recoverable in cash or in kind	3,839,089	3,681,987
	-	
	3,839,089	3,681,987

5 Deferred Tax Asset

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Opening Deferred Tax Asset / (Liability)	-	(2,483,986)
Deferred Tax Income	1,014,983	2,483,986
Closing Deferred Tax Asset	1,014,983	-

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai - 400072

Notes accompanying the Financial Statements for the year ended March 31, 2021**6 Trade receivables**

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Trade receivables		
Considered good - Secured	-	-
Considered good - Unsecured	-	5,447,144
Less : Allowance as per ECL matrix	-	(124,910)
	-	5,322,234

7 Cash & Cash Equivalent

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Cash on hand	-	-
Balances with Bank - In current accounts Domestic	852,531	5,857,956
	852,531	5,857,956

8 Other Current Assets

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Advances recoverable in cash or in kind	11,912,667	16,190,751
Prepaid Expenses	9,200	-
	11,921,867	16,190,751

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai - 400072

Notes accompanying the Financial Statements for the year ended March 31, 2021

9 Equity Share Capital

I) Particulars	As at Mar 31, 2021		As at Mar 31, 2020	
	No. of shares	INR	No. of shares	INR
Authorised : 1,500,000 Ordinary shares of ₹ 10/- each	1,500,000	15,000,000	1,500,000	15,000,000
Issued, subscribed and fully paid up 1,145,422 Ordinary shares of ₹ 10/- each	1,145,422	11,454,220	1,145,422	11,454,220
Total Equity	1,145,422	11,454,220	1,145,422	11,454,220

II) Reconciliation of the number of equity shares and share capital issued, subscribed and paid-up:

Particulars	As at Mar 31, 2021		As at Mar 31, 2020	
	No. of shares	INR	No. of shares	INR
At the beginning of the year	1,145,422	11,454,220	1,145,422	11,454,220
Issued during the year as fully paid up	-	-	-	-
At the end of the year	1,145,422	11,454,220	1,145,422	11,454,220

III) 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.

IV) Shareholders holding more than 5% of equity shares as at the end of the year:

Particulars	As at Mar 31, 2021		As at Mar 31, 2020	
	No. of shares	% of Shares	No. of shares	% of Shares
L & T Infotech Limited	1,145,421	100.00%	1,145,421	100.00%
	1,145,422	100.00%	1,145,422	100.00%

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai - 400072

Notes accompanying the Financial Statements for the year ended March 31, 2021**10 Other Equity**

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
General reserve		
Opening balance	500,000	500,000
Addition during the year	-	-
Closing Balance	500,000	500,000
Security premium reserve		
Opening balance	4,186,771	4,186,771
Addition during the year	-	-
Closing Balance	4,186,771	4,186,771
Retained Earnings		
Opening balance	21,770,937	14,707,195
Add: Loss for the year	(13,852,092)	7,063,742
Closing Balance	7,918,845	21,770,937
Less: Appropriation		
(a) General Reserve	-	-
(b) Dividend	-	-
(c) Tax on dividend	-	-
Balance to be carried forward	7,918,845	21,770,937

11 Borrowings

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Loan from Related Party		
Unsecured loans		
Unsecured Loan from Holding Company	31,402,632	30,463,454
Total	31,402,632	30,463,454

12 Trade Payable

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
(A) Total outstanding dues of micro enterprises and small enterprises	-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	211,384	13,433,789
Total	211,384	13,433,789

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai - 400072

Notes accompanying the Financial Statements for the year ended March 31, 2021**13 Other Financial Liabilities**

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
TDS Payable	17,714	1,317,700
Total	17,714	1,317,700

14 Short Term Provisions

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Provisions for employee benefits		
Others	-	763,746
Total	-	763,746

15 Tax Liabilities/ (Assets)

Particulars	As at Mar 31, 2021 Amounts (INR)	As at Mar 31, 2020 Amounts (INR)
Income Tax Refund Due AY 20-21	(4,959,659)	(6,300,733)
TDS Receivable	(2,046,952)	-
	(7,006,611)	(6,300,733)

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai -400072.

Notes accompanying the Financial Statements for the year ended March 31, 2021**16 Revenue from Operations**

Particulars	For the Year ended March 31, 2021 Amounts (INR)	For the Year ended March 31, 2020 Amounts (INR)
Sale of Services	18,062,912	95,387,922
	18,062,912	95,387,922

17 Other Income

Particulars	For the Year ended March 31, 2021 Amounts (INR)	For the Year ended March 31, 2020 Amounts (INR)
Profit on sale of fixed assets	-	91,852
Interest received on Income Tax	75,706	-
Foreign Exchange Gain/(Loss)	-	36,545
Liabilities Written off	23,352	-
Other Income	2,774,794	-
Surrender of Group Mediciam Insurance	464,610	-
Reversal of Provision for Bad & Doubtful Debts	124,910	-
Miscellaneous income	-	18,175
	3,463,372	146,571

18 Employee Benefit Expense

Particulars	For the Year ended March 31, 2021 Amounts (INR)	For the Year ended March 31, 2020 Amounts (INR)
Salaries including overseas staff expenses	-	38,571,902
Contribution to provident and other funds	-	(5,109,171)
Contribution to SSA & other funds	-	31,552
	-	33,494,283

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai -400072.

Notes accompanying the Financial Statements for the year ended March 31, 2021**19 Operating expenses**

Particulars	For the Year ended March 31, 2021 Amounts (INR)	For the Year ended March 31, 2020 Amounts (INR)
Travelling and conveyance	7,031	3,517,930
Cost of equipment, hardware and software packages	-	4,080,163
Communication expenses	565,255	3,957,614
Consultancy charges	-	2,578,231
Rent and establishment expenses	-	3,000,933
Laptop Rental expenses	79,500	-
Membership fee & Subscription	87,314	-
Advertisement	-	25,533
Rates and taxes	70,512	28,552
Interest and Late fees	48,085	-
Allowance for doubtful debts and advances		124,910
	857,697	17,313,865

20 Finance Cost

Particulars	For the Year ended March 31, 2021 Amounts (INR)	For the Year ended March 31, 2020 Amounts (INR)
Int Paid on EPC / Others	2,040,081	8,229,813
Bank Charges	7,101	-
Int Paid to Bank	-	1,104,577
	2,047,182	9,334,390

21 Other Expenses

Particulars	For the Year ended March 31, 2021 Amounts (INR)	For the Year ended March 31, 2020 Amounts (INR)
Legal and Professional Charges	17,744,975	17,146,018
Audit fee	22,500	-
Trade Mark Expenses	58,094	-
Other miscellaneous expenses	14,783	(49,699)
	17,840,353	17,096,319

22 Prior Period Items

Particulars	For the Year ended March 31, 2021 Amounts (INR)	For the Year ended March 31, 2020 Amounts (INR)
Reversal of Bank Charges (18-19)	8,707	-
	8,707	-

Lymbyc Solutions Private Limited

CIN : U74900MH2012PTC340699

Ground Floor, Technology Tower – I, Gate No.5, Near Saki Vihar Road, Powai, Mumbai -400072.

Notes accompanying the Financial Statements for the year ended March 31, 2021**23 Disclosure pursuant to Ind AS 33 "Earnings per share"**

Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per share".

Particulars		For the Year ended March 31, 2021	For the Year ended March 31, 2020
		Amounts (INR)	Amounts (INR)
Earnings per equity share:			
Profit/ (Loss) for the year attributable to owners of the Company for calculating basic earnings per share (₹)	A	(13,852,092)	7,063,742
Weighted average number of equity shares outstanding for calculating basic earnings per share	B	1,145,422	1,145,422
Basic and diluted earnings per equity share (₹)	A / B	(12.09)	6.17
Diluted earnings per equity share:			
Profit/ (Loss) for the year attributable to owners of the Company for calculating basic earnings per share (₹)	A	(13,852,092)	7,063,742
Add : Interest on convertibles (net of tax)	B	-	-
Profit for the year attributable to owners of the Company for the calculating of diluted earnings per share (₹)	C = A+B	(13,852,092)	7,063,742
Weighted average number of equity shares outstanding for calculating basic earnings per share	D	1,145,422	1,145,422
Add : Shares deemed to be issued for no consideration in respect of :	E	-	-
Compulsorily convertible preference share capital	F	-	-
Compulsorily convertible debentures	G	-	-
Weighted average number of equity shares outstanding for calculating diluted earnings per share	H = D + E	1,145,422	1,145,422
Diluted earnings per equity share (₹)		(12.09)	6.17
Face value per equity share (₹)		10.00	10.00

LYMBYC SOLUTIONS INC.

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

LYMBYC SOLUTIONS INC.

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting their Annual report and Audited Accounts for the year ended 31st March 2021.

1. Financial Highlights:

Particulars	Mar-21	Mar-20
	USD	USD
Revenue from business operations	Nil	Nil
Total Expenditure	2009	5193
Operating Profit / (Loss)	(2009)	(5193)
Add: Other Income	Nil	Nil
Less: Finance Costs	Nil	Nil
Profit / (Loss) before Tax	(2009)	(5193)
Less : Tax	0	0
Net Profit / (Loss) after Tax	(2009)	(5193)
Add: Balance b/f from previous year		
Balance available for disposal which directors appropriate as follows:	(57,903)	(55,894)
Dividend		
Transfer to Reserves		
Balance to be carried forward	(57,903)	(55,894)

2. Capital Expenditure:

As at 31st March 2021, the gross fixed and intangible assets including leased Assets, stood at Nil.

3. State of Company Affairs / Business Prospects:

The revenue is yet to be generated from Lymbyc Solutions Inc.

4. Dividend:

In order to conserve the resources for future business growth, the Directors do not recommend any dividend for the year under review.

5. Material changes and commitments affecting the financial position of the company, between the end of the financial year and the date of the report:

There were no Material changes and commitments affecting the financial position of the company, between the end of the financial year and the date of the report.

6. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the year under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

7. Details of Directors and Key Managerial Personnel:

During the year under review, there was no change in the Board of Directors & Key Managerial Personnel.

8. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation, or adverse comment.

9. Auditors:

There is no mandatory requirement of Audit for the Company as per US Law, however, the transactions are audited by the Statutory Auditors of Lymbyc, India - M/s. A John Moris & Associates. They will continue to audit the financials of the Company for the ensuing financial year.

10. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

11. Acknowledgement

The Directors take this opportunity to thank the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

Date : 15th April, 2021
Place : Bangalore

**For Lymbyc Solutions Inc.
on behalf of the Board**

**Mr. Satyakam Mohanty
Director**



UDIN: 21023082AAAAMT9869

INDEPENDENT AUDITOR'S REPORT

To the Members of Lymbyc Solutions Inc., USA

Opinion

We have audited the financial statements of Lymbyc Solutions Inc., USA, which comprise the balance sheet as at March 31st 2021, and the profit and loss account, for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the entity as at March 31, 2021, and of its financial performance for the year then ended in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI).

Basis for Opinion

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

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs, results of operations and cash flows of the entity in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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



Those charged with governance are responsible for overseeing the entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

For **A. John Moris & Co.,**
Chartered Accountants
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CA G Kumar
Senior Partner
M.No.: 023082

Place: Chennai
Date: 23-April-2021

LYMBYC SOLUTIONS INC., USA
VBC & Company CPA's PC
97 Cedar Grove Lane
Suite 202, Somerset, NJ 08873
BALANCE SHEET AS AT 31st March, 2021

Particulars	Note No	As at 31st March, 2021 (In USD)	As at 31st March, 2021 (In INR)	As at 31st March, 2020 (In USD)	As at 31st March, 2020 (In INR)
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	1	92,893	56,17,458	92,893	56,17,458
(b) Reserves and Surplus	2	-1,50,796	-98,76,817	-1,48,787	-98,31,098
(2) Current Liabilities					
(a) Other current liabilities	3	57,903	42,59,359	55,894	42,13,640
Total		-	-	-	-
II. ASSETS					
(1) Current assets					
(a) Cash and Bank Balances	4	-	-	-	-
Total		-	-	-	-

Summary of Significant Accounting Policies and Notes to Accounts-1 to 7

The notes referred to above form an integral part of the financial statements

In terms of our report attached.

For A. John Moris & Co.,

Chartered Accountants

FRN : 007220 S

GOPAL AN KUMAR
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G. Kumar

Partner

M. No: 023082

Place : Chennai

Date : 23-April-2021

For and on behalf of the Board,

**SATYAKAM
 MOHANTY**

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SATYAKAM MOHANTY

Director

(DIN : 06366166)

LYMBYC SOLUTIONS INC., USA
VBC & Company CPA's PC
97 Cedar Grove Lane
Suite 202, Somerset, NJ 08873
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED ON 31st March, 2021

Particulars	Note No	For the year ended 31st March, 2021 (In USD)	For the year ended 31st March, 2021 (In INR)	For the year ended 31st March, 2020 (In USD)	For the year ended 31st March, 2020 (In INR)
Income:					
Revenue from operations		-	-	-	-
Profit on Forex (Reinstatement profit)		-	1,03,405	-	-
Other Income		-	-	-	-
Total Revenue		-	1,03,405	-	-
Expenses:					
Employee benefit expense		-	-	-	-
Loss on forex (Reinstatement loss)		-	-	-	2,95,862
Other expenses	5	2,009	1,49,124	5,193	3,91,494
Total Expenses		2,009	1,49,124	5,193	6,87,356
Loss before tax		(2,009)	(45,719)	(5,193)	(6,87,356)
Tax expense:					
(a) Current tax		-	-	-	-
(b) Deferred tax		-	-	-	-
Loss after tax		(2,009)	(45,719)	(5,193)	(6,87,356)
Earning per share:	7				
(a) Basic		(0.02)	(0.49)	(0.06)	(7.40)
(b) Diluted		(0.02)	(0.49)	(0.06)	(7.40)

Summary of Significant Accounting Policies and Notes to Accounts-1 to 7

The notes referred to above form an integral part of the financial statements

For A. John Moris & Co.,

Chartered Accountants

FRN : 007220 S

GOPAL AN KUMAR
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Date: 2021.04.23
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G. Kumar

Partner

M. No: 023082

Place : Chennai

Date : 23-April-2021

For and on behalf of the Board,

SATYAKAM MOHANTY

SATYAKAM MOHANTY

Director

(DIN : 06366166)

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LYMBYC SOLUTIONS INC., USA
Accompanying notes to the financial statements
For the year ended March 31, 2021

Note : 1**Share Capital**

Particulars	As at 31st March, 2021 (In USD)	As at 31st March, 2021 (In INR)	As at 31st March, 2020 (In USD)	As at 31st March, 2020 (In INR)
Authorised Share Capital (1,00,000 common shares of USD 1 each)	1,00,000	-	1,00,000	-
Paidup Share capital (92,893 common Shares of USD 1 each)	92,893	56,17,458	-	-
	92,893	56,17,458	92,893	56,17,458

i) Share Holders holding more than 5% of Share capital

Name of the shareholders	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares Held	% of Shares	No. of Shares Held	% of shares
Lymbyc Solutions Pvt Ltd	92,893	100%	92,893	100%

ii) Reconciliation of number of shares

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number	(In INR)	Number	(In INR)
Shares outstanding at the beginning of the year	92,893	56,17,458	92,893	56,17,458
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	92,893	56,17,458	92,893	56,17,458

Note :2**Reserves and Surplus**

Particulars	As at 31st March, 2021 (In USD)	As at 31st March, 2021 (In INR)	As at 31st March, 2020 (In USD)	As at 31st March, 2020 (In INR)
Profit and Loss Account (Dr)				
Opening Balance of Profit and Loss	(1,48,787)	(98,31,098)	(1,43,594)	(91,43,742)
Loss during the Current Year	(2,009)	(45,719)	(5,193)	(6,87,356)
Add: Reinstatement Loss				
Total	(1,50,796)	(98,76,817)	(1,48,787)	(98,31,098)

Note : 3**Other Current Liabilities**

Particulars	As at 31st March, 2021 (In USD)	As at 31st March, 2021 (In INR)	As at 31st March, 2020 (In USD)	As at 31st March, 2020 (In INR)
Other Payables				
Reimbursement of expenses - Holding company	57,903	42,59,359	55,894	42,13,640
Salary & other reimbursements	-	-	-	-
Total	57,903	42,59,359	55,894	42,13,640

LYMBYC SOLUTIONS INC., USA
 Accompanying notes to the financial statements
For the year ended 31st March, 2021

Note : 4**Cash and Bank balance**

Particulars	As at 31st March, 2021 (In USD)	As at 31st March, 2021 (In INR)	As at 31st March, 2020 (In USD)	As at 31st March, 2020 (In INR)
Balances with Bank	-	-	-	-
Cash on Hand	-	-	-	-
Total	-	-	-	-

Note : 5**Other Expenses**

Particulars	For the year ended 31st March, 2021 (In USD)	For the year ended 31st March, 2021 (In INR)	For the year ended 31st March, 2020 (In USD)	For the year ended 31st March, 2020 (In INR)
Rent	1,370	1,01,692	3,288	2,47,869
Bank Charges	-	-	1,049	79,080
Tax filing fees	639	47,432	856	64,545
Total	2,009	1,49,124	5,193	3,91,494

LYMBYC SOLUTIONS INC., USA
Accompanying notes to the financial statements
For the year ended 31st March, 2021

Note 6 Related Party Disclosure and Transactions**A. Details of Related parties:**

Description of Relationship	Names of related parties
Director Key Managerial Personnel	Mr. Satyakam Mohanty Mr. ASHOK SONTHALIA
Holding Company	M/s. Lymbyc Solutions Private Limited
Note: Related parties have been identified by the management.	

B. Details of related party transactions during the year and balance outstanding as on 31st March, 2021

Particulars	As at 31st March, 2021 (In INR)	As on 31st March 2020 (INR)
Transactions during the year:		
Reimbursement of Expenses - paid in Advance Lymbyc Solutions Pvt Ltd	1,49,124	3,12,414
Outstanding balances:		
Share Capital Lymbyc Solutions Pvt Ltd	56,17,458	56,17,458
Reimbursement of Expenses to Holding Company Lymbyc Solutions Pvt Ltd	42,59,359	42,13,640

Note 7 Earnings Per Share

Particulars	As at 31st March, 2021 (In INR)	As on 31st March 2020 (INR)
Net Profit After Tax	(45,719)	(6,87,356)
Weighted average No. of equity shares for basic/ diluted EPS (Nos.)	92,893	92,893
Nominal Value of equity per share (in Rs.)	10	10
Basic/ diluted Earnings Per Share (in Rs.)	(0.49)	(7.40)

**POWERUPCLOUD TECHNOLOGIES
PRIVATE LIMITED**

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

POWERUPCLOUD TECHNOLOGIES PRIVATE LIMITED

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting their 6th Annual Report of the Company and audited accounts for the year ended March 31, 2021.

1. **FINANCIAL HIGHLIGHTS**

Particulars	2020-21	2019-20
		(in Lakhs)
Total Income	3102.70	3695.54
Profit / (Loss) before Tax	(89.69)	(1560.00)
Less : Provision for Tax	205.80	(174.34)
Net Profit / (Loss) after Tax	(295.49)	(1385.66)
Add: Balance brought forward from previous year	(1,491.81)	(106.15)
Balance carried forward	(1,787.30)	(1,491.81)

2. **STATE OF COMPANY AFFAIRS**

The gross sales and other income for the financial year under review were Rs. 3102.70 Lakhs as against Rs.3695.54 Lakhs for the previous financial year registering a decrease of (16.04 %). The profit after tax including extraordinary and exceptional items was Rs. (295.49) Lakhs for the financial year under review as against profit after tax Rs. (1385.65) Lakhs for the previous financial year.

3. **CHANGE IN SHARE CAPITAL**

During the year under review, there is no change in share capital of the company.

4. **CAPITAL EXPENDITURE**

As at March 31, 2021, the gross fixed and intangible assets, stood at Rs. 168.65 Lakhs (previous year Rs. 96.43 Lakhs) and the net fixed and intangible assets, at Rs. 91.29 Lakhs (previous year Rs. 79.53 Lakhs). Capital Expenditure during the year amounted to Rs. 78.99 Lakhs.

5. **DEPOSITS**

During the year ended March 31, 2021, the Company has not accepted any deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

6. **SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES**

The Company does not have any Subsidiary/ Associate/ Joint Venture Companies.

7. **TRANSFER TO RESERVES**

The Directors do not propose to transfer any amount to reserves during the period under review.

8. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

The Company has not given any loan, guarantees, security or made any investment during the financial year 2020-21 as specified under section 186 of Companies Act, 2013.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions entered with related parties during the financial year 2020-21 were in the ordinary course of business and at arm's length. Particulars of contracts or arrangements with related parties referred in Section 188(1) of the Companies Act, 2013, in FORM AOC-2 is attached as **Annexure A**.

10. DIVIDEND

In view of continuing losses and with a view to improve the business performance and conserve financial resources, the Directors have not recommended dividend on equity shares for the financial year 2020-21.

11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

After March 31, 2021 and upto the date of this Report, there has been no material changes and commitments affecting the financial positions of the Company.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity and is not included under the list of industries which should furnish information as per Rule 8 Companies (Accounts) Rules, 2014.

B. No technology has been developed and / or imported by way of foreign collaboration.

C. Foreign exchange earnings and outgo:

S.N	PARTICULARS	AMOUNT (Rs in Lakhs)	
		31 ST MARCH 2021	31 ST MARCH 2020
1	Earnings in Foreign Exchange during the year	596.16	583.32
2	Expenditure in Foreign Exchange during the year	38.49	661.86

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE YEAR

During the year under review, Mr. Ashok Kumar Sonthalia, Non-Executive Director of the Company and Mr. Surendira Siva Selvaraj, Director of the company stepped down from the Board of Directors with effect from January 19, 2021 and March 31, 2021, respectively. The Board places on record the valuable contribution made by Mr. Ashok Kumar Sonthalia and Mr. Surendira Siva Selvaraj during their tenure as Directors of the Company.

Further, during FY2021 and as on date of this Report, following appointment were made:

- The Board vide Circular Resolution dated February 4, 2021 appointed Mr. Kedar Krishna Gadgil as an Additional Non-Executive Director of the Company with effect from February 4, 2021, who holds

office upto the ensuing Annual General meeting ('AGM') of the Company.

- The Board at its 44th Board Meeting held on April 28, 2021, appointed Mr. Ankit Garg as Additional Non-Executive Director of the Company with effect from April 28, 2021, who holds office upto the ensuing Annual General meeting ('AGM') of the Company.

As on date of this Report, Mr. Ankit Garg is the Key Managerial Personnel in the Company.

The Notice convening the 6th AGM in 2021 includes appointment of following Directors:

- a) Mr. Nachiket Deshpande, Non-Executive Director of the Company, is retiring by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.
- b) Appointment of Mr. Kedar Krishna Gadgil and Mr. Ankit Garg as Non-Executive Directors of the Company. In this regard, the Company has received notice in writing from a Member under the provisions of Section 160 of the Act, signifying intention to propose their appointment.

Details of Directors proposed to be appointed as required under Secretarial Standard 2 on General Meetings ('SS-2') is given in the Notice convening the AGM in 2021.

14. DETAILS OF REMUNERATION

Disclosure required under Section II of Part II of Schedule V of the Companies Act, 2013:

- A. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors during FY2021:

Name of Director	Category	Total Remuneration
Mr. Ashok Kumar Sonthalia [#]	Non-Executive Director	NIL
Mr. Nachiket Deshpande	Non-Executive Director	NIL
Mr. Surendira Siva Selvaraj [*]	Whole-time Director	Refer details given in point no. (B) below
Mr. Kedar Krishna Gadgil [§]	Additional Non-Executive Director	NIL
Mr. Ankit Garg [@]	Whole-time Director	NA

[#]Ceased to be Non-Executive Director of the Company with effect from January 19, 2021

^{*}Ceased to be a Director of the Company with effect from close of business hours on March 31, 2021.

[§]Appointed as Additional Non-Executive Director of the Company with effect from February 4, 2021.

[@]Appointed as Additional Director in the capacity of Whole-time Director of the Company with effect from April 28, 2021.

- B. Details of fixed component and performance linked incentives alongwith the performance criteria for Mr. Surendira Siva Selvaraj during FY2021, is provided as under:

Particulars	Amount in INR
Basic Salary ¹	71,58,255
Variable Compensation	23,23,653
Total Remuneration²	94,81,908

Notes:

1. Basic Salary includes House Rent Allowance, Special Allowance, Leave Travel Allowance and telephone, internet & fuel reimbursements.
2. Total remuneration excludes provident fund, gratuity fund, medical insurance premium and domiciliary premium.

C. Service contracts, notice period, severance fees: Pursuant to the employment contract entered with Mr. Siva Selvaraj, the Company can terminate at any time without cause, by either party, by providing prior written notice of three month's or any period as set-forth in the HR Policy to the Employee or payment in lieu of such notice.

D. Stock options: NIL

15. MEETINGS OF THE BOARD OF DIRECTORS

The Board Meetings were convened at appropriate intervals with a maximum time gap not exceeding more than 120 days or pursuant to one-time relaxation provided from April 1, 2020 till September 30, 2020 by Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated March 24, 2020 of not more than 180 days, between two consecutive meetings. During the year under review, 4 meetings of the Board of Directors of the Company were held on May 14, 2020, September 28, 2020, December 10, 2020 and January 18, 2021. Attendance of the Board members at these meetings were as under:

Name of Director	Category	No. of Meetings held during the year vis-à-vis Members Tenure	No. of Meetings Attended
Mr. Nachiket Deshpande	Non-Executive Director	4	4
Mr. Ashok Kumar Sonthalia [#]	Non-Executive Director	4	4
Mr. Surendira Siva Selvaraj [*]	Whole-time Director	4	4
Mr. Kedar Krishna Gadgil [@]	Additional Non-Executive Director	NA	NA
Mr. Ankit Garg ^{@@}	Whole-time Director	NA	NA

[#]Ceased to be Non-Executive Director of the Company with effect from January 19, 2021

^{*}Ceased to be a Director of the Company with effect from close of business hours on March 31, 2021.

[@] Appointed as an Additional Non-Executive Director of the Company with effect from February 4, 2021.

^{@@} Appointed as Additional Director in the capacity of Whole-time Director of the Company with effect from April 28, 2021.

16. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2021, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

17. RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal. However, Larsen & Toubro Infotech Limited ('LTI'), holding company, has formulated a Risk Management Policy and the Company being wholly-owned subsidiary, is being covered by the Risk Management Policy of LTI.

18. STATUTORY AUDITOR

M/s Adithya And Vishwas, Chartered Accounts (FRN. 0008943S), were appointed as Statutory Auditor of the Company at the 4th AGM of the Company held on September 30, 2019, for a period of five years from the conclusion of 4thAGM till the conclusion of 9thAGM of the Company.

The Auditor's Report on the audited Financial Statements of the Company for the year ended March 31, 2021 does not contain any qualification and therefore do not call for any comments from Directors. Further the Auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013.

The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company and declared that they have not taken up any prohibited non-audit assignments for the Company.

19. ANNUAL RETURN

As per the provisions of Section 134(3)(a) of the Companies Act, 2013, since the Company does not have website for Investors, it is not required to upload its Annual Return on the website. A copy of the Annual Return in form MGT-7 shall be filed with the Registrar of Companies.

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Directors wish to state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

22. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

23. DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

24. ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the customers, vendors, management of the Holding Company, Financial Institutions, Banks, Central and State Government authorities, and all the various other stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board of Directors

Date: April 30, 2021

Kedar Krishna Gadgil
Director
(DIN: 07224639)
Place: Mumbai

Ankit Garg
Director
(DIN: 07086969)
Place: Bangalore

ANNEXURE – A**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances , if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL							

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

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Amount in Rs.)	Date(s) of approval by the Board	Amount paid as advances, if any: (Amount in Rs.)
Larsen & Toubro Infotech Limited (Holding Company)	Purchase of Services	FY2020-21	69,205,506	NA	NIL
Larsen & Toubro Infotech Limited (Holding Company)	Sale of Services	FY2020-21	46,225,945	NA	NIL

For and on behalf of the Board of Directors

Kedar Krishna Gadgil
Director
(DIN: 07224639)
Place: Mumbai

Ankit Garg
Director
(DIN: 07086969)
Place: Noida

Date: April 30, 2021



Chartered Accountants

**To the Members of
POWERUP CLOUD TECHNOLOGIES PRIVATE LIMITED
Report on the audit of the Indian Accounting Standards (Ind AS) financial statements**

Opinion

We have audited the accompanying Ind AS Financial statements of **POWERUP CLOUD TECHNOLOGIES PRIVATE LIMITED** (“the Company”), which comprise the balance sheet as at March 31, 2021, and the Statement of Profit and Loss (including other comprehensive income) and statement of cash flows and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as ‘Ind AS financial statements’).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (‘Act’) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its losses including other comprehensive, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the standards on auditing [SA’s] specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those SA’s are further described in the auditor’s responsibilities for the audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors’ report thereon

The Company’s board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Director’s Report but does not include the Ind AS financial statements and our auditor’s report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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Management's responsibility for the Ind AS financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, cash flows and the changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



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- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**” and



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

With reference to the **Annexure A** referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2021, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets, by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us, the Company does not own any immovable properties. In respect of immovable properties been taken on lease and disclosed as property, plant and equipment in the financial statements, the lease agreements are in the name of the Company.
- (ii) The Company being a service company, it does not hold any inventories. Accordingly, paragraph 3(ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) According to the information and explanation provided by the management of the Company, during the year, it has not advanced any loan, or made any investments or given any guarantee and security under Section 185 and 186 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(iv) of the said order is not applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year amounts deducted / accrued in the books of account in respect of undisputed statutory dues relating to Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, Service tax and other material statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, Service tax and other material statutory dues were in arrears as at 31 March 2021, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. The Company did not have any outstanding loans or borrowings from government and there are no dues to debenture holders during the year.

ADITHYA AND VISHWAS

Chartered Accountants

- (ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly the Paragraph 3 of clause (ix) of the order are not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) During the year the company has paid/provided managerial remuneration in excess of the limits prescribed under the Companies Act. The company has obtained the shareholders' approval through special resolution vide general meeting held on 28/04/2021 approving the said payment. Consequently, in our opinion the company has complied with the provisions of Section 197 r/w Schedule V of the Companies Act, 2013.
- (xii) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For ADITHYA AND VISHWAS**Chartered Accountants****Firm registration No. – 008943S**

ADITHYA
AYS

Digitally signed by ADITHYA Y S
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63467810302c23c0b3306a0491c0d6e069,
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Date: 2021.04.30 22:38:35 +05'30'

Adithya Y S**Partner****M No – 209786****Place – Bangalore****Date – 30th April'21**

This document is certified using UDIN facility of ICAI and can be verified at www.udin.icai.org with reference number: 21209786AAAACO8388



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **POWERUP CLOUD TECHNOLOGIES PRIVATE LIMITED** ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded



Chartered Accountants

as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ADITHYA AND VISHWAS
Chartered Accountants
Firm registration No. – 008943S

ADITHYA
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Adithya Y S
Partner
M No – 209786

Place – Bangalore
Date – 30th April'21

This document is certified using UDIN facility of ICAI and can be verified at www.udin.icaai.org with reference number: 21209786AAAACO8388

Powerupcloud Technologies Private Limited
BALANCE SHEET AS AT MARCH 31, 2021

Particulars	Note	As at March 31, 2021	As at March 31, 2020
		Amount (INR)	Amount (INR)
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1(a)	136,323	179,991
(b) Capital work-in-progress	1(b)	-	1,040,473
(c) Other Intangible assets	1(c)	8,992,211	2,010,015
(d) Intangible assets under development	1(d)	-	4,722,027
(e) Right of Use assets	2	76,792,678	83,068,734
(f) Financial Assets			
(i) Loans	3	4,981,221	5,476,886
(g) Deferred Tax Assets(Net)	4	2,887,858	21,973,019
Total Non-Current Assets		93,790,291	118,471,145
Current assets			
(a) Financial Assets			
(i) Trade receivable	5	17,168,044	75,827,715
(ii) Unbilled Revenue	6	15,192,593	30,648,366
(iii) Cash and Cash Equivalents	7	66,474,933	15,750,532
(iv) Loans	8	2,357,500	357,500
(v) Other Financial Assets	9	1,877,334	9,127,757
(b) Income tax assets (Net)	10	15,079,183	32,270,622
(c) Other current assets	11	5,836,292	2,650,043
Total Current Assets		123,985,879	166,632,535
TOTAL ASSETS		217,776,170	285,103,681
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	173,290	173,290
(b) Other Equity	13		
(i) Other Reserves		223,720,077	224,217,803
(ii) Retained Earnings		(178,729,131)	(149,180,545)
Total Equity		45,164,236	75,210,548
Liabilities			
Non-current liabilities			
(a) Lease liabilities	2	72,913,811	73,150,504
(b) Provisions	14	2,522,212	4,910,931
Total Non-Current Liabilities		75,436,023	78,061,435
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	7,619,392	27,112,386
(ii) Trade Payables			
Due to Micro medium & Small Enterprises		2,707	113,000
Due to others	16	62,939,730	56,728,498
(iii) Other Financial Liabilities	17	8,244,821	24,083,331
(b) Lease liabilities	2	10,270,803	10,886,551
(c) Other Current Liabilities	18	6,376,799	8,307,556
(d) Provisions	19	1,721,659	4,600,376
Total Current Liabilities		97,175,911	131,831,698
TOTAL EQUITY AND LIABILITIES		217,776,170	285,103,681

Notes referred to above form an integral part of Balance sheet

As per our report of even date

For ADITHYA & VISHWAS
Chartered Accountants
Firm Registration No. 008943S

ADITHYA
Y S

Adithya Y S
Partner
Membership No. 209786

Place: Bangalore
Date : 30th April'21

For and on behalf of Board of Directors of
Powerupcloud Technologies Pvt Ltd

ANKIT
GARG

Ankit Garg
Director
DIN: 07086969

Place: Noida
Date : 30th April'21

KEDAR KRISHNA
GADGIL

Kedar Krishna Gadgil
Director
DIN: 07224639

Place: Mumbai
Date : 30th April'21

Powerupcloud Technologies Private Limited

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2021

Particulars	Note	2020-21	2019-20
		Amount (INR)	Amount (INR)
Total Income:			
Revenue from Operations	20	260,724,315	348,643,669
Other Income	21	49,545,275	20,910,259
		310,269,589	369,553,927
Expenses:			
Employee Benefit Expense	22	110,457,221	212,592,095
Operating expenses	23	178,222,538	190,733,569
Finance costs	24	8,958,136	11,642,520
Depreciation and Amortisation	1&2	15,988,730	9,411,332
Other expenses	25	5,611,765	101,174,074
Total Expenses		319,238,390	525,553,590
Profit before tax		(8,968,801)	(155,999,662)
Tax expense			
Current Tax		1,327,207	-
Deferred tax	A8	19,252,578	(17,434,278)
Total Tax	A11	20,579,785	(17,434,278)
Profit after tax		(29,548,586)	(138,565,384)
NET PROFIT FOR THE YEAR		(29,548,586)	(138,565,384)
OTHER COMPREHENSIVE INCOME	A18	(497,726)	(448,209)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(30,046,312)	(139,013,593)
Basic			
Basic earning per equity share	A9	(1,705.15)	(7,996.16)
Diluted			
Diluted earning per equity share	A9	(1,705.15)	(10,510.19)

Notes referred to above form an integral part of Balance sheet

As per our report of even date

For ADITHYA & VISHWAS
Chartered Accountants
Firm Registration No. 008943S

**ADITHYA
A Y S**

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Date: 2021.04.30 22:41:52 +05'30'

Adithya Y S
Partner
Membership No. 209786

Place: Bangalore
Date : 30th April'21

For and on behalf of Board of Directors of
Powerupcloud Technologies Pvt Ltd

**ANKIT
GARG**

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Date: 2021.04.30
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Ankit Garg
Director
DIN: 07086969

Place: Noida
Date : 30th April'21

**KEDAR KRISHNA
GADGIL**

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Kedar Krishna Gadgil
Director
DIN: 07224639

Place: Mumbai
Date : 30th April'21

Powerupcloud Technologies Private Limited		
CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2021		
Particulars	2020-21 INR	2019-20 INR
A. Cash flow from operating activities		
Net profit before tax	(8,968,801)	(155,999,662)
Adjustments for:		
Depreciation and amortisation	15,988,730	9,411,332
Net loss on disposal of property, plant and equipment	62,700	-
Finance cost relating to lease liabilities	6,395,965	6,685,544
Interest paid	1,984,212	2,562,694
Operating profit before working capital changes	15,462,806	(137,340,092)
Changes in working capital		
(Increase)/decrease in trade receivables and unbilled revenue	74,115,445	(66,283,359)
(Increase)/decrease in other receivables and assets	38,836,439	(43,843,185)
Increase/(decrease) in trade & other payables	(17,433,489)	11,655,943
(Increase)/decrease in working capital	95,518,395	(98,470,602)
Cash generated from/(used in) operations	110,981,201	(235,810,694)
Direct taxes paid	20,579,785	(17,434,278)
Net cash from operating activities	90,401,416	(218,376,416)
B. Cash flow from investing activities		
Payment for purchase of property, plant and equipment, Capital Work in progress, Intangible assets and other intangible assets under development	(7,899,300)	(7,884,587)
Proceeds from Sale of property, plant and equipment	614,595	-
Net cash used in/(generated from) investing activities	(7,284,705)	(7,884,587)
C. Cash flow from financing activities		
Share capital issued (including premium)		
Proceeds from issue of share capital	-	225,167,254
Payment of finance lease obligations	(10,915,104)	(12,347,921)
Interest paid	(1,984,212)	(2,562,694)
Proceeds from/(repayment) of borrowings	(19,492,994)	25,934,442
Net cash from financing activities	(32,392,310)	236,191,081
Net increase in cash and cash equivalents	50,724,401	9,930,078
Opening Cash and cash equivalents	15,750,532	5,820,454
Closing Cash and cash equivalents	66,474,933	15,750,532

As per our report of even date

For ADITHYA & VISHWAS
Chartered Accountants
Firm Registration No. 008943S

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Date: 2021.04.30 21:42:50 +05'30'

Adithya Y S
Partner
Membership No. 209786

Place: Bangalore
Date : 30th April'21

For and on behalf of Board of Directors of
Powerupcloud Technologies Pvt Ltd

ANKIT GARG
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Date: 2021.04.30
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Ankit Garg
Director
DIN: 07086969

Place: Noida
Date : 30th April'21

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KRISHNA GADGIL
Date: 2021.04.30 21:02:26 +05'30'

Kedar Krishna Gadgil
Director
DIN: 07224639

Place: Mumbai
Date : 30th April'21

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

Particulars	Currency	Gross Block				Depreciation/Amortisation				Net Block	
		As at 1- April-20	Additions	Deductions	As at 31-March-21	As at 1- April-20	For the period	On Deductions	As at 31-March-21	As at 31-March-21	As at 31-March-20
1 (a) Property, Plant & Equipment											
Leasehold Improvements	INR	-	2,453,762	-	2,453,762	-	2,453,762	-	2,453,762	-	-
Computers											
a. Owned	INR	1,711,128	-	-	1,711,128	1,614,854	7,348	-	1,622,202	88,926	96,274
b. Leased	INR	-	-	-	-	-	-	-	-	-	-
Office equipments	INR	104,475	-	-	104,475	31,254	33,366	-	64,620	39,855	73,221
Furniture and fixtures	INR	13,465	-	-	13,465	2,969	2,954	-	5,923	7,542	10,496
Total Property, plant& Equipment	INR	1,829,068	2,453,762	-	4,282,830	1,649,077	2,497,430	-	4,146,507	136,323	179,991
1 (b) Capital work in progress	INR	1,040,473	2,090,584	3,131,057	-	-	-	-	-	-	1,040,473
Total of Capital work in progress	INR	1,040,473	2,090,584	3,131,057	-	-	-	-	-	-	1,040,473
1 (c) Intangible assets											
Software	INR	61,627	-	-	61,627	39,966	19,512	-	59,478	2,149	21,661
Intellectual Property*											
Botzer	INR	1,990,167	997,744	-	2,987,911	1,813	898,133	-	899,946	2,087,965	1,988,354
Cloud Ensure	INR	-	9,532,999	-	9,532,999	-	2,630,902	-	2,630,902	6,902,097	-
Total intangible assets	INR	2,051,794	10,530,743	-	12,582,537	41,779	3,548,547	-	3,590,326	8,992,211	2,010,015
1 (d) Intangible assets under development	INR	4,722,027	5,808,716	10,530,743	-	-	-	-	-	-	4,722,027
Total Intangible assets under development assets	INR	4,722,027	5,808,716	10,530,743	-	-	-	-	-	-	4,722,027

* Refer Note A14

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

Particulars	Currency	Gross Block				Depreciation/Amortisation				Net Block	
		As at 1- April-19	Additions	Deductions	As at 31-March-20	As at 1- April-19	For the period	On Deductions	As at 31-March-20	As at 31-March-20	As at 31-March-19
1 (a) Property, Plant & Equipment											
<u>Computers</u>											
a. Owned	INR	1,697,148	13,980	-	1,711,128	1,588,191	26,663	-	1,614,854	96,274	-
b. Leased	INR	-	-	-	-	-	-	-	-	-	108,957
Office equipments	INR	-	104,475	-	104,475	-	31,254	-	31,254	73,221	-
Furniture and fixtures	INR	-	13,465	-	13,465	-	2,969	-	2,969	10,496	-
Total Property, plant& Equipment	INR	1,697,148	131,920	-	1,829,068	1,588,191	60,886	-	1,649,077	179,991	108,957
1 (b) Capital work in progress	INR		1,040,473	-	1,040,473	-	-	-	-	1,040,473	-
Total of Capital work in progress	INR	-	1,040,473	-	1,040,473	-	-	-	-	1,040,473	-
1 (c) Intangible assets											
Software	INR	61,627			61,627	1,658	38,308		39,966	21,661	59,969
<u>Intellectual Property*</u>											
Botzer	INR		1,990,167		1,990,167	-	1,813	-	1,813	1,988,354	-
Total intangible assets	INR	61,627	1,990,167	-	2,051,794	1,658	40,121	-	41,779	2,010,015	59,969
1 (d) Intangible assets under development*	INR		4,722,027		4,722,027	-	-	-	-	4,722,027	-
Total Intangible assets under development assets	INR	-	4,722,027	-	4,722,027	-	-	-	-	4,722,027	-

* Refere Note A14

Powerupcloud Technologies Private Limited
Notes accompanying the Financial Statements for the year ended March 31, 2021

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021 and March 31, 2020

2 Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning	83,068,734	76,994,028
Additions	17,770,551	15,385,031
Deletions	(14,103,853)	-
Depreciation	(9,942,753)	(9,310,325)
Balance at 31 March, 2021	76,792,678	83,068,734

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities as at March 31, 2021 and March 31, 2020

Particulars	As at March 31, 2021	As at March 31, 2020
Current lease liabilities	10,270,803	10,886,551
Non-current lease liabilities	72,913,811	73,150,504
Total	83,184,614	84,037,055

The following is the movement in lease liabilities during the year ended March 31, 2021 and March 31, 2020

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning	84,037,055	74,314,401
Additions during the year	17,770,551	13,827,110
Finance cost accrued during the period	6,395,965	6,685,544
Deletions	(13,424,332)	-
Payment of lease liabilities	(11,594,625)	(10,790,000)
Balance at the end	83,184,614	84,037,055

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 and as at March 31, 2020 on an undiscounted basis:

Particulars	As at March 31, 2021	As at March 31, 2020
Less than one year	11,292,356	12,589,500
One to five years	65,517,266	56,975,417
More than five years	29,637,756	54,341,765
Total undiscounted lease liabilities at year end	106,447,379	123,906,683

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

3	Financial Assets- Loans	As at March 31, 2021	As at March 31, 2020
		INR	INR
	Security Deposits	4,981,221	5,476,886
		4,981,221	5,476,886

4	Deferred tax Asset	As at March 31, 2021	As at March 31, 2020
		INR	INR
	Deferred tax Asset	2,887,858	21,973,019
		2,887,858	21,973,019

* Refer Note A8

5	Trade receivables	As at March 31, 2021	As at March 31, 2020
		INR	INR
	Considered good - Secured		
	Considered good - Unsecured		
	- Due from holding company*	-	22,032,680
	- Others	23,543,050	55,440,928
	Less : Allowance as per ECL matrix	(6,375,006)	(1,645,893)
		17,168,044	75,827,715

* Refer Note A4

6	Unbilled Revenue	As at March 31, 2021	As at March 31, 2020
		INR	INR
	Unbilled Revenue	15,192,593	30,648,366
		15,192,593	30,648,366

7	Cash & Cash Equivalent	As at March 31, 2021	As at March 31, 2020
		INR	INR
	Cash on hand	4,275	7,562
	Balances with Bank		
	- in current accounts		
	Domestic	66,470,658	15,742,970
		66,474,933	15,750,532

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

8	Loans	As at March 31, 2021 Rupees	As at March 31, 2020 Rupees
	Security Deposits		
	-Considered good - Unsecured	2,357,500	357,500
	Others	-	-
		2,357,500	357,500

9	Other Financial Current Assets	As at March 31, 2021 Rupees	As at March 31, 2020 Rupees
	Others	1,877,334	9,127,757
		1,877,334	9,127,757

10	Income tax assets (Net)	As at March 31, 2021 INR	As at March 31, 2020 INR
	TDS receivable (net off Provision for Tax)	15,079,183	32,270,622
	Total	15,079,183	32,270,622

11	Other Current Assets	As at March 31, 2021 INR	As at March 31, 2020 INR
	Advances Recoverable in cash or kind	5,004,392	-
	Advances to vendors	136,723	-
	Prepaid Expenses	695,177	2,650,043
	Total	5,836,292	2,650,043

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

12 Equity Share Capital

i)	Particulars	As at March 31, 2021		As at March 31, 2020	
		No. of shares	INR	No. of shares	INR
	Authorised : 40,000 Equity shares of Rs. 10/- each	40,000	400,000	40,000	400,000
	Issued, subscribed and paid up 17,329 Equity shares of Rs. 10/- each	17,329	173,290	17,329	173,290
		17,329	173,290	17,329	173,290

ii) Reconciliation of the number of equity shares and share capital issued, subscribed and paid-up:

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of shares	INR	No. of shares	INR
At the beginning of the year	17,329	173,290	10,000	100,000
Issued during the year as fully paid up	-	-	7,329	73,290
At the end of the year	17,329	173,290	17,329	173,290

iii) 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.

iv) Shareholders holding more than 5% of equity shares as at the end of the year:

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of shares	% of Shares	No. of shares	% of Shares
L & T Infotech Limited	17,328	99.99%	17,328	99.99%
Kedar Gadgil (As nominee shareholder for L & T Infotech Limited)	1	0.01%	1	0.01%
	17,329	1	17,329	100.00%

v) The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up-equity capital of the Company. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, after distribution of all preferential amounts (if any) in proportion to the number of equity shares held.

vi) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

vii) No dividend is proposed for the year ending 31st March 2021.

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

13	Other Equity	As at March 31, 2021	As at March 31, 2020
		INR	INR
(i)	Other reserves		
	Security Premium Reserve		
	Opening balance	225,093,964	-
	Addition during the year	-	225,093,964
		225,093,964	225,093,964
	Other Comprehensive Income		
	Opening balance	(876,161)	(427,952)
	Addition during the year	(497,726)	(448,209)
		(1,373,887)	(876,161)
	Balance to be carried forward	223,720,077	224,217,803
(ii)	Retained Earnings		
	Profit and loss account	-	-
	Opening balance	(149,180,545)	(10,615,161)
	Add: Profit/(Loss) for the year	(29,548,586)	(138,565,384)
	Balance to be carried forward	(178,729,131)	(149,180,545)

*Securities premium is used to record the premium received on issue of shares by the Company. The reserve can be utilised in accordance with the provision of Section 52(2) of Companies Act, 2013.

14	Provisions	As at March 31, 2021	As at March 31, 2020
		INR	INR
	Provisions for employee benefits*	2,522,212	4,910,931
	Total	2,522,212	4,910,931

* Refer Note A5

15	Current Borrowings	As at March 31, 2021	As at March 31, 2020
		INR	INR
	Financial Liabilities		
	Unsecured Loans		
	Loan from Holding Company*	7,619,392	25,255,473
	Unsecured Loans		
	Other loans from banks**	-	1,856,913
	Total	7,619,392	27,112,386

* During FY 2019-20, the company had availed an unsecured loan from its holding company amounting to Rs. 2,49,93,045/- repayable within 1 year carrying an interest rate of 7%.p.a and the loan is completely repaid in the current year. During the year the company has availed an additional loan from its holding company amounting to Rs. 1,07,11,305/- repayable within 1 year carrying an interest rate of 6.5%.p.a and is unsecured. Out of the total loan amount, Rs. 31,39,490/- is repaid in the current year. The company has complied with the covenants under the loan arrangement. Also Refer Note A4.

** During FY 2019-20, the company had availed business loan facility from Shriram City Union Finance Ltd amounting to Rs. 25,00,000/- repayable in 50 EMIs of Rs. 94,188/- carrying an interest rate of 20.92%.p.a. and is unsecured. The loan is completely repaid in the current year.

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

16 Trade Payable	As at March 31, 2021	As at March 31, 2020
	INR	INR
Due to Holding*	34,510,938	-
Due to Micro & Small Enterprises**	2,707	113,000
Due to others	4,209,922	46,384,730
Accrued Expenses	24,218,870	10,343,768
Total	62,942,437	56,841,498

* Refer Note A4

** Refer Note A6

17 Other Financial Liabilities	As at March 31, 2021	As at March 31, 2020
	INR	INR
Liabilities for Employee benefits*	8,244,821	24,083,331
Current Maturities of Long Term Debts	-	-
	8,244,821	24,083,331

* Refer Note A4

18 Other Current Liabilities	As at March 31, 2021	As at March 31, 2020
	INR	INR
Unearned Revenue	23,714	904,709
Other payables	6,353,085	7,402,847
Total	6,376,799	8,307,556

19 Short Term Provisions	As at March 31, 2021	As at March 31, 2020
	INR	INR
Provisions		
Provisions for employee benefits*	1,721,659	4,600,376
Total	1,721,659	4,600,376

* Refer note A5

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

20 Revenue from Operations	For the year ended March 31, 2021 INR	For the year ended March 31, 2020 INR
Sale of Services	260,724,315	348,643,669
	260,724,315	348,643,669

21 Other Income	For the year ended March 31, 2021 INR	For the year ended March 31, 2020 INR
Interest on Income Tax Refund	2,353,803	-
Foreign Exchange Gain/(Loss)	(129,847)	(1,489,566)
Miscellaneous income*	2,147,386	2,068,471
Reimbursement Income	43,549,119	19,965,629
Gain on Lease Modification	1,216,782	-
Unwinding of Rent Deposit	408,032	365,725
	49,545,275	20,910,259

* Refer Note A4

22 Employee Benefit Expense	For the year ended March 31, 2021 INR	For the year ended March 31, 2020 INR
Salaries and Allowances *	104,759,042	200,346,441
Staff welfare	1,402,454	5,462,781
Contribution to provident and other funds	4,295,725	6,782,873
	110,457,221	212,592,095

* Refer Note A4

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

23 Operating expenses	For the year ended March 31, 2021 INR	For the year ended March 31, 2020 INR
Travelling and conveyance	112,255	8,825,363
Cost of equipment, Hardware and software packages	2,658,596	1,087,625
Communication expenses	4,691,772	5,752,759
Consultancy charges	155,355,259	153,199,469
Rent and establishment expenses*	6,571,563	5,133,181
Telephone charges and postage	633,513	740,069
Advertisement	197,690	4,232,392
Recruitment expenses	930,020	-
Repairs and Maintenance	617,273	830,974
Power and fuel	340,962	842,708
Rates and taxes	672,581	3,980,780
Loss on sale of fixed assets	62,700	-
Allowance for doubtful debts and advances	4,795,450	1,916,397
Bad debts	-	1,918,475
Miscellaneous expenses	582,903	2,273,378
	178,222,538	190,733,569

*Represents lease rentals for short term leases for the current year

24 Finance Cost	For the year ended March 31, 2021 INR	For the year ended March 31, 2020 INR
Interest Paid- Bank	194,102	2,650,501
Interest Paid- Others	2,368,069	2,306,475
Finance cost/interest expenses IND AS 116	6,395,965	6,685,544
	8,958,136	11,642,520

25 Other expenses	For the year ended March 31, 2021 INR	For the year ended March 31, 2020 INR
Legal and Professional Charges	4,383,239	101,174,074
Books and Periodicals	1,360	-
Prior Period expenses	1,227,166	-
	5,611,765	101,174,074

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

26. Statement of Changes in Capital employed

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

INR

Particulars	No. of Shares	Share Capital	Share Premium	Other Comprehensive Income	Retained Earnings	Total Equity
Balance as on April 1, 2020	10,000	173,290	225,093,964	(876,161)	(149,180,545)	75,210,548
Issue of Capital			-			-
Net Profit for the year (April'20 to March'21)					(29,548,586)	(29,548,586)
Other Comprehensive Income				(497,726)	-	(497,726)
Dividends (Including DDT)					-	-
Other changes/ Trf to general reserve.					-	-
Balance as on March 31, 2021	10,000	173,290	225,093,964	(1,373,887)	(178,729,131)	45,164,236

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

INR

Particulars	No. of Shares	Share Capital	Share Premium	Other Comprehensive Income	Retained Earnings	Total Equity
Balance as on April 1, 2019	10,000	100,000	-	(427,952)	(10,615,161)	(10,943,113)
Change in Accounting Policy (Ind As 116)					-	-
Restated Balance as on April 1, 2019	10,000	100,000	-	(427,952)	(10,615,161)	(10,943,113)
Issue of Capital	7,329	73,290	225,093,964			225,167,254
On account of amalgamation						-
Net Profit for the year (April'19 to March'20)				-	(138,565,384)	(138,565,384)
Other Comprehensive Income				(448,209)	-	(448,209)
Dividends (Including DDT)					-	-
Other changes/ Trf to general reserve.					-	-
Balance as on March 31, 2020	17,329	173,290	225,093,964	(876,161)	(149,180,545)	75,210,548

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****A1 Corporate Information**

Powerupcloud technologies Private Limited ("the Company) is a wholly owned subsidiary by Larsen & Toubro Infotech Limited from October 1, 2019. The Company provides cloud consulting, migration, cloud native application development and managed services and specializes in AWS, Azure and GCP Cloud Platforms.

A2 Basis of preparation**2.1 Basis of Accounting**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The Company is required to prepare its financial statements under Ind AS since the Company was acquired by Larsen and Tubro Limited w.e.f 1st Oct 2019, which is mandatorily required to present its financial statements under Ind AS as per the notification issued by the Ministry of Corporate affairs on 16th February 2015.

The financial statements up to and for the year ended 31 march 2019 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under section 133 of the Act and other relevant provisions of the Act ('Indian GAAP' or 'previous GAAP')

Financial Statements for the Year ended 2020 were the company's first financial statements prepared in accordance with Indian Accounting Standards (Ind AS). Ind AS 101, First-time adoption of Indian Accounting Standards has been applied. As explanation of how the transition to Ind AS has affected the previous reported financial position and financial performance of the company is provided in note 3.14

2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

2.3 Current versus non-current classification

The company presents assets and liabilities in the balance sheet bases on current/non-current classification. An asset is treated as current when it

- a. expected to be realised or intended to be sold or consumed in normal operating cycle,
- b. held primiraly for the purpose of trading,
- c. expected to be realised within twelve months after the reporting period, or
- d. cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve month after the reporting period

All other assets are claissified as non-current

A liability is current when it is :

- a. expected to be settled in normal operating cycle,
- b. held primiraly for the purpose of trading,
- c. dues to be settled within twelve months after the reporting period, or
- d. there is no unconditional right to defer the settlement of liability for atleast twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deffered tax assets and liabilities are classifies as non-current assets and laibilities.

The operation cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

2.4 Basis of Measurement

The financial statements have been prepared on historical cost basis except for the following items:

Items	Measurement basis
Liability for equity settled share based plan	Fair Value
Net defined benefit(asset)/liability	Fair value of plan assets less present value of defined benefit obgilation

2.5 Use of estimates and judgements

In preparing the financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors and that are believed to be reasonable under the circumstance. Revisions to accounting estimates are recognised prospectively.

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****2.6 Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

A3 Significant accounting policies**3.1 Property, plant and equipment and other intangible assets****i) Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

ii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2018, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

iii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iv) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. The Company believes that the existing useful life as given below represents the best useful estimated lives of these assets.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Useful life
Computer and IT Peripherals	3 Years
Computer software	3 Years
Intellectual Property	3 Years
Office Equipment	5 Years
Leasehold Improvements	1 Year
Furniture and Fixtures	10 Years

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Intangible assets

Assets like customer relationship, computer software, and internally developed software are stated at cost, less accumulated depreciation, amortisation and impairment.

Development expenditure is capitalized as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset, is considered as an Intangible Asset.

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****3.2 Revenue recognition**

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

Revenue from contracts priced on time and material basis is recognised when services are rendered and related costs are incurred.

Revenue is recognised upon transfer of control of promised products or services to customers. Revenue is measured based on the consideration specified in a contract with a customer, and is reduced for volume discounts, rebates and other similar allowances.

Revenue from contracts priced on time and material basis is recognised when services are rendered and the related costs are incurred.

Revenue from services performed on Fixed Price basis is recognised over the life of the contract using Proportionate Completion Method.

Unbilled revenue represents value of services performed in accordance with the contract terms but not billed.

Interest on deployment of surplus funds is recognised using the time proportionate method based on underlying interest rates.

Dividend income on investment is recognised when the right to receive payment is established

3.3 Leases

The Company's lease asset classes primarily consist of leases for buildings. The company assesses whether a contract 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 company assesses whether: (1) the contract involves the use of an identified asset (2) the company has substantially of the economic benefits from use of the asset throughout the period of the lease and (3) the company has the right to direct the use of the asset throughout the period of use.

At the date of commencement of the lease, the company recognizes 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 low value leases. For these short-term and low value leases, the company recognizes 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 recognized 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 less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost 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 in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

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

Transition

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the retrospective method on the date of initial application. Consequently, the company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the lessee's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have been retrospectively adjusted.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 76,994,028 and a lease liability of ₹ 74,314,401. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 8.92%.

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****3.4 Financial Instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument

a) Recognition and initial measurement

I) Initial measurement 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.

b) Classification and subsequent measurement

i) Non-derivative financial assets

A) Financial assets at amortised cost Financial assets at amortised cost are represented by trade receivables, cash and cash equivalents, employee and other advances and eligible current and non current assets.

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

B) Financial assets at fair value through other comprehensive income (FVTOCI) Financial assets are subsequently measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both: a) Collecting contractual cash flows and selling financial assets and b) 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.

C) Financial assets at fair value through profit and loss (FVTPL) Fair value through profit and loss is a residual category for financial assets. Any financial asset which does not meet the criteria for categorisation as at amortised cost or as financial asset at fair value through other comprehensive income is classified as financial assets fair valued through profit and loss.

c) Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognised from the Company's balance sheet where the obligation specified in the contract is discharged or cancelled or expired

3.5 Impairment**I) Impairment of trade receivables and unbilled receivables:**

The Company assesses at each date of statement of financial position whether a financial asset in form of trade receivables and unbilled receivables is impaired. In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. As a practical expedient, the Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable and unbilled receivables. The provision matrix is based on available external and internal credit risk factors such as credit default, credit rating from credit rating agencies and Company's historically observed default rates over the expected life of trade receivable and unbilled receivables. ECL impairment loss allowance (or reversal) recognised during the period as expense/(income) respectively in the statement of profit and loss.

II) Impairment of intangible assets:

Other intangible assets At the end of each reporting period, the Company reviews the carrying amounts of intangible assets to determine if there is any indication of loss suffered. If such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss.

3.6 Employee benefits**a) Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

b) Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service at the vesting date.

c) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which contribution are made to appropriate authorities at a predetermined rates and charged to the statement of profit and loss in the year in which they are incurred.

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****d) Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. Actuarial gains and losses are charged to the statement of profit and loss.

e) Compensated absence

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of an independent actuarial valuation using the projected unit credit method as at the reporting date. To the extent the employee has unconditional right to avail the leave, the same has been classified as "current" even though the same is measured as "other long-term employee benefit" as per Ind AS 19.

f) Termination benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

3.7 Foreign currency

Foreign currency transactions are initially recorded at the rates prevailing on the date of the transaction. At the balance sheet date, foreign currency monetary items are reported using the closing rate. Exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.

3.8 Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. However, Deferred tax is not recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

3.9 Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****3.10 Contingent liabilities**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are disclosed in the financial statements if an inflow of economic benefits is probable.

3.11 Cash and cash equivalents

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

3.12 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

3.13 Earnings per share

In determining the earning per share, the net profit after tax is divided by the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all potential dilutive equity shares. Potential dilutive equity shares are deemed converted as of the beginning of the period unless issued at a later date. In computing dilutive earning per share, only potential equity shares that are dilutive i.e. which reduces earnings per share or increases loss per share are included.

3.14 First time adoption

As stated in Note 2.1, Financial Statements for the year ended 31st March'21 were the Company's first standalone financial statements prepared in accordance with Ind AS. For the year ended 31 March 2019, the Company had prepared its separate financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP' or 'Indian GAAP').

Optional exemptions availed and mandatory exceptions

In preparing these financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

A Optional exemptions availed:**1. Property plant and equipment and intangible assets**

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets also. The Company has disclosed the net carrying amount of property, plant and equipment and intangible assets as its deemed cost as at the date of transition.

B Mandatory exceptions:**1. Classification and measurement of financial assets**

The Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively.

2. Estimates

The Company has concluded that there was no necessity to revise such estimates under Ind AS, other than those required due to application of Ind AS.

3. De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the derecognition requirements of Ind AS 109 prospectively to transactions occurring on or after the date of transition. However, it also allows the first-time adopter that wants to apply the derecognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has chosen to avail the exception to apply the derecognition provisions of Ind AS 109 prospectively from the date of transition.

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****A4 Related party****A. Related parties with whom transactions have taken place during the year**

Ultimate Parent Company:	Larsen & Toubro Limited
Holding Company:	Larsen & Toubro Infotech Limited (Since October 1, 2019)
LTI Subsidiaries:	Larsen & Toubro Infotech GmbH (LTI GmbH) Larsen & Toubro Infotech Canada Limited Larsen & Toubro Infotech LLC L&T Infotech Financial Services Technologies Inc. Larsen & Toubro Infotech South Africa (Pty) Limited L&T Information Technology Services (Shanghai) Co. Ltd Larsen & Toubro Infotech Austria GmbH L&T Information Technology Spain, SL L&T Infotech S.de. RL. C.V Larsen & Toubro Infotech Norge AS Syncordis Software Services India Private Limited Syncordis S.A. Luxembourg Syncordis SARL, France Syncordis Limited, UK Syncordis PSF S.A. Ruletronics Systems Private Limited, India Ruletronics Limited , UK Ruletronics Systems Inc, US Nielsen + Partner Unternehmensberater GmbH, Germany Nielsen + Partner SA, Luxembourg ¹ Nielsen + Partner Unternehmensberater AG, Switzerland Nielsen + Partner Pte Ltd, Singapore Nielsen & Partner Pty Ltd, Australia Nielsen + Partner Co Ltd, Thailand Lymbyc Solutions Private Limited, India Lymbyc Solutions Inc., US Larsen & Toubro Infotech UK Limited ² LTI Middle East FZ-LLC

1.Nielsen + Partner S.A. has been merged with Syncordis S.A. w.e.f 1st October'20

2.Larsen & Toubro Infotech UK Limited and LTI Middle East FZ-LLC and has been incorporated on 17th August'20 and 25th November'20 resp.

Company in which the KMP is a director/member	Powerupcloud Technologies Pte Ltd (till 31st Dec 2019)
--	--

Key management personnel (KMP)

Whole Time director	Surendra Siva*
Whole Time director	Ankit Garg **
Relative of KMP	Gowtham Selvaraj

* Ceased to be a Whole-time Director w.e.f March 31, 2021

** Ceased to be a Whole-time Director w.e.f October 26, 2019 and has been re-appointed as Additional Director at the position of Whole-time Director w.e.f April 28, 2021

B. The following is a summary of related party transactions

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
1 Expenses		
(i) Larsen & Toubro Infotech Limited		
Purchase of Services	69,205,506	-
Interest on Unsecured Loan	1,790,110	291,586
(ii) Larsen & Toubro Limited		
Professional charges - Larsen & Toubro Limited	28,730	-
(iii) Key management personnel (KMP)		
Salary and remuneration Paid - Surendra Siva	9,482,907	4,087,668
Salary and remuneration Paid - Ankit Garg	-	1,263,499
Salary and remuneration Paid - Gowtham Selvaraj	440,606	1,329,968
Reimbursement of expenses - Surendra Siva	-	434,488
Reimbursement of expenses - Ankit Garg	-	334,525
Reimbursement of expenses - Gowtham Selvaraj	-	2,987
	80,947,859	7,744,721
2 Unsecured Loan (including interest)		
Larsen & Toubro Infotech Limited		
Received during the year	10,711,305	24,993,045
Paid during the year	29,993,045	-
	40,704,350	24,993,045
3 Sale of services		
(i) Larsen & Toubro Infotech Limited	46,225,945	-
(ii) Powerupcloud Technologies Pte Ltd	-	29,578,999
	46,225,945	29,578,999
4 Sale of Fixed Asset		
Larsen & Toubro Infotech Limited	547,495	-
	547,495	-
5 Transfer of AWS Credits		
Larsen & Toubro Infotech Limited	5,538,000	-
	5,538,000	-
6 Overheads Charged To		
(i) Larsen & Toubro Infotech Limited	43,549,119	24,072,743
(ii) Powerupcloud Technologies Pte Ltd	-	568,726
	43,549,119	24,641,469
7 Overheads Charged by		
Larsen & Toubro Infotech Limited	8,321,353	-
	8,321,353	-

C. The following is a summary of balances payable to related parties:

Particulars	As at 31 March 2021	As at 31 March 2020
1 Unsecured Loan- Outstanding Balance		
Larsen & Toubro Infotech Limited	7,619,392	25,255,473
	7,619,392	25,255,473
2 Salary Payable- KMP		
(i) Surendra Siva	2,323,652	943,292
(ii) Gowtham Selvaraj	-	168,007
	2,323,652	1,111,299
3 Trade Receivables/ (Payables)		
(i) Larsen & Toubro Infotech Limited	(34,510,938)	22,032,680
(ii) Larsen & Toubro Limited	28,730	-
(iii) Powerupcloud Technologies Pte Ltd	-	14,004,745
	(34,482,208)	36,037,425
4 Other Balances Receivable/ (Payable)-Larsen & Toubro Infotech Limited		
Provision for Expenses	(14,864,418)	-
Expenses Recoverable	748,865	
Unbilled Revenue	143,230	
	(13,972,323)	-

D. Terms and conditions

All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash within the credit period allowed as per the policy. None of the balances is secured. No guarantees have been given or received during the year. The loss allowance on loans and trade receivables including those to subsidiaries if any, has been computed on the basis of Ind AS 109, Financial Instruments, which requires such allowance to be made even for loans and trade receivables considered good on the basis that credit risk exists even though it may be very low.

A5 Gratuity and other employee benefits**a) Define contribution plan**

The amount recognised as an expense towards contribution to provident fund and employee state insurance aggregated to Rs. 24,23,494/- and Rs. 45,58,352/- for the year ended 31 March 2021 and 31 March 2020 respectively.

b) Define benefit plan

The Company has an unfunded defined benefit gratuity plan. Every employee who has completed five years or more of service is eligible to a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The following table summarizes the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet as at 31 March 2021, 31 March 2020

c) **Statement of reconciliation of present value of defined benefit obligations**

INR

Particulars	As at	As at
	31 March 2021	31 March 2020
Balance at the beginning of the year	5,206,319	2,682,632
Benefits paid		142,003
Transfer Out	3,930,331	
Current service cost	615,602	2,042,763
Interest cost	374,334	174,718
Remeasurements due to :		
change in experience adjustment	-	-
change in demographic assumptions	665,142	448,209
changes in financial assumptions	-	-
Balance at the end of the year	2,931,066	5,206,319

d) **Net defined benefit liability**

Particulars	As at	As at
	31 March 2021	31 March 2020
Non-current	2,522,211	4,910,931
Current	408,855	295,388
	2,931,066	5,206,319

e) **Expense recognised in the statement of profit and loss under employee benefit expenses:**

Particulars	For the year ended	For the year ended
	31 March 2021	31 March 2020
Current service cost	615,602	2,042,763
Interest cost	374,334	174,718
	989,936	2,217,481

f) **Remeasurements recognised in other comprehensive income:**

Particulars	For the year ended	For the year ended
	31 March 2021	31 March 2020
(Gain)/loss from changes in demographic assumptions	665,142	448,209
(Gain)/loss from changes in experience adjustments	-	-
(Gain)/loss from changes in financial assumptions	-	-
	665,142	448,209

g) **Actuarial assumptions**

The weighted-average assumptions used to determine benefit obligations are set out below:

Particulars	For the year ended	For the year ended
	31 March 2021	31 March 2020
Discount rate	7.19%	6.69%
Salary increase	7.00%	7.00%
Attrition rate	15.00%	15.00%
Retirement age	60	60
Mortality rate	IALM2012-14	IALM2012-14

Notes:

(i) The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.

(ii) The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

h) 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.

Impact from Increase/Decrease in		As at 31 March 2021	As at 31 March 2020
Discount rate	Up 100 basis point	2,714,748	4,697,078
	Down 100 basis point	3,187,700	5,822,452
Salary Growth rate	Up 100 basis point	3,070,392	5,709,409
	Down 100 basis point	2,804,164	4,773,920
Attrition rate	Up 100 basis point	2,975,817	5,111,680
	Down 100 basis point	2,876,274	5,303,557

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the year.

i) Expected future cash flows

Particulars	As at 31 March 2021	As at 31 March 2020
Within one year	430,710	310,089
Between one to three years	1,063,104	501,847
Between three to five years	811,267	387,234
After five years	5,083,526	12,327,867

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****A6 Micro, Small and Medium Enterprises**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2020 (31 March 2019) has been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

Particulars	As at 31 March 2021	As at 31 March 2020
The principal amount and the interest due thereon remaining unpaid to any		
(a) (i) Principal	2,707	113,000
(i) Interest	-	-
(b) The amount of interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during the year*;		
(i) Interest	-	-
(ii) Payment	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(c) The amount of interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(e)		

* No interest has been paid by the Company during the year.

A7 Unhedged foreign currency exposure

The Company has not taken any hedging instruments to hedge the foreign currency exposure.

	Currency	As at 31 March 2021	As at 31 March 2020
Trade receivables	SGD	11,621	126,386
	USD	50,445	88,365
	Equivalent INR	4,319,631	13,355,398
Trade Payable	USD	14,416	27,641
	Equivalent INR	1,053,941	2,084,645
Unbilled Revenue	USD	65,780	32,022
	Equivalent INR	4,809,176	2,415,872
Pre earned revenue	USD	324	-
	Equivalent INR	23,714	-

A8 Deferred Tax Asset/Liability

Income Taxes are accrued at the same period in which the related revenue and expense arise. A provision is made for income tax annually based on the tax liability after considering tax allowances and exemptions. The differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax asset or deferred tax liability is recorded for the timing differences.

Major components of Deferred tax liabilities and assets

Particulars	As at 31-March-2021	As at 31-March-2020
	INR	INR
a) WDV of Assets	732,936	80,598
b) Other Items (Reversible on subsequent payments)	2,154,922	21,892,421
Net Deferred Tax Assets/ (Liabilities)	2,887,858	21,973,019

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

A9 Disclosure pursuant to Ind AS 33 "Earnings per share"

Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per share".

Particulars		2020-21	2019-20
		INR	INR
Earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating basic earnings per share (‘)	A	(29,548,586)	(138,565,384)
Weighted average number of equity shares outstanding for calculating basic earnings per share	B	17,329	17,329
Basic and diluted earnings per equity share (‘)	A / B	(1,705.15)	(7,996.16)
Diluted earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating basic earnings per share (‘)	A	(29,548,586)	(138,565,384)
Add : Interest on convertibles (net of tax)	B	-	-
Profit for the year attributable to owners of the Company for the calculating of diluted earnings per share (‘)	C = A+B	(29,548,586)	(138,565,384)
Weighted average number of equity shares outstanding for calculating basic earnings per share	D	17,329	13,184
Add : Shares deemed to be issued for no consideration in respect of :	E	-	-
Compulsorily convertible preference share capital	F	-	-
Compulsorily convertible debentures	G	-	-
Weighted average number of equity shares outstanding for calculating diluted earnings per share	H = D + E	17,329	13,184
Diluted earnings per equity share (‘)		(1,705.15)	(10,510.19)
Face value per equity share (‘)		10.00	10.00

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

A10 Financial Instruments

Disclosure of Financial Instruments by Category

Financial instruments by categories	Note no.	31-Mar-21			March 31, 2020		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Security Deposits- Non Current	3	-	-	4,981,221	-	-	5,476,886
Security Deposits- Current	8			2,357,500			357,500
Trade receivables	5	-	-	17,168,044	-	-	75,827,715
Unbilled Revenue	6			15,192,593			30,648,366
Cash and cash equivalents	7	-	-	66,474,933	-	-	15,750,532
Other Financial Assets	9			1,877,334			9,127,757
Total Financial Asset		-	-	108,051,625	-	-	137,188,756
Financial liability							
Borrowings- Current	15			7,619,392			27,112,386
Trade Payables	16	-	-	62,942,437	-	-	56,841,498
Other Financial Liabilities	17	-	-	8,244,821	-	-	24,083,331
Total Financial Liabilities		-	-	78,806,650	-	-	108,037,215

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****A11 Disclosure pursuant to Ind AS 12 - "Income taxes"**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2021 and 31 March 2020:

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
	INR	INR
Accounting profit before tax	(8,968,801)	(155,999,662)
Applicable tax rate	25.17%	25.17%
Profit before tax * Applicable tax rate	(2,257,447)	(39,265,115)
Net effect of Allowable/Disallowable expenses and tax losses	2,257,447	39,265,115
Prior Period Tax	1,327,207	-
Effect of Deferred Taxes	19,252,578	(17,434,278)
Income tax expense reported in the statement of profit and loss	20,579,785	(17,434,278)

A12 Events occurring after the reporting period

The financial statements were approved by the Board of Directors on 30th April' 21 and there are no significant events occurring after Balance sheet date.

A13 Investor Education and Protection Fund

The Company is not required to transfer any amount to Investor Education and Protection Fund.

A14 Intellectual Property

Powerup has 2 AI based platforms.

Cloud ensure.io is an autonomous cloud governance platform that continuously monitors an enterprise's cloud services, detects security and compliance violations in real time and recommends or executes appropriate fixes.

Botzer.io is an Enterprise AI platform that helps organisation adopt AI faster across natural Language processing, Image recognition, Deeo Learning use cases and saves time in trial and error experimentation.

A15 Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****A16 Segment reporting**

SEGMENT REPORTING Segments have been identified in accordance with Indian Accounting Standards (“Ind AS”) 108 on Operating Segments, considering the risk or return profiles of the business. As required under Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on analysis of various performance indicators. Accordingly, information has been presented for the Company’s operating segments. The Company has identified segments as Banking, Financial Services & Insurance (BFSI), Manufacturing (MFG), Energy & Utilities (E&U), High-Tech, Media & Entertainment (HIME) and CPG, Retail, Pharma & Others (CRP & Others). The Company has presented its segment results accordingly. The reportable segment information for the corresponding previous year has been restated to reflect the above changes to facilitate comparability.

Segmental reporting of revenues on the basis of the geographical location of the customers is as under:

Geography	2020-21	2019-20
India	201,260,499	248,115,944
Singapore	21,176,896	49,942,892
United States	24,639,670	39,391,371
Dubai	2,174,655	10,425,383
Bangladesh	-	768,078
Poland	11,472,592	-
Total	260,724,311	348,643,668

Powerupcloud Technologies Private Limited**Notes accompanying the Financial Statements for the year ended March 31, 2021****A17 Financial Risk Management**

The company's activities expose it to variety of financial risks : market risk, 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 Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

i. Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate.

The Company's revenues are principally in INR. The Company does not enter into hedge transactions.

ii. Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

iii. Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The company measures risk through sensitivity analysis.

iv. Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

v. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The principal credit risk that the Company exposed to is non-collection of trade receivable and late collection of receivable leading to credit loss. The risk is mitigated by reviewing creditworthiness of the prospective customers prior to entering into contract and post contracting, through continuous monitoring of collections by a dedicated team.

The Company makes adequate provision for non-collection of trade receivable and unbilled receivables. Further, the Company has not suffered significant payment defaults by its customers.

In addition, for delay in collection of receivable from parties other than related parties, the Company has made provision for Expected Credit loss ('ECL') based on ageing analysis of its trade receivable. For trade receivables(other than related parties), these range from 1.5% for dues outstanding up to six months to 15.7% for dues outstanding for more than 36 months for 2020-21.

ECL allowance/(reversal) for non-collection and delay in collection of receivable, on a combined basis is (₹ 292,102/-) for the financial year 2019-20. The movement in allowance for doubtful debts comprising provision for both non-collection and delay in collections of receivable.

Powerupcloud Technologies Private Limited

Notes accompanying the Financial Statements for the year ended March 31, 2021

A18	Other Comprehensive Income	As at March 31, 2021	As at March 31, 2020
		INR	INR
Items that will not be reclassified to profit or loss			
	Remeasurements of the net defined benefit Plans	(665,142)	(448,209)
	Income tax relating to Remeasurements of the net defined benefit Plans	167,416	-
		(497,726)	(448,209)
Items that will be reclassified to profit or loss			
	Effective portion of (gains) / losses on hedging instruments in a cash flow hedges	-	-
	Tax relating-Effective portion of gains/losses on hedging instrmnts in CF hedge	-	-
	Foreign Currency Translation Reserve	-	-
		-	-
	TOTAL	(497,726)	(448,209)

A19 Previous year's figures are re-grouped/re-classified wherever considered necessary to make them comparable with current year's figures.

As per our report of even date

For ADITHYA & VISHWAS
Chartered Accountants
Firm Registration No. 008943S

ADITHYA Y S
Digitally signed by ADITHYA Y S
DN: cn=PK, o=Personal,
2.5.4.20=11F56a112688820238703F5E545a078a2caff
a1763ac156ac861c70779d0, postalCode=550002,
st=Karnataka,
serialNumber=846013551310827cc054546464630300
2ca4db338ab49f1c06966974a1a0, cn=ADITHYA Y S
Date: 2021.04.30 22:45:41 +05'30'

Adithya Y S
Partner
Membership No. 209786

Place: Bangalore
Date : 30th April'21

For and on behalf of Board of Directors of
Powerupcloud Technologies Pvt Ltd

ANKIT GARG
Digitally signed
by ANKIT GARG
Date: 2021.04.30
21:32:14 +05'30'

Ankit Garg
Director
DIN: 07086969

Place: Noida
Date : 30th April'21

KEDAR KRISHNA GADGIL
Digitally signed by KEDAR KRISHNA GADGIL
DN: cn=PK, o=Personal,
2.5.4.20=8f48480250747624e1184f76029761e35e8008be0732
8558f4819793ec, postalCode=400002, cn=Mumbai, st=Maharashtra,
serialNumber=0962c04ef7067766c224f0b20504081173bbab367
a8f50ca8580955, cn=KEDAR KRISHNA GADGIL
Date: 2021.04.30 21:03:40 +05'30'

Kedar Krishna Gadgil
Director
DIN: 07224639

Place: Mumbai
Date : 30th April'21

LTI MIDDLE EAST FZ-LLC

ANNUAL REPORT

FOR THE YEAR ENDED MARCH 31, 2021

LTI MIDDLE EAST FZ-LLC

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting their annual report and Audited Accounts for the period ended March 31, 2021.

1. Financial Highlights:

Particulars	2020-21
	AED
Total Income	23,963,908
Total Expenditure	24,205,143
Operating Profit / (Loss)	(241,235)
Add: Interest Income	-
Less: Finance Costs	(551,231)
Profit / (Loss) before Tax	(792,466)
Less : Tax	-
Net Profit / (Loss) after Tax	(792,466)
Add: Balance b/f from previous year	
Balance available for disposal which directors appropriate as follows:	-
Dividend	-
Transfer to Reserves	-
Balance to be carried forward	(792,466)

2. State of Company Affairs / Business Prospects:

The Company was incorporated on November 25, 2020 as a wholly owned subsidiary of Larsen & Toubro Infotech Limited with initial equity share capital of AED 10,000.

The gross sales and other income for the financial period under review were AED 23,963,908. The loss before tax from continuing operations including extraordinary and exceptional items was AED 792,466 and the loss after tax from continuing operations including extraordinary and exceptional items of AED 792,466 for the period under review.

3. Capital Expenditure:

As at March 31 2021, the gross fixed and intangible assets including leased Assets, stood at AED 62,440,000 and the net fixed and intangible assets, including leased assets, at AED 60,757,826. Capital Expenditure during the period under review amounted to AED 62,440,000.

4. Dividend:

The Directors did not propose payment of any dividend during the period under review.

5. Reporting of Frauds:

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees.

6. Details of Significant & Material Orders Passed by the Regulators or Courts:

During the period under review, there were no material and significant orders passed by the regulators or courts impacting the going concern status and the Company's operations in future.

7. Details of Directors and General Manager appointed/resigned during the period under review:

During the period under review, there was no change in the Board of Directors & General Manager of the Company.

8. Financial Statements:

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

9. Auditors:

M/s M&M Al Menhali Auditing are the auditors of the Company. They will continue to be auditors of the Company for the ensuing financial year.

10. Directors Responsibility Statement:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the local statutes for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

11. Acknowledgement

Your Directors acknowledge the invaluable support extended by the Government authorities in Norway and take this opportunity to thank them as well as the customers, supply chain partners, employees, Financial Institutions, Banks and all the various stakeholders for their continued co-operation and support to the Company.

**For and on behalf of the Board
LTI Middle East FZ-LLC**

**Sudhir Chaturvedi
Director**

Date: April 25, 2021
Place: London

INDEPENDENT PRACTITIONER'S REVIEW REPORT

To

The Shareholders,
LTI Middle East FZ-LLC,
 Premise No: 101, Floor 1, Building 7,
 Dubai Outsource City,
 Dubai, UAE.

Report on the Financial Statements

We have reviewed the accompanying financial statements of **LTI Middle East FZ-LLC** which comprise the statement of financial position as at March 31, 2021, and the statement of income, statement of changes in equity and statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standard and applicable financial framework and applicable financial framework, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2400 (Revised), Engagements to Review Historical Financial Statements. ISRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements do not present fairly, in all material respects, the financial position of **LTI Middle East FZ-LLC**, as at March 31, 2021, and its financial performance and cash flows for the period then ended, in accordance with the International Financial Reporting Standard and applicable financial framework.

M&M AL Menhali Auditing,

M&M AL Menhali Auditing



Authorized signatory
 Dubai, United Arab Emirates

April 26, 2021

LTI Middle East FZ-LLC

Dubai

Statement of Financial Position


As at March 31, 2021

(In Arab Emirates Dirhams)

	<u>Schedules</u>	<u>March 31,</u> <u>2021</u>
Assets		
Non-current assets		
Intangible asset	4	60,757,826
Total non current assets		60,757,826
Current assets		
Trade and Other receivables	5	32,475,448
Cash and cash equivalents	6	17,046,663
Total current assets		49,522,111
Total Assets		110,279,937
Equity and Liabilities		
Shareholder's funds		
Share capital		10,000
Additional paid in capital		1,850,000
Accumulated losses		(792,466)
Total shareholder's funds		1,067,534
Non Current liabilities		
Total non current liabilities		-
Current liabilities		
Trade and other payables	7	47,339,640
Amount due to related parties - Current	8	61,872,763
Total current liabilities		109,212,403
Total Liabilities		109,212,403
Total Equity and Liabilities		110,279,937

The accompanying notes and schedules form an integral part of these financial statements.

The financial statements, notes and schedules were approved by the Board on April 25, 2021 and signed on its behalf by:


Sanjeev Pramod Mulay
 Manager



LTI Middle East FZ-LLC

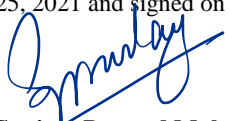
Dubai

Statement of Comprehensive Income**For the period ended March 31, 2021***(In Arab Emirates Dirhams)*

	<i>Notes</i>	From 25 November 2020 to 31 March 2021
Revenue	9	23,963,908
Cost of revenue	10	(20,985,094)
Gross Profit		2,978,814
General and administrative expenses	11	(1,537,875)
Amortisation	4	(1,682,174)
Total Operating Expenses		(3,220,049)
Loss from operating activities		(241,235)
Finance Charges	12	(551,231)
Net loss for the period		(792,466)

The accompanying notes and schedules form an integral part of these financial statements.

The financial statements, notes and schedules were approved by the Board on April 25, 2021 and signed on its behalf by:


Sanjeev Pramod Mulay
Manager



LTI Middle East FZ-LLC

Dubai

Statement of changes in equity
For the period ended March 31, 2021


(In Arab Emirates Dirhams)

	Share capital	Additional paid in capital	Retained earnings/(losses)	Total
Share capital introduced	10,000	1,850,000	-	1,860,000
Net profit/(loss)	-	-	(792,466)	(792,466)
Balance at March 31, 2021	10,000	1,850,000	(792,466)	1,067,534

(The Parent company has brought in funds of AED 1,850,000 as an additional paid in capital on 23-2-2021. The company has filed an application with Dubai Development Authority for further issue of shares on 11-4-2021, approval is still awaited)

The accompanying notes and schedules form an integral part of these financial statements.

The financial statements, notes and schedules were approved by the Board on April 25, 2021 and signed on its behalf by:


Sanjeev Pramod Mulay
Manager



LTI Middle East FZ-LLC

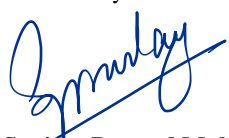
Dubai

Statement of Cash Flows**For the period ended March 31, 2021***(In Arab Emirates Dirhams)*

	March 31,
	2021
Cash flows from/(used in) operating activities:	
Net loss for the period	(792,466)
Amortisation	1,682,174
Decrease/(Increase) in trade and other receivables	(32,475,448)
Increase in due to related parties	6,372,763
Increase in trade and other payables	47,339,640
Net Cash flows (used in) operating activities	22,126,663
Cash flows from/(used in) investing activities:	
Purchase of Intangible assets	(62,440,000)
Net Cash flows (used in) investing activities	(62,440,000)
Cash flows from/(used in) financing activities:	
Share capital introduced	10,000
Loan from related party	55,500,000
Additional paid in capital introduced	1,850,000
Net cash flows from financing activities	57,360,000
Net (Decrease) in cash and cash equivalents	17,046,663
Cash and cash equivalents, beginning of the period	-
Cash and cash equivalents, end of the period	17,046,663
Represented by:	
Bank Balances	17,046,663
	17,046,663

The accompanying notes and schedules form an integral part of these financial statements.

The financial statements, notes and schedules were approved by the Board on April 25, 2021 and signed on its behalf by:


Sanjeev Pramod Mulay
 Manager



LTI Middle East FZ-LLC
DUBAI, U.A.E

Notes to the Financial Statements
For the period November 25, 2020 to March 31, 2021

1. LEGAL STATUS & ACTIVITIES:

- a) **LTI Middle East FZ-LLC**, (“the Company”) is registered with Dubai Development Authority, as a Free Zone Limited Liability Company and operates under the License No. 97938 issued on November 25, 2020.
- b) The Company is engaged in,
IT Service
- Consultancy
 - Customer service
 - Developer
 - Solution provider
 - Support service provider
- Software
- Consultancy
 - Customer service
 - Developer
 - Solution provider
 - Support service provider
- c) The management of the Company is vested with Mr. Sanjeev Pramod Mulay, General Manager.
- d) The company is formed on November 25, 2020 and this is the first period of its operation.
- e) The registered office is in office is in Premise No: 101, Floor 1, Building 7, Dubai Outsource City, Dubai, UAE.
- f) Authorised, issued and paid-up capital of the Company is AED 10,000 divided in to 10 shares of AED 1,000 each fully paid and held by the shareholder,

Name of shareholder	Number of shares	Value in AED	%
Larsen and Toubro Infotech Ltd.	10	10,000	100%
Total	10	10,000	100%

The Parent company has brought in funds of AED 1,850,000 as an additional paid in capital on 23-2-2021. The company has filed an application with Dubai Development Authority for further issue of shares on 11-4-2021, approval is still awaited.

2. BASIS OF PREPARATION

2.1 Basis of accounting

The financial statements of the entity are prepared in accordance with IFRS for SMEs International Financial Reporting Standards (IFRSs) for SMEs issued by the International Accounting Standards Board (IASB), interpretations issued by International Financial Reporting Interpretations Committee (IFRIC), and comply, wherever appropriate, with the rules and regulations of rules and regulations of DMCC company regulations 2020. The requirements of the standards applied have been satisfied in full, and the financial statements therefore provide a true and fair view of the Company net assets, financial position and results of operations.

LTI Middle East FZ-LLC
DUBAI, U.A.E

Notes to the Financial Statements

For the period November 25, 2020 to March 31, 2021

The financial statements consist of Statement of financial position, statement of income, statement of changes on equity, statement of cash flows and notes comprising accounting policies and other information. In order to improve the clarity of presentation, various items in the statement of financial position and in the income statement have been combined. These items are disclosed and explained separately in the Notes.

The financial statements are prepared using accrual basis of accounting. The income statement has been classified in accordance with the nature of expense method. Cash flow has been presented under indirect method. The financial statements are prepared under the historical cost convention modified to incorporate the movements on carrying values of assets and liabilities except those assets and liabilities which are recognized at fair value as required under the relevant accounting policy.

2.2 Authorization date

Authorization date is that on which the financial statements are authorized and approved by the management. The authorization date Creative Sourcing Solutions DMCC is April 25, 2021.

2.3 Currency

The financial statements are presented in Arab Emirates Dirham (“AED”), which is the functional and presentation currency of the Company.

3. Accounting estimates and judgements

In the preparation of financial statements in accordance with International Financial Reporting Standards for SME (IFRS) management is required to make a number of judgements, estimates and assumptions in the application of certain accounting policies that affect the reported assets, liabilities, income and expenses. These estimates and assumptions are reviewed on an annual basis and are based on historical experiences and other factors, including expectations of future events that are assumed reasonable under the current conditions.

These assumptions and estimation uncertainties to disclose about the information related to the assumptions and estimation uncertainties that have a significant risk of resulting in material adjustment to the financial statements.

In the absence of specific accounting requirement that applies to a particular transaction, as per IFRS for SME, management need to use judgement in developing and applying an accounting policy that results in information that is relevant to the economic decision made by the users and reliable to the financial statements. Therefore, for each transaction, management need to consider the requirement under IFRS for SME and recognition, measurement concepts for assets, liabilities, income and expense in the conceptual framework.

An entity shall change an accounting policy only if the change is required by an IFRS or results in the financial statements providing reliable and more relevant information about the effects of transactions, other events or conditions on the entity’s financial position, financial performance or cash flows. **A change in accounting policy will be applied retrospectively.**

A change in accounting estimate is an adjustment of the carrying amount of an asset or a liability, or the amount of the periodic consumption of an asset, that results from the assessment of the present status of, and expected future benefits and obligations associated with, assets and liabilities. **Changes in accounting estimates result from new information or new developments and, accordingly, are not corrections of errors and are applied prospectively.**

LTI Middle East FZ-LLC
DUBAI, U.A.E

Notes to the Financial Statements

For the period November 25, 2020 to March 31, 2021

3.1 Intangible Assets

An intangible asset is an identifiable non-monetary asset without physical substance.

Initially Intangible assets are capitalised at cost, only when future economic benefits are probable, and it can be reliably measured. Cost includes the purchase price together with any directly attributable expenditure.

The entity assesses the probability of expected future economic benefits using reasonable and supportable assumptions that represent management's best estimate of the set of economic conditions that will exist over the useful life of the asset.

An intangible asset shall be regarded by the entity as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity. An intangible asset with an indefinite useful life shall not be amortized.

The depreciable amount of an intangible asset with a finite useful life shall be allocated on a systematic basis over its useful life. Amortization shall begin when the asset is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Amortization shall cease at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with IFRS 5 and the date that the asset is derecognized.

Intangible assets are amortised on a straight-line basis over their estimated useful lives as follows:

License to use assets	6 years
-----------------------	---------

Refer Note: 4.

3.2 Trade and Other receivables

Trade receivables

Trade receivables are amounts due from customers for the sale of goods or provision of services and are recognized when invoice has been issued. A receivable is recognised at the undiscounted amount of cash receivable from that entity, which is normally the invoice price. At the end of each reporting period, an assessment is made whether there is an objective evidence of impairment. Estimates of the collectible amount of trade receivable are made when collection of the full amount is no longer probable.

This estimation is performed on an individual basis. Amount which are not individually insignificant, but which are past due, are assessed collectively and an allowance applied accordingly to the length of time past due, based on historical recovery rates.

During the period, there are no trade receivables outstanding.

Other receivables

Other receivables are considered as current assets if they mature not more than 12 months after the balance sheet date; otherwise, they are recognised as non-current asset. It is initially recognised at fair value including transaction costs and carried at amortised cost using the effective interest method.

A prepaid expense is a type of asset that arises on balance sheet as a result of the entity making payments for goods or services to be received in the near future. While prepaid expenses are initially recorded as asset, their value is expensed over time as the benefit is received. **Refer Note: 5.**

LTI Middle East FZ-LLC
DUBAI, U.A.E

Notes to the Financial Statements

For the period November 25, 2020 to March 31, 2021

3.3 Cash and cash equivalents

Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to insignificant risk of changes in value. They are held to meet short-term cash commitments instead of for investment or other purposes. They are carried at their principal amount. **Refer Note: 6.**

3.4 Related party transactions

Related party transactions are the transfer of resources, services or obligations between a reporting Company and its related parties. The related party can be a person or entity that is related to the Company a person or close member of that person's family is related to a reporting Company if the person is a member of the key management personnel or has joint control over the Company or has significant influence on the Company.

An entity is related to the reporting Company if the entity and the reporting Company are members of the same group example like subsidiary, fellow subsidiary or parent, or associate, joint venture. **Refer Note: 8.**

Common types of related party transactions for the Company are as follows:

- Transactions with its principal owners
- Transactions between entity under common control or has significant influence

The following are the related party transactions for the period:

Name of related parties	Relationship	Nature of transaction	Amount
Larsen and Toubro Infotech Ltd.	Holding Company	Loan taken	55,500,000
Larsen and Toubro Infotech Ltd.	Holding Company	Payable	5,169,823
Larsen and Toubro Infotech Ltd., Abu Dhabi	Group Company	Payable	446,833
Larsen and Toubro Infotech Ltd., Dubai	Group Company	Payable	756,107

3.5 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business. Trade payables are initially recorded at fair value and subsequently measured at amortised cost using the effective interest method.

An accrued expense is an accounting expenses recognised in the accounting records before it is paid for. It is a liability and is current. These expenses are typically periodic and documented on entity's balance sheet due to high probability that they will be paid. **Refer Note: 7.**

3.6 Revenue analysis

Revenue is measured at fair value of the consideration received or receivable. The fair value of the consideration received or receivable takes into account the amount of any trade discounts, prompt settlement discounts and volume rebates allowed by the entity.

Revenue includes gross inflows of economic benefits received or receivable by the entity on its own account. The entity excludes from revenue all amounts collected on behalf of third parties such as sales taxes, goods and services and value added taxes.

LTI Middle East FZ-LLC
DUBAI, U.A.E

Notes to the Financial Statements

For the period November 25, 2020 to March 31, 2021

The majority of revenue is generated through consultancies related to IT services and software; the company follows below mentioned recognition criteria as outlined by IFRS for SMEs.

The entity recognises revenue by referring to the stage of completion of the transactions at the end of reporting period (sometimes referred to as percentage of completion method). Revenue is recognised when the amount can be reliably measured, probable that economic benefits will flow to the entity, stage of completion at the end of reporting period can be reliably measured and the cost incurred for the transactions and the costs to complete the transaction can be reliably measured.

For transactions when percentage of completion cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised as recoverable. **Refer Note: 9.**

3.7 Cost of revenue

Costs of revenue are the direct costs attributable in rendering the services. This amount includes the cost of the materials used in rendering the services along with the direct labour costs. **Refer Note: 10.**

3.8 Cash flow statement

The cash flow statement is prepared in accordance with IAS 7. Statement of Cash flows discloses the cash inflow and outflow in order to present the source and application of cash and cash equivalents. It distinguishes between cash flow from operating activities, investing activities and financing activities.

Cash flow from operating activities

Operating activities are the principal revenue-producing activities of the entity and other activities that are not investing or financing activities. Therefore, they generally result from the transactions and other events that enter into the determination of profit or loss.

The depreciation, amortisation and impairment losses contained in profit or loss are non-cash effects and are therefore eliminated.

Cash flow from financing activities

Financing activities are activities that result in changes in the size and composition of the contributed equity and borrowings of the entity. Financing activities contains details of cash proceeds or payments made in relation to equity and debt.

LTI Middle East FZ-LLC

Dubai

Notes to the Financial Statements**For the period ended March 31, 2021***(In Arab Emirates Dirhams)*

4 Intangible asset	<u>March 31,</u> <u>2021</u>
License to use assets	
Cost:	
Additions during the period	62,440,000
	<u>62,440,000</u>
Amortisation:	
Amortisation for the period	1,682,174
	<u>1,682,174</u>
Net book value	<u>60,757,826</u>
5 Trade and Other receivables	<u>March 31,</u> <u>2021</u>
Deposits	279,266
Prepayments	82,540
Accrued revenue	23,963,908
Advance to vendor	5,000,000
Other receivables	3,149,734
	<u>32,475,448</u>
6 Cash and cash equivalents	<u>March 31,</u> <u>2021</u>
Cash at banks*	17,046,663
	<u>17,046,663</u>
*The company is in the process of obtaining bank balance confirmation as on 31-03-2021.	
7 Trade and other payables	<u>March 31,</u> <u>2021</u>
Trade payable	31,468,638
Staff payable	589,142
Provision for expenses	15,281,860
	<u>47,339,640</u>

LTI Middle East FZ-LLC

Dubai

Notes to the Financial Statements**For the period ended March 31, 2021***(In Arab Emirates Dirhams)***8 Transactions with related party**

The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in International Financial Reporting Standards (IFRS). Related parties comprise companies and entities under common ownership and/or common management and control; their partners and key management personnel.

The Group believes that the terms of such transactions are not significantly different from those that could have been obtained from third parties.

The Group provides/receives funds to/from related parties as and when required as working capital facilities.

At the end of the reporting period, due to related parties were as follows:

Amount due to related parties

	<u>March 31,</u> <u>2021</u>
Larsen and Toubro Infotech Ltd.	60,669,823
Larsen and Toubro Infotech Ltd., Abu Dhabi	446,833
Larsen and Toubro Infotech Ltd., Dubai	756,107
	<u>61,872,763</u>

The nature of significant related parties transactions and the amounts are as follows:

	<u>From 25 November</u> <u>2020 to 31 March</u> <u>2021</u>
Recharge of expenses	
Larsen and Toubro Infotech Ltd., Dubai	665,766
Larsen and Toubro Infotech Ltd.	4,654,911
Larsen and Toubro Infotech Ltd., Abu Dhabi	346,408
Commission expenses	
Larsen and Toubro Infotech Ltd.	107,705
Finance charges	
Larsen and Toubro Infotech Ltd.	514,918
Larsen and Toubro Infotech Canada Ltd.	36,313
Loan taken	
Larsen and Toubro Infotech Ltd.	55,500,000

9 Revenue

	<u>From 25 November</u> <u>2020 to 31 March</u> <u>2021</u>
Revenue from services	23,963,908
	<u>23,963,908</u>

LTI Middle East FZ-LLC

Dubai

Notes to the Financial Statements**For the period ended March 31, 2021***(In Arab Emirates Dirhams)***10 Cost of revenue**

**From 25 November
2020 to 31 March
2021**

Direct expenses	15,236,942
Other direct cost	5,748,152
	20,985,094

11 General and administrative expenses

**From 25 November
2020 to 31 March
2021**

Salaries and other benefits	625,000
Forex loss	515,594
Legal and professional charges	185,525
Commission expenses	107,705
Bank charges	62,981
Rent	40,970
Insurance	100
	1,537,875


12 Finance Charges

**From 25 November
2020 to 31 March
2021**

Interest on loan from related parties	551,231
	551,231

The accompanying notes and schedules form an integral part of these financial statements.

The financial statements, notes and schedules were approved by the Board on April 25, 2021 and signed on its behalf by:


Sanjeev Pramod Mulay
Manager



LARSEN & TOUBRO INFOTECH UK LTD

UNAUDITED FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2021

LARSEN & TOUBRO INFOTECH UK LIMITED
BALANCE SHEET AS AT MARCH 31, 2021

Particulars	Note No.	As at 31-03-2021 GBP
ASSETS		
Non-current assets		
(h) Deferred Tax Assets(Net)	A	3,926
Total Non-Current Assets		3,926
Current assets		
(a) Financial Assets		
(ii) Trade receivable	B	619,426
(iii) Unbilled Revenue		355,872
(iv) Cash and Cash Equivalents	C	28,976
Total Current Assets		1,004,274
TOTAL ASSETS		1,008,201
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share capital	D	1,000
(b) Other Equity		
(ii) Retained Earnings	E	20,554
Total Equity		21,554
Liabilities		
Current liabilities		
(a) Financial Liabilities		
(i) Trade Payables		
Due to others	F	867,771
(c) Other Current Liabilities		110,129
(e) Current income tax Liabilities (Net)	G	8,748
Total Current Liabilities		986,647
TOTAL EQUITY AND LIABILITIES		1,008,201

LARSEN & TOUBRO INFOTECH UK LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2021

Particulars	Note No.	Aug'20 - Mar'21 GBP
Total Income:		
Revenue from Operations	H	903,911
Other Income	I	652
		904,564
Expenses:		
Employee Benefit Expense	J	747,877
Operating expenses	K	117,461
Other expenses	L	13,850
Total Expenses		879,189
Profit before tax		25,375
Tax expense		
Current tax (net)		8,748
Deferred tax		(3,926)
		4,821
Profit after tax		20,554
NET PROFIT FOR THE YEAR		20,554

LARSEN & TOUBRO INFOTECH UK LIMITED**Cash Flow Statement For The Period Ended March 31, 2021**

Particulars	Aug'20 - Mar'21
A. Cash flow from operating activities	
Net profit after tax	20,554
Adjustments to reconcile net profit to net cash provided by operating activities:	
Income tax expense	4,821
Provision for doubtful debts (net)	20,665
Operating profit before working capital changes	46,040
Changes in working capital	
(Increase)/decrease in trade receivables & unbilled revenue	(995,964)
Increase/(decrease) in trade & other payables	977,899
(Increase)/decrease in working capital	(18,064)
Cash generated from operations	27,976
Income taxes paid	-
Net cash (used in)/generated from operating activities	27,976
B. Cash flow from investing activities	-
Net cash (used in)/generated from investing activities	-
C. Cash flow from financing activities	
Proceeds from issue of share capital	1,000
Net cash (used in)/generated from financing activities	1,000
Net increase/(decrease) in cash and cash equivalents	28,976
Cash and cash equivalents at beginning of the period	-
Cash and cash equivalents at end of the period	28,976

LARSEN & TOUBRO INFOTECH UK LIMITED

Notes forming part of accounts

A	Deferred tax Asset	As at 31-03-2021
		GBP
	Deferred Tax Asset	3,926
		3,926
B	Trade receivables	As at 31-03-2021
		GBP
	Considered good - Secured	-
	Considered good - Unsecured	
	- Due from fellow subsidiaries	11,664
	- Others	622,887
Less : Allowance as per ECL matrix	(15,125)	
	619,426	
C	Cash & Cash Equivalent	As at 31-03-2021
		GBP
	Balances with Bank - in current accounts	28,976
	28,976	
D	Equity Share Capital	As at 31-03-2021
		GBP
	Authorised : 1000 fully paid equity shares of GBP 1 each	1,000
	Issued, paid up and subscribed 1000 fully paid equity shares of GBP 1 each	1,000
		1,000
E	Other Equity	As at 31-03-2021
		GBP
	Profit and loss account Opening balance	-
	Add: Profit for the year	20,554
	Balance to be carried forward	20,554
F	Trade Payable	As at 31-03-2021
		GBP
	Due to holding	757,243
	Accrued Expenses	110,528
	867,771	
G	Tax Liabilities	As at 31-03-2021
		GBP
	Current Tax liabilities	8,748
	8,748	

LARSEN & TOUBRO INFOTECH UK LIMITED

Notes forming part of accounts

H	Revenue from Operations	Aug'20 - Mar'21 GBP
	Sale of products	37,383
	Sale of Services	866,529
		903,911

I	Other Income	Aug'20 - Mar'21 GBP
	Foreign Exchange Gain/(Loss)	652
		652

J	Employee Benefit Expense	Aug'20 - Mar'21 GBP
	Salaries	747,877
		747,877

K	Operating expenses	Aug'20 - Mar'21 GBP
	Cost of equipment, hardware and software packages	21,918
	Consultancy charges	74,760
	Allowance for doubtful debts and advances	20,665
	Miscellaneous expenses	118
		117,461

L	Other expenses	Aug'20 - Mar'21 GBP
	Legal and Professional Charges	13,850
		13,850