



**COMPUAGE INFOCOM LTD**

### **Notice of Annual General Meeting**

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of the Company will be held on Monday, 10<sup>th</sup> March, 2025 at 01:00 P.M. for the financial year 2023-2024 through Video Conference (“VC”)/ Other Audio-Visual Means (OAVM”) (hereinafter referred to as “electronic mode”) to transact the following business:

#### **ORDINARY BUSINESS: -**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March,2024, along with the Reports of the Resolution Professional and the Auditors thereon;

**FOR Compuage Infocom Limited (Under CIRP)**

**Sd/-**

**Gajesh Labhchand Jain**

Resolution Professional in the matter of M/s Compuage Infocom Limited vide Hon’ble NCLT order dated 29.04.2024, received on 09.05.2024.

**Reg. No.: IBBI/IPA-001/IP-P-01697/2019 -2020/12588**

**AFA Validity:** 31/12/2025

**Reg. Address with IBBI:** D-501, Clifton Society, Raviraj Oberoi Marg, Shastri Nagar, Andheri (west), Mumbai 400053

**Project-specific address for correspondence:** C-602, Remi Biz Court, Off Veera Desai road, Azad Nagar, Andheri west, Mumbai -400053

**Reg. Email ID with IBBI:** [gajeshjain@gmail.com](mailto:gajeshjain@gmail.com)

**Project specific email ID for correspondence:** [cirp.compuage@gmail.com](mailto:cirp.compuage@gmail.com)

*(Compuage Infocom Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Gajesh Labhchand Jain, appointed under the provisions of the Insolvency and Bankruptcy Code 2016.)*

**Date:** 14<sup>th</sup> February, 2025

**Place:** Mumbai

**309, A to Z Industrial Estate,  
Ganpatrao Kadam Marg, Lower  
Parel, Delisle Road, Mumbai-  
400013, India.  
Ph.: +91-22-4748 5603  
info@compuageindia.com  
www.compuageindia.com  
CIN: L99999MH1999PLC135914**

**NOTES:**

1. In view of the continuing global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (hereinafter referred to as “MCA”) vide its General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and General Circular 02/2022 dated 5<sup>th</sup> May, 2022, (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (hereinafter referred to as “AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (hereinafter referred to as “Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company situated at 309, A to Z Industrial Estate Ganpatrao Kadam Marg Lower Parel, Mumbai Delisle Road Mumbai MH 400013 IN
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, SEBI Circular dated 15<sup>th</sup> January, 2021, SEBI Circular dated 13<sup>th</sup> May, 2022 (hereinafter referred to as “SEBI Circulars”), this Notice along with the Annual Report 2023-24, is being sent only through electronic mode to those Members whose email addresses are registered with the Company / depositories.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. The Members can join the AGM through VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM shall be made available to at least 1000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Ms. Dhruiti Satia, Practicing Company Secretary, (COP No.: 21346 & ACS No.: 45096), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize

## COMPUAGE INFOCOM LTD

- the voting and remote e-voting process in a fair and transparent manner.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body resolution / authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-Voting. The said resolution / authorization shall be sent to the Scrutinizer by email through its registered email address to [dhruuti@dsatia.in](mailto:dhruuti@dsatia.in) with a copy marked to [info@compuageindia.com](mailto:info@compuageindia.com).
  8. Details under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at the AGM, form integral part of this Notice.
  9. Members may note that this Notice and the Annual Report 2023-24 will also be available on the Company's website at [www.compuageindia.com](http://www.compuageindia.com), websites of the stock exchanges, i.e., BSE Limited (hereinafter referred to as "BSE") and National Stock Exchange of India Limited (hereinafter referred to as "NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
  10. As per Regulation 40 of the Listing Regulations, as amended, requests for transfer, transmission and transposition of securities of listed companies shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (hereinafter referred to as "RTA / MIPL") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard.
  11. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
  12. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  13. Members are requested to :-
    - i. Intimate to the RTA of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the DPs and not to the Company / RTA.
    - ii. Quote Registered Folio no. or DP ID / Client ID no. in all their correspondence.
    - iii. Approach the RTA of the Company for consolidation of folios.
    - iv. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Act and forward the same to the RTA, if not done. (Applicable for those holding shares in physical form).
    - v. Send all share transfer lodgments (physical mode) / correspondence to the RTA of the Company.

**RTA DETAILS:**

MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)  
C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400 083.

14. The Company's shares are listed on BSE and NSE and applicable listing fees have been paid upto the date.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
17. Any person, who acquires shares of the Company and becomes its Member after the sending of this Notice and holds shares as on the cut-off date for e-Voting, i.e., Monday, 03<sup>rd</sup> March, 2025, may obtain the Login ID and Password by sending a request to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com). However, if he / she is already registered with MIPL for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
18. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members with facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system during the AGM will be provided by MIPL.

- I. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- II. The remote e-Voting period commences on Thursday, 06<sup>th</sup> March, 2025, 9:00 Hours IST and ends on Sunday, 09<sup>th</sup> March, 2025, 05.00 PM. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date for e-Voting, i.e., Monday, 03<sup>rd</sup> March, 2025, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by MIPL for voting thereafter.
- III. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the Monday, 03<sup>rd</sup> March, 2025. Subject to receipt of requisite number of votes, the resolutions passed by remote e-Voting are deemed to have been passed as if they have been passed at the AGM, i.e., Monday, 10<sup>th</sup> March, 2025.
- IV. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., Monday, 03<sup>rd</sup> March, 2025, shall be entitled to avail the facility of remote e-Voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual



## COMPUAGE INFOCOM LTD

Shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e., Monday, 03<sup>rd</sup> March, 2025, may obtain the User ID and password by duly following the procedure as mentioned..

- V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-Voting facility. The e-Voting module during the AGM shall be disabled by MIIPL for voting 30 minutes after the conclusion of the AGM.
19. Any person, who acquires shares of the Company and becomes its Member after the sending of this Notice and holds shares as on the cut-off date for e-Voting, i.e., Monday, 03<sup>rd</sup> March, 2025, may obtain the Login ID and Password by sending a request to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com). However, if he / she is already registered with MIIPL for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

### REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

#### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

###### **Shareholders who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter User ID and Password. Click on “Login”
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

###### **Shareholders who have not registered for NSDL IDeAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.



## COMPUAGE INFOCOM LTD

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
  - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

##### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

**309, A to Z Industrial Estate,  
Ganpatrao Kadam Marg, Lower  
Parel, Delisle Road, Mumbai-  
400013, India.  
Ph.: +91-22-4748 5603  
info@compuageindia.com  
www.compuageindia.com  
CIN: L99999MH1999PLC135914**

## COMPUAGE INFOCOM LTD

- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Login method for shareholders holding securities in physical mode /

**Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice

## COMPUAGE INFOCOM LTD

- (The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
  - ❖ Click “Submit” (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
- A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”
- d) Cast your vote electronically:
- A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
  - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID  
i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.



## COMPUAGE INFOCOM LTD

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- Enter the “**Event No.**” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.  
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**OR**

#### METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Individual Shareholders holding securities in demat mode:

**309, A to Z Industrial Estate,  
Ganpatrao Kadam Marg, Lower  
Parel, Delisle Road, Mumbai-  
400013, India.  
Ph.: +91-22-4748 5603  
info@compuageindia.com  
www.compuageindia.com  
CIN: L99999MH1999PLC135914**



Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

## COMPUAGE INFOCOM LTD

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### LOGIN METHOD FOR SHAREHOLDERS TO ATTEND THE GENERAL MEETING THROUGH INSTAMEET:

- e) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- f) Select the “Company” and ‘Event Date’ and register with your following details:

**E. Demat Account No. or Folio No:**

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

**F. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**G. Mobile No:** Enter your Mobile No.

**H. Email ID:** Enter your email Id as recorded with your DP/ Company.

- g) Click “Go to Meeting”  
You are now registered for InstaMeet, and your attendance is marked for the meeting.

### **Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

### **Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

**309, A to Z Industrial Estate,  
Ganpatrao Kadam Marg, Lower  
Parel, Delisle Road, Mumbai-  
400013, India.  
Ph.: +91-22-4748 5603  
info@compuageindia.com  
www.compuageindia.com  
CIN: L99999MH1999PLC135914**

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Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

### **Note:**

*Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

*Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

*Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

### **Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

### **GENERAL GUIDELINES FOR SHAREHOLDERS:**

- I. A Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- II. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Monday, 03<sup>rd</sup> March, 2025, only shall be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.
- III. During the voting period, Shareholders can login any number of time till they have voted on the

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## COMPUAGE INFOCOM LTD

- resolution(s) for a particular “Event”.
- IV. Shareholders holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.
- V. In case the Shareholders have any queries or issues regarding e-Voting, please refer the Frequently Asked Questions (FAQs) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) or Call us :- Tel : +91 (022) – 4918 6000.
- VI. The Chairman shall, during the AGM / at the end of discussion / after every business item for the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by way of e- Voting system for the purpose of conducting a poll for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- VII. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes casted through remote e-Voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to BSE, NSE and RTA and will also be displayed on the Company’s website at [www.compuageindia.com](http://www.compuageindia.com) and on the RTA’s website at <https://instavote.linkintime.co.in>.
- VIII. The voting results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.compuageindia.com](http://www.compuageindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges.

**DIRECTORS' REPORT**

To,  
Dear Members,

The Resolution Professional has pleasure in presenting the 25<sup>th</sup> Annual Report of the Company along with Audited Accounts for the financial year ended March 31,2024.

An application for Corporate Insolvency Resolution Process of Compuage Infocom Limited was filed by Plus Plus Unified Engaugement Services Private Limited under Section 7 of the Insolvency and Bankruptcy Code, 2016, ("Code") being CP No. CP(IB)329/MB/2023. The said application was admitted by the Hon'ble NCLT, Mumbai Bench vide Order dated 02.11.2023 ("CIRP Order") and Mr. Arun Kapoor was appointed as the Interim Resolution Professional (IRP). Further, the Hon'ble NCLT, Mumbai Bench has passed an order dated 29.04.2024 (order received on 09.05.2024), to replace IRP Mr. Arun Kapoor (IBBI/IPA-003/IP-N00030/2017-18/10230) and has appointed Mr. Gajesh Labhchand Jain (Registration no. IBBI/IPA-001/IP-P-01697/2019-2020/12588) as new Resolution Professional (RP) under the Code in matter of CIRP of M/s Compuage Infocom Limited

Since the company is under Corporate Insolvency Resolution Process (CIRP), as per Section 17 of the Insolvency & Bankruptcy Code, 2016 from the date of appointment of the Resolution Professional.

- i. the management of the affairs of the company shall vest in the Resolution Professional.
- ii. the powers of the Board of Directors of the company shall stand suspended and be exercised by the Resolution Professional.
- iii. the officers and managers of the company shall report to the Resolution Professional and provide access to such documents and records of the company as may be required by the Resolution Professional.
- iv. the financial institutions maintaining accounts of the company shall act on the instructions of the Resolution Professional in relation to such accounts and furnish all information relating to the company available with them to the Resolution Professional.

**1. FINANCIAL HIGHLIGHTS:**

The highlights of the Financial Results are as tabulated below:

(Rs. in Lakh)

Particulars	Standalone		Consolidated	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Revenue from Operations & Other Income	2641.79	3,74,551.18	2641.79	3,74,551.18
<b>Total Expense</b>	<b>12901.41</b>	<b>3,94,673.33</b>	<b>12,917.71</b>	<b>3,94,676.33</b>
Finance Cost	4812.86	7379.13	4812.86	7379.13
Depreciation	255.58	307.71	255.58	307.71
Profit/(Loss) before exceptional items and tax	(10,259.62)	(20,122.15)	(10,275.92)	(20,125.15)
Exceptional Items	27,065.88	-	27,065.88	-
<b>Profit before Tax</b>	<b>(37,325.50)</b>	<b>(20,122.15)</b>	<b>(37,341.80)</b>	<b>(20,125.15)</b>
Less: Tax Expense	135.39	(141.09)	135.39	(141.09)
<b>Profit after Tax Provision</b>	<b>(37,460.89)</b>	<b>(19,981.06)</b>	<b>(37,477.19)</b>	<b>(19,984.06)</b>
Less: Other Comprehensive Income	(48.60)	(65.14)	(48.60)	(65.14)
<b>Total Comprehensive Income for the year</b>	<b>(37,509.49)</b>	<b>(20,046.20)</b>	<b>(37,525.79)</b>	<b>(20,049.20)</b>



## COMPUAGE INFOCOM LTD

EPS (Basic)	(43.73)	(28.16)	(43.75)	(28.16)
EPS (Diluted)	(43.73)	(28.16)	(43.75)	(28.16)

### 2. **BUSINESS PERFORMANCE:**

#### **Standalone:**

During this year, your Company has achieved a turnover of Rs. 2493.07 Lakhs as against Rs. 3,73,948.47 Lakhs in the previous year. Your Company has incurred loss of Rs. 37460.89 Lakhs as compared to last year loss of Rs. 19,981.06 Lakhs.

#### **Consolidated:**

During this year, your Company has achieved a turnover of Rs. 2493.07 Lakhs as against Rs. 3,73,948.47 Lakhs in the previous year. Your Company has incurred loss of Rs. 37,477.19 Lakhs as compared to last year loss of Rs. 19,984.06 Lakhs.

### 3. **DIVIDEND:**

Your Company is under Corporate Insolvency Resolution Process (CIRP) and incurring losses, the Board of Directors (suspended during CIRP) does not recommend any dividend for the year 2023-24.

### 4. **TRANSFER TO RESERVES:**

The Company has not transferred any amount to reserves during the year under review.

### 5. **MATERIAL CHANGES POST CLOSURE OF FINANCIAL YEAR**

An application for Corporate Insolvency Resolution Process of Compuage Infocom Limited was filed by Plus Plus Unified Engagement Services Private Limited under Section 7 of the Insolvency and Bankruptcy Code, 2016, ("Code") being CP No. CP(IB)329/MB/2023. The said application was admitted by the Hon'ble NCLT, Mumbai Bench vide Order dated 02.11.2023 ("CIRP Order") and Mr. Arun Kapoor was appointed as the Interim Resolution Professional (IRP). Further, the Hon'ble NCLT, Mumbai Bench has passed an order dated 29.04.2024 (order received on 09.05.2024), to replace IRP Mr. Arun Kapoor (IBBI/IPA-003/IP-N00030/2017-18/10230) and has appointed Mr. Gajesh Labhchand Jain (Registration no. IBBI/IPA-001/IP-P-01697/2019-2020/12588) as new Resolution Professional (RP) under the Code in matter of CIRP of M/s Compuage Infocom Limited

### 6. **SUBSIDIARY COMPANY:**

#### **Compuage Infocom (S) Pte. Ltd.:**

Compuage Infocom (S) Pte. Ltd. is a wholly-owned subsidiary of the Company. There was no business activity in the Subsidiary Company during the year as the Company has transferred its business to its Singapore Branch.

In accordance with Section 129(3) of the Companies Act, 2013 (hereinafter referred to as "Act"), a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is appended as Annexure "A" to the Directors' Report.

Further, no new subsidiary was acquired nor any subsidiary ceased to exist during the year under review.

### 7. **CONSOLIDATED FINANCIAL STATEMENTS:**

## COMPUAGE INFOCOM LTD

The Consolidated Financial Statements of the Company and its subsidiary, prepared in accordance with the Act and applicable Accounting Standards along with all relevant documents and the Auditors' Report, form part of the Annual Report.

### 8. SHARE CAPITAL:

Capital Structure of the Company during the under review as below:

a) Authorized Capital: The Authorized share capital of the Company as on March 31, 2024 stood at ` 3030.07 lakhs comprising of 9,62,70,000 Equity shares of Rs. 2/- each, 46,65,600 Preference shares of Rs.0.10 each and 1,10,00,000 Preference shares of Rs. 10/- each.

[b] Paid-up Capital: The paid-up share capital of the Company as on March 31, 2024 stood at 1715.36 lakhs comprising of 8,57,68,064 equity shares of Rs. 2/- each

### 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### **Directors:**

The Hon'ble NCLT vide order dated 02 November, 2023 had initiated the CIRP Proceedings against the Company and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the IRP, Mr. Arun Kapoor. Thereafter, Hon'ble NCLT, Mumbai Bench had passed an order dated 29<sup>th</sup> April, 2024 (Order received on 09.05.2024), for the replacement of IRP with RP and appointed Mr. Gajesh Labhchand Jain as RP and power of board are vested with the Resolution Professional Mr. Gajesh Labhchand Jain.

As per the aforesaid order the existing Board was suspended.

As on 31<sup>st</sup> March, 2024, the Board of Directors consists of 2 members and both are Executive Directors.

The Board of Directors of the Company as on 31st March, 2024 comprised of:

- (i) Two Executive Directors- Mr. Atul H. Mehta (DIN: 00716869) (Chairman and Managing Director) and Mr. Bhavesh H. Mehta (DIN: 00740861) (Whole-Time Director) and Chief Financial Officer and Chief Operating officer.

#### **Resignation/ Cessation :**

Mr. Virendra G. Bhatt (DIN: 02343351), resigned from the post of Non-Executive Independent Director w.e.f. 02<sup>nd</sup> May, 2023.

Mr. Santosh Laxman More (DIN: 10135133) was appointed as an Independent Additional Director w.e.f 28<sup>th</sup> April, 2023. However, he resigned from the post of Independent Additional Director w.e.f. 14<sup>th</sup> August, 2023.

Thereafter, Mr. Santosh Laxman More (DIN: 10135133) was appointed as Independent Additional Director w.e.f. 26<sup>th</sup> October, 2023 and he resigned from the post of Independent Additional Director w.e.f. 02<sup>nd</sup> November, 2023.

#### **Key Managerial Personnel:**

Pursuant to the provisions of Section 203 of the Act, the following persons are the Key Managerial Personnel of the Company as on date 31<sup>st</sup> March, 2024:

- Mr. Atul H. Mehta – Managing Director

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## COMPUAGE INFOCOM LTD

- Mr. Bhavesh H. Mehta – Whole-Time Director & Chief Financial Officer

### **10. PERFORMANCE EVALUATION OF THE BOARD AND IT'S COMMITTEES:**

Since the Board has been suspended, no performance evaluation of the Board and its Committees are available.

### **11. BOARD AND ITS COMMITTEE:**

As Company is in CIRP, the Board of Directors have been suspended w.e.f. 2<sup>nd</sup> November, 2023 all the powers are vested with the Resolution Professional appointed by the Hon'ble NCLT, Mumbai Bench, vide order dated 2<sup>nd</sup> November, 2023.

In the financial year 2023-24, the Board met three times before commencement of CIRP. the details of which are given in the Corporate Governance Report appended as **Annexure "B"** to the Directors' Report

Since the Board has been suspended, no remuneration to Directors were paid.

### **12. DECLARATION BY INDEPENDENT DIRECTORS:**

As on March 31, 2024 there is no any Independent Directors on board and since the Directors are suspended, no declarations need to be submitted by Independent Directors.

Familiarization Programme:

As on March 31, 2024 there is no any Independent Directors on board and since the Independent Directors have ceased to be Directors, programmes for familiarization of the Independent Directors, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are not available on the Company's website.

### **13. CORPORATE SOCIAL RESPONSIBILITY:**

Since the Company has incurred losses, the Company was not required to spend any amount on CSR during the financial year 2023-24. The CSR Committee of the Board of Directors has been constituted under Section 135 of Companies Act, 2013 read with rules thereunder.

Since the Directors are suspended, No Committee Meetings were held during the financial year under review.

### **14. ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, copy of the Annual Return of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 is placed on the website of the Company at [www.compuageindia.com](http://www.compuageindia.com).

### **15. CORPORATE GOVERNANCE:**

A separate report on Corporate Governance regarding compliance of the conditions of Corporate Governance as stipulated in Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchanges, are enclosed as appended as "**Annexure "B"**" forming part of this Report.

### **16. MANAGEMENT DISCUSSION AND ANALYSIS:**

A report on Management Discussion and Analysis which includes details on the state of affairs of the Company as required under the Regulation 34(2)(e) of the Listing Regulations forms part of the Annual Report.

**17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under the Act, read with the Companies (Accounts) Rules, 2014 is given hereunder:

**A. Conservation of energy:**

Your Company is primarily engaged in marketing and trading activities and has not consumed energy of any significant level and hence no additional investment is required to be made for reduction of energy consumption. However, the Company will continue with its efforts to conserve the energy.

**B. Technology absorption:**

The Company's operations do not require significant absorption of technology.

**C. Earnings And Outgo in Foreign Exchange:**

(Rs. in Lakh)

Particulars	Standalone and Consolidated	
	Current Year (in Rs.)	Previous Year (in Rs.)
Foreign Exchange Earnings	0.00	0.00
Foreign Exchange Outgo	0.00	0.00

**18. PREVENTION AND REDRESSAL OF SEXUAL HARRASSEMENT AT WORK PLACE:**

The Company is committed to provide a safe and conducive work environment to its employees and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder and there were no complaints during the year under review.

**19. PARTICULARS OF EMPLOYEES**

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure "C"** and forms part of this Report.

Relations with employees remained to be cordial. Your Company had 05 employees as of 31st March 2024.

**20. INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROLS:**

The Company has a robust system of internal control, the effectiveness of which is tested by the process of internal audit. Your Company through internal audit under the supervision of the Resolution Professional reviews the risk management process, risk mitigation plans and risk reporting.

The adequacy and effectiveness of Internal Financial Controls have been endorsed by the Internal Auditor and the Statutory Auditors.

**21. STATUTORY AUDITORS:**

In accordance with Section 139 of the Companies Act, 2013, the Members of the Company in its 23<sup>rd</sup> Annual General Meeting, held on 30<sup>th</sup> August, 2022 had appointed M/s. Bhogilal C. Shah & Co., Chartered Accountants, having Firm Registration No.101424W, as the Statutory Auditors of the Company to hold the office for a period of 5 (five) consecutive years from the conclusion of 23<sup>rd</sup> AGM till the conclusion of 28<sup>th</sup> AGM of the Company.

## COMPUAGE INFOCOM LTD

The requirement for annual ratification of Auditor's appointment at the AGM had been omitted pursuant to Companies (Amendment) Act, 2017 notified on 7<sup>th</sup> May, 2018. During the year, the Auditors' had confirmed that they satisfy the independence criteria required under the Act.

Auditor's Observations and Company's response to the observations is as under: -

Certain issues relating to Company's income stream, verification of inventories, default in repayment of loan, trade receivable, doubtful debts etc. and its effect on the going concern aspects, this qualification has been Self-explanatory.

### **22. SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Resolution Professional, had appointed Dhruvi Satia & Co., Practicing Company Secretaries, Firm to conduct Secretarial Audit of the Company for the financial year 2023-24.

The Secretarial Audit Report in form MR-3, for the financial year 2023-24, forms part of the Directors' Report, appended as **Annexure "D"**.

Further, the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2024, in relation to compliance of all applicable SEBI Regulations / circulars / guidelines issued thereunder.

### **Qualifications and Board responses**

The Resolution Professional responses to the qualifications of the Secretarial Audit are as under:

Regarding qualification no. 1 to 16.

Currently, the company is under CIRP, and board is suspended vide National Company Law Tribunal (NCLT), Mumbai bench order dated 02<sup>nd</sup> November, 2023. Consequently, the board of directors has been suspended, and no board meetings have been conducted since the suspension. To the best extent possible, the company is actively working to comply with all applicable regulations during this process.

### **23. COST AUDIT:**

The provisions of Section 148 of the Act are not applicable to the Company and accordingly the Company is not required to maintain cost accounts and records for the financial year ended 31<sup>st</sup> March, 2024.

### **24. REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company to the Audit Committee under Section 143(12) of the Act.

### **25. RELATED PARTY:**

During the year under review, your company did not have any related party transactions in the ordinary course of business and did not consummate material transactions with any related party as defined in the Act.

In line with the provisions of the Act and the Listing Regulations, the Policy for determining RPT and their Materiality was suitably amended and approved by the Board which is placed on the website of the Company at [www.compuageindia.com](http://www.compuageindia.com).

### **26. LOANS, GUARANTEES AND INVESTMENTS:**

*309, A to Z Industrial Estate,  
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CIN: L99999MH1999PLC135914*



The particulars of loans, guarantees and investments under the provisions of Section 186 of the Act have been disclosed in Notes to the Financial Statements provided in this Annual Report.

**27. FAMILIARIZATION PROGRAMME:**

As on March 31, 2024 there is no any Independent Directors on board and since the Independent Directors have ceased to be Directors, programmes for familiarization of the Independent Directors, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are not available on the Company's website.

**28. RESOLUTION PROFESSIONAL RESPONSIBILITY STATEMENT:**

The Resolution Professional of the Company hereby state that:

- i. in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii. accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;
- iii. proper and sufficient care has been taken 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 prevention and detection of fraud and other irregularities;
- iv. the Annual Accounts have been prepared on a going concern basis;
- v. Internal Financial Controls have been laid down to be followed by the Company and that such Internal Financial Controls are adequate and operating effectively and
- vi. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**29. INSURANCE AND RISK MANAGEMENT:**

Risk Management is integral to your Company's strategy and for the achievement of our long-term goals. The Company regularly identifies uncertainties and after assessing them, devises short and long term actions to mitigate any risk which could materially impact your Company's goals.

The risk assessment includes review of strategic risks at domestic and international level including sectoral developments, risks related to market competition, financial, geographical, political and reputational issues, environment, social and governance risks and cyber security risks. The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions.

Your Company through internal audit under the supervision of the Resolution Professional reviews the risk management process, risk mitigation plans and risk reporting.

**30. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company believes in the conduct of the affairs of the Company in a fair and transparent manner by adopting high standards of professionalism, honesty, integrity and ethical behavior. It has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. However, the company is in CIRP so no such committee members looking after the said mechanism. In the absence of committee, it is the duty of BOD to look after vigil mechanism however they are also suspended.

## COMPUAGE INFOCOM LTD

### **31. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:**

The details of applications made by your Company under the Insolvency and Bankruptcy Code, 2016 during the year alongwith their status as at the end of the financial year, 31<sup>st</sup> March 2024 are as follows:

Sr. No.	Respondent	Case No.	Total Value (in Rs.)	Status as on 31 <sup>st</sup> March, 2024
1	NXG Infotech Private Limited	373/ND 2023	1,17,89,250.61	Application was dismissed

Further, during the year under review, M/s. Plus Plus Engaugement Services Pvt Ltd (financial creditor) filed petition against your company under section 7 of Insolvency and Bankruptcy Code, 2016 (IBC) for resolution of an unresolved Financial outstanding amount of Rs. 1,68,66,164/- as on 31.03.2022.

Thereafter, In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 (“IBC/Code”), the Corporate Insolvency Resolution Process (“CIRP Process”) of Compuage Infocom Limited (“Company”) was initiated vide Hon’ble National Company Law Tribunal, Mumbai bench order dated 02/11/2023. Currently, your company is under CIRP.

### **32. ACKNOWLEDGEMENT**

Resolution Professional wishes to acknowledge the co-operation and support extended by the managerial personnel and consultants of the company.

For and on behalf of the Board  
(suspended during CIRP)

**Compuage Infocom Limited,**

Sd/-

**Atul Mehta**  
**DIN: 00716869**  
Managing Director (Suspended Director)

**Bhavesh Mehta**  
**DIN: 00740861**  
Director (Suspended Director)

**Taken on Record by**  
**Gajesh Jain**  
Resolution Professional

**Reg. No.: IBBI/IPA-001/IP-P-01697/2019 -2020/12588**

Date : 03<sup>rd</sup> January, 2025

Place: Mumbai

**309, A to Z Industrial Estate,  
Ganpatrao Kadam Marg, Lower  
Parel, Delisle Road, Mumbai-  
400013, India.**  
**Ph.: +91-22-4748 5603**  
**info@compuageindia.com**  
**www.compuageindia.com**  
**CIN: L99999MH1999PLC135914**

**Annexure A**

**FORM AOC-I**

**Statement containing salient features of the Financial Statements of Subsidiary  
(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts)  
Rules, 2014)**

**PART "A": SUBSIDIARIES**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Sl. No.	1
2.	Name of the Subsidiary	Compuage Infocom (S) Pte. Ltd.
3.	The date since when subsidiary was acquired	2009-2010
4.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as Parent Co. 2023-24
5.	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	USD 1USD = 83.37 INR
6.	Share Capital	Rs. 83.37 Lakhs
7.	Reserves and Surplus	Rs. 30.87 Lakhs
8.	Total Assets	Rs. 114.24 Lakhs
9.	Total Liabilities	Rs. 114.24 Lakhs
10.	Investments	-
11.	Turnover	-
12.	Profit before taxation	Rs. (16.40) Lakhs
13.	Profit after taxation	Rs. (16.40) Lakhs
14.	Proposed Dividend	NIL
15.	Extent of shareholding (in %)	100

**Notes:**

1. Names of subsidiaries which are yet to commence operations - NIL
2. Names of subsidiaries which have been liquidated or sold during the year –NIL

**PART "B": ASSOCIATES AND JOINT VENTURES**

**(Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)**

Since the Company does not have any Associate Company or any Joint Venture, the said para is not applicable.

For and on behalf of the Board  
(suspended during CIRP)

**Compuage Infocom Limited,**

**Sd/-**

**Atul Mehta**

**DIN: 00716869**

Managing Director (Suspended Director)

**Bhavesh Mehta**

**DIN: 00740861**

Director (Suspended Director)

**Taken on Record by**  
**Gajesh Jain**  
Resolution Professional

**Reg. No.: IBBI/IPA-001/IP-P-01697/2019 -2020/12588**

Date : 03<sup>rd</sup> January, 2025

Place: Mumbai

## **Annexure B**

### **CORPORATE GOVERNANCE REPORT**

Note: The Hon'ble National Company law Tribunal, Mumbai Bench has admitted the petition filed by financial creditor vide its order dated November 02, 2023 ordering the commencement of Corporate Insolvency Resolution Plan (CIRP) against the Corporate Debtor M/s. Compuage Infocom Limited. Mr. Arun Kapoor was appointed as Interim Resolution Professional ("IRP") to manage the affairs of the Company in terms of the NCLT Order. Subsequently, Hon'ble NCLT, Mumbai Bench had passed an order dated 29<sup>th</sup> April, 2024 (Order received on 09.05.2024), for the replacement of IRP with Resolution Professional (RP) and appointed Mr. Gajesh Labhchand Jain as RP. All the existing Board of Directors has been suspended w.e.f. 02/11/2023, so instead of Board of Director, Resolution Professional presenting corporate governance report to the extent information available with him.

#### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Your Company believes that our Corporate Strategy needs to be dynamic, vibrant and responsive to the changing economic scenario and flexible enough to absorb environmental and fiscal fluctuations. Professionalism in management, transparency and sound business ethics helps in encouraging widespread participation from all stake holders.

#### **BOARD OF DIRECTORS:**

The Company has been under the Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") vide order dated 2<sup>nd</sup> November 2023 passed by the National Company Law Tribunal ("NCLT"). The powers of the Board of Directors stand suspended as per Section 17 of the Code and such powers were being exercised by the Interim Resolution Professional (IRP) appointed by the NCLT by the said order under the provisions of the Code. As per Section 20 of the Code, the management and operations of the Company were being managed by the Interim Resolution Professional Mr. Arun Kapoor upon commencement of CIRP. Subsequently, vide order dated 29<sup>th</sup> April 2024 passed by NCLT, the IRP Mr. Arun Kapoor was replaced by Resolution Professional (RP) Mr. Gajesh Labhchand Jain who is now responsible for the management and operations of the Company.

On November 02, 2023 all the Directors have been suspended as company went into CIRP under Insolvency & Bankruptcy Code, 2016, so there is no point to comment about their directorship in number of companies and other related matters.

#### **Board Meetings**

In the financial year 2023-24, the Board met three times before commencement of CIRP. The interval between two consecutive Board Meetings was well within the maximum period mentioned under Section 173 of the Act and the Listing Regulations.

The details of three (3) Board Meetings were held and attendance of the Board of Directors at the same held during the financial year 2023-24 are as follows:

◆ 28<sup>th</sup> April, 2023     ◆ 13<sup>th</sup> July, 2023     ◆ 14<sup>th</sup> August, 2023

<b>Name of the Directors</b>	<b>Relationship with other Directors</b>	<b>No. of Board Meetings Held</b>	<b>No. of Board Meetings Attended</b>
Mr. Atul H. Mehta	Brother of Mr.	3	3



(DIN: 00716869)	Bhavesh H. Mehta		
Mr. Bhavesh H. Mehta (DIN: 00740861)	Brother of Mr. Atul H. Mehta	3	3
Mr. Virendra G. Bhatt (DIN: 02343351) *	-	1	1
Mr. Santosh Laxman More (DIN: 10135133) * *	-	2	2

*\*Mr. Virendra G. Bhatt resigned as Non-Executive Independent Director w.e.f 02<sup>nd</sup> May.2023*

*\*\*Ms. Santosh Laxman More was appointed as Additional Non-Executive Independent Director on 28<sup>th</sup> April, 2023 and resigned w.e.f 14<sup>th</sup> August, 2023. Further, he re-appointed as Additional Non-Executive Independent Director w.e.f 26<sup>th</sup> October, 2023 and he resigned from the post of Independent Additional Director w.e.f.02<sup>nd</sup> November, 2023.*

Subsequently, On 02<sup>nd</sup> November 2023 all the Directors have been suspended as company went into CIRP under Insolvency & Bankruptcy Code, 2016 and hence, no further board meeting was conducted for financial year 2023-24.

#### **Separate meeting of the Independent Directors:**

As there is no any Independent Director on board and the Company is in CIRP, no such meetings were held.

#### **Code of Conduct:**

The Company has adopted a Code of Business Conduct and Ethics in terms of the SEBI LODR. However, all the Members of the Board have been suspended so no such declaration could be obtained regarding the same.

#### **COMMITTEES OF THE BOARD**

As per the provisions of the Act and the Listing Regulations, the Company was the following Committees before commencement of CIRP:

##### **A. Audit Committee**

As the Company is in CIRP, the Board of Directors have been suspended w.e.f. 2<sup>nd</sup> November, 2023. All the powers are vested with the Resolution Professional appointed by the Hon'ble NCLT, Mumbai Bench, vide order dated 2<sup>nd</sup> November, 2023.

In the financial year 2023-24, no Audit Committee were held prior to the commencement of CIRP.

##### **B. Nomination and Remuneration Committee**

As Company is in CIRP, the Board of Directors have been suspended w.e.f. 2<sup>nd</sup> November, 2023. All the powers are vested with the Resolution Professional appointed by the Hon'ble NCLT, Mumbai Bench, vide order dated 2<sup>nd</sup> November, 2023.

In the financial year 2023-24, no Nomination and Remuneration Committee were held prior to the commencement of CIRP.

##### **C. Stakeholders' Relationship Committee**

As Company is in CIRP, the Board of Directors have been suspended w.e.f. 2<sup>nd</sup> November, 2023. All the powers are vested with the Resolution Professional appointed by the Hon'ble NCLT, Mumbai Bench, vide order dated 2<sup>nd</sup> November, 2023.

In the financial year 2023-24, no Stakeholders' Relationship Committee were held prior to the commencement of CIRP.

#### **D. Corporate Social Responsibility Committee**

As Company is in CIRP, the Board of Directors have been suspended w.e.f. 2<sup>nd</sup> November, 2023. All the powers are vested with the Resolution Professional appointed by the Hon'ble NCLT, Mumbai Bench, vide order dated 2<sup>nd</sup> November, 2023.

In the financial year 2023-24, no Corporate Social Responsibility Committee were held prior to the commencement of CIRP.

#### **GENERAL BODY MEETINGS**

##### **Annual General Meetings:**

1. Location, date and time of General Meetings held in last three years:

<b>Year</b>	<b>AGM/ EGM</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>	<b>Special Business</b>
2021- 22	23 <sup>rd</sup> AGM	30.08.20 22	11.30 a.m.	Video Conferencing / Other Audio Visual Means	<ol style="list-style-type: none"> <li>1. To appoint Branch Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution</li> <li>2. To increase the borrowing powers of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution</li> <li>3. To create mortgage / charge over the assets of the Company and to consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution</li> </ol>
2020- 21	22 <sup>nd</sup> AGM	15.09.20 21	11:30 a.m.	Video Conferencing / Other Audio Visual Means	<ol style="list-style-type: none"> <li>4. Appointment of Branch Auditors and fix their remuneration.</li> </ol>
2019- 20	21 <sup>st</sup> AGM	18.08.20 20	11:00 a.m.	Video Conferencing / Other Audio Visual Means	<ol style="list-style-type: none"> <li>1. Appointment of Branch Auditors and fix their remuneration;</li> <li>2. Re-appointment of Mr. Atul H. Mehta (DIN: 00716869) as a Managing Director;</li> <li>3. Re-appointment of Mr. Bhavesh H. Mehta (DIN: 00740861) as a Whole-Time Director;</li> <li>4. Appointment of Mr. Ajay H.</li> </ol>

					Mehta (DIN: 00686327) as a Director.
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**Note:**

The Annual General Meeting (AGM) for the financial year 2022-23 will be held on Monday, 10<sup>th</sup> March, 2025 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means pursuant to Section 108 of the Companies Act, 2013 and the rules made there under, every listed company is required to provide to its Members facility to exercise their right to vote at general meetings by electronic means.

**Postal Ballot:**

During the year under review, there is no any resolutions were passed through Postal Ballot.

**Reconciliation of Share Capital Audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirm that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**MEANS OF COMMUNICATION**

The unaudited quarterly results and audited results were not approved, published and uploaded on the website of stock exchanges, on which equity shares of the company are listed.

**MARKET PRICE DATA OF THE COMPANY AND STOCK PERFORMANCE IN COMPARISON TO BSE / NSE SENSEX**

Stock performance on BSE / NSE could not be ascertained since no historical data is available on BSE / NSE due to suspension of trading.

**GENERAL SHAREHOLDERS INFORMATION**

**1. Annual General Meeting:**

Date and Time: 10<sup>th</sup> March, 2025 at 01.00 PM

**2. Board Meeting for considering of Audited Accounts:** Not Applicable

**3. Book Closure Date:** Not Applicable

**4. Dividend Payment Date:** Not Applicable

**5. Financial year:** 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024

**6. Registered Office:** Compuage Infocom Limited  
309, A to Z Industrial Estate,  
Ganpatrao Kadam Marg,  
Lower Parel, Delisle Road,  
Mumbai-400013

**7. Listed on Stock Exchange:**

At present, the Equity Shares of the Company are listed at:

➤ **BSE Limited**

**Address:** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

➤ **National Stock Exchange of India Limited**

**Address:** Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

**8. Stock Exchanges Code:**

<b>ISIN No.:</b>	INE070C01037
<b>BSE Security Code:</b>	532456
<b>BSE Security ID:</b>	COMPUAGE
<b>NSE Symbol:</b>	COMPINFO

**9. Corporate Identity Number (CIN):**

Our Corporate Identification Number, allotted by the Ministry of Corporate Affairs, Government of India is **L99999MH1999PLC135914** and our Registration Number is **135914**.

**10. Payment of Depository Fees and Listing Fees:**

Annual Custody / Issuer fees for the year 2023-24 has been paid by the Company to NSDL and Central Depository Services (India) Limited (hereinafter referred to as “**CDSL**”).

Annual Listing Fees for the year 2023-24 has been paid by the Company to BSE and NSE.

**11. Registrar and Transfer Agents:**

Name & Address : **MUFG Intime India Private Limited (Formally Known as Link Intime India Private Limited)**  
C 101, 247 Park,  
L. B. S. Marg, Vikhroli (West),  
Mumbai: 400 083.

Phone No. : 022 49186200, 022 49186270

Fax No. : 022 49186060

E-Mail : [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in)

**12. Share Transfer System and Registrar and Transfer Agent:**

All share transfer and other communications regarding share certificates, change of address, dividends, etc., should be addressed to Registrar and Transfer Agents. Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. A summary of all the transfers / transmissions, etc., so approved by officers of the Company is placed at every Committee Meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Company Secretary in practice, yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the same with the Stock Exchanges.

**13. Distribution of Shareholding as on 31<sup>st</sup> March, 2024:****Summary of Shareholdings as on 31<sup>st</sup> March, 2024:**

Category	No. of shares	% of Shareholding
Promoters & Promoters Group	36577990	42.65
Clearing Member	14071	0.02
Foreign Portfolio Investor I	1075	0.00
Hindu Undivided Family	1732536	2.02
Investor Education and Protection Fund	907150	1.06
Non Resident Indians	974448	1.14
Other Bodies Corporate	2186039	2.55
Other Public	43374755	50.57
<b>Total</b>	<b>8,57,68,064</b>	<b>100.00</b>

**14. Financial Release Calendar:**

Quarter	Release Date
<b>1<sup>st</sup> Quarter ending 30<sup>th</sup> June</b>	Not Published
<b>2<sup>nd</sup> Quarter ending 30<sup>th</sup> September</b>	Not Published
<b>3<sup>rd</sup> Quarter ending 31<sup>st</sup> December</b>	Not Published
<b>4<sup>th</sup> Quarter ending 31<sup>st</sup> March</b>	Not Published

**15. Dematerialization of shares and liquidity and Lock-In of shares:****(a) Dematerialization position as on 31<sup>st</sup> March, 2024:**

Total No. of fully paid up Shares	No. of Listed Shares	Shares in Demat Form of the listed shares	Percentage %	Shares in Physical Form of the listed shares	Percentage %
8,57,68,064	8,57,68,064	8,56,39,610	99.85	1,28,454	0.15

Shares of the Company are traded in dematerialized form and are available for trading on both depositories in India, i.e., NSDL and CDSL.

Under the depository system, the International Securities Identification Number allotted to the Company's shares is **INE070C01037**.

**16. Outstanding Global Depository Receipts / American Depository Receipts:**

The Company has not issued any Global Depository Receipts (hereinafter referred to as “**GDRs**”) / American Depository Receipts (hereinafter referred to as “**ADRs**”), hence there are no outstanding GDRs / ADRs, etc., as at the end of 31<sup>st</sup> March, 2024.

**17. Address for Correspondence:**

The Shareholders may address their communication / suggestions / grievances / queries to the Registrar and Share Transfer Agents at the address mentioned at:

**Registrar & Share Transfer Agent:**

**MUFG Intime India Private Limited (Formally Known as Link Intime India Private Limited)**

C 101, 247 Park, L.B.S Marg,  
Vikhroli West,  
Mumbai- 400 083.  
Tel: 022 49186200, 022 49186270 ;  
Fax: 022 49186060;  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, payment of dividend on shares and any other query relating to shares of the Company:

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

Investors may also write to or contact the company at the Registered Office of the Company at 309 A To Z Industrial estate, Ganpatrao Kadam Marg, Lower Parel, MUMBAI – 400013 (Maharashtra)  
Contact no.-+91 22 31706903  
email-[info@compuageindia.com](mailto:info@compuageindia.com)

**18. Details with respect to unclaimed suspense account and due dates for transfer of unclaimed dividend to IEPF Account:**

Pursuant to Regulation 39(4) read with Para F of Schedule V of the Listing Regulations, following are the details of the unclaimed shares of the Company, voting rights of which shall remain frozen till the rightful owner of such shares claims the shares.

Further the following dividends which remain unpaid and unclaimed for a period of seven years will be due for transfer to the Investor Education and Protection Fund (hereinafter referred to as “IEPF”) of the Central Government:

<b>Dividend</b>	<b>Date of declaration of Dividend</b>	<b>Due for transfer to IEPF</b>
2015-16 (Final)	24.09.2016	29.10.2023
2016-17(Final)	23.09.2017	25.10.2024
2017-18 (Final)	28.09.2018	02.11.2025
2018-19 (Final)	21.08.2019	23.09.2026
2019-20 (Final)	18.08.2020	18.09.2027
2020-21 (Final)	15.09.2021	20.10.2028
*2021-22 (Final)	*30.08.2022	*04.09.2029
2022-23 (Final)	NA	NA

**Note:**

\* Actual Date of transfer and Data not available as company is into CIRP.

The Annual General Meeting (AGM) for the financial year 2022-23 will be held together with the AGM for the financial year 2023-24 and there is no any recommendation of dividend.

**19. Vigil Mechanism / Whistle Blower Policy:**

The Company believes in the conduct of the affairs of the Company in a fair and transparent manner by adopting high standards of professionalism, honesty, integrity and ethical behavior. It has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. However, the company is in CIRP so no such committee members looking after the said mechanism. In the absence of committee, it is the duty of BOD to look after vigil mechanism however they are also suspended.

## **20. Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal into commodities and hence commodity price risk does not arise. However, the Company has adequate systems and measures to manage foreign exchange risk.

## **21. The details of the credit rating obtained during the financial year 2023-24:**

The Company has not obtained any credit ratings during the year under review.

## **22. OTHER DISCLOSURES:**

- a) Transactions with related parties are disclosed in notes to accounts annexed to the financial statements, if any.
- b) There are no materially significant transactions with the related parties, viz., Promoters, Directors or the Management, or their relatives or subsidiaries that had potential conflict with the Company's interest. Required disclosure has been made in the Annual Report. The Policy for determining Related Party Transactions and their Materiality as approved by the Board is uploaded on the website of the Company at [www.compuageindia.com](http://www.compuageindia.com).
- c) No penalties or strictures have been imposed on the Company by stock exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years under review. The Company has in place a mechanism to inform the Board Members about the risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- d) During the financial year ended 31<sup>st</sup> March, 2024, the Company did not have any material listed / unlisted subsidiary companies as defined in Regulation 16 of the Listing Regulations. The Company has framed the policy for determining material subsidiary and the same is disclosed on the website of the Company at [www.compuageindia.com](http://www.compuageindia.com).
- e) In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The significant accounting policies which are consistently applied have been set out in the notes to the financial statements.
- f) The Company has not raised any funds through preferential allotment or Qualified Institutional Placement during the financial year 2023-24.
- g) None of the Directors are interested in the Loans and Advances made by the Company or its Subsidiary Company.
- h) During the financial year 2023-24, there has been no such case where any recommendation of any Committee of the Board was not accepted by the Board as board is suspended.
- i) The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part, are disclosed in notes to accounts annexed to the financial statements.
- j) There was no complaint filed or pending as on end of the financial year 2023-24 in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- k) The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Regulations. In respect of compliance with the non-mandatory requirements, the internal auditor reports directly to the Audit Committee as well as the Board.



- l) As company is in CIRP and all existing Directors are suspended so there is no point to take Compliance Certificate and certificate of Non-Disqualification of Directors so Resolution Professional has not taken the same.
- m) Company is in CIRP w.e.f. 02<sup>nd</sup> November 2023 so all the BOD are suspended, Resolution Professional is trying to comply all the mandatory and event based compliances to the extent information and records available.

## **Management Discussion and Analysis Report**

### Overview – Financial Performance

This has been comprehensively covered in the Report of the Resolution professional for the year under review.

### Industry Structure & Developments.

Your Company Company's product line consists of PCs, components, and peripherals, cloud computing, mobility devices, enterprise solutions, and physical safety and security The profitability/revenue of the Company is linked to its portfolio, penetrate newer regions to increase the scale of the business, improve the product mix and optimize the cost structure to drive the profitability

### Opportunities and Risks

Current and emerging product lines are witnessing expansion, resulting in the emergence of numerous new product concepts. This affords the opportunity to not only expand existing product lines, but also enter new product categories to meet the wants of consumers. In view of the ongoing Corporate Insolvency Resolution Process the Company has not been able to encash many opportunities during the period under review. The Company is hopeful to perform better in the next year. Any downward movement of product prices of the investee Companies could affect their margins, which could be a threat to the Company's fortunes.

### Human Resources Management

The Company presently has limited Employee's as on date and hence there cannot be any significant role in the Company's development.

## ANNEXURE-C

### Particulars of Employees

#### **Particulars pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended**

**a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year**

The CIRP was initiated in respect of the Company under the provisions of the IBC by an order of the Hon'ble NCLT with effect from November 02, 2023. During the CIRP, the powers of the board of directors stood suspended and the management of the affairs of the Company was vested with the interim resolution professional/resolution professional. No remuneration has been paid to any director during the CIRP period.

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5[1] of the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 are not furnished since no remuneration was paid to any of the Directors during the financial year 2023-24 in view of the CIRP and the Board remaining suspended.

- b) The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year -Not Applicable
- c) The percentage increase in the median remuneration of employees in the financial year- Not Applicable
- d) The number of permanent employees on the rolls of Company: 05
- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration During the financial year 2023-24, there was no increase in salary of any employee.
- f) Affirmation that the remuneration is as per the remuneration policy of the Company It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

# DHRUTI SATIA & CO.

Practicing Company Secretaries

## SECRETARIAL AUDIT REPORT

For the Financial Year ended 31<sup>st</sup> March, 2024

(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members of  
Compuage Infocom Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Compuage Infocom Limited** (CIN: L99999MH1999PLC135914) (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company during the audit period covering the financial year ended on 31st March, 2024 was unable to comply with the statutory provisions listed hereunder and also that the Company did not have proper Board processes and compliance mechanism. This noncompliance is mainly because Company is undergoing Corporate Insolvency Resolution Process (CIRP) as per the Hon'ble NCLT Mumbai Bench order dated November 2, 2023. Mr. Arun Kapoor (IBBI Registration No. IBBI/IPA-003/IP-N00030/2017-18/10230) was initially appointed as Interim Resolution Professional. Subsequently, the Hon'ble NCLT, Mumbai Bench passed an order on 29 April, 2024 (received on 09 May, 2024), replacing Interim Resolution Professional Mr. Arun Kapoor (IBBI/IPA-003/IP-N00030/2017-18/10230) with Mr. Gajesh Labhchand Jain (IBBI/IPA-001/IP-P-01697/2019-2020/12588) as the Resolution Professional (RP).

Address: - 1008, B-Wing, ECO Heights, Sahar Road, Andheri – East, Mumbai 400 069  
Ph No: 9819427091



Email Id: dhruti@dsatia.in

Page 1 of 6



We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the regulations and bye laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act);
  - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;  
**(Not applicable to the Company during the period under review);**
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
  - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021(effective from August 13, August 2021); **(Not applicable to the Company during the period under review);**
  - g) The Securities and Exchange Board of India (Issue and Listing of Debts Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021(effective from August 9, 2021); **(Not applicable to the Company during the period under review);**
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the period under review);**
  - i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review);**
  - j) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; **(Not applicable to the Company during the period under review);**



We have relied on certifications/management representations made by the officers of the Company and mechanisms formed and followed by the Company for compliance under other applicable Acts, Laws, Rules, and Regulations (any amendments/ notifications applicable to the Company. Major laws applicable to the Company are as follows:

- (i) Income Tax Act, 1961;
- (ii) Goods and Services Tax Act;

We have not examined the following:

Other laws applicable include labor, industrial, environmental and other industry-specific laws (as informed by the management of the Company which are specifically applicable to the Company based on its industry/sector) since the compliance and monitoring of the said laws are to be ensured by the management of the Company;

The applicable financial laws like direct tax and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

We have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards (SS-1) and (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR 2015") issued by SEBI and Listing Agreement entered by the Company with National Stock Exchange of India Limited (hereinafter the "NSE") and BSE Limited (hereinafter the "BSE");

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has not complied with the provisions of the below mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned below. This noncompliance is due to the National Company Law Tribunal (NCLT) order dated November 2, 2023, which placed the Company under the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016. As a result, the powers of the Board were suspended, and an Interim Resolution Professional/Resolution Professional was appointed to monitor the Company's operations during the CIRP.

We further report that, based on the information provided and the representation made by the Company, in our opinion there are not any adequate systems and processes in control of the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines since Company is under the Corporate Insolvency Resolution Process.





We further report that during the audit period:

1. The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
2. The Committees of the Board is not as per requirement of Companies Act, 2013 & SEBI (Listed Obligation & Disclosure Requirements), 2015.
3. The Company failed to file form DIR-12 for resignation of Mr. Santosh Laxman More as Director of the Company.
4. The Company has not appointed a qualified company secretary as the compliance officer as per Reg 6 of SEBI LODR 2015 and section 203 of the companies act, 2013.
5. The Company has not maintained Structural Digital Database ("SDD") pursuant to the requirements of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015.
6. The Company did not hold Board Meetings and Committee Meetings as per Compliance of SEBI LODR 2015 & Companies Act, 2013. However, it may be noted that the Company is undergoing CIRP vide Hon'ble NCLT Order dated 02<sup>nd</sup> November, 2023.
7. The separate meeting of Independent Director was not carried out during the financial year ended March 31, 2024 . However, it may be noted that the Company is undergoing CIRP vide Hon'ble NCLT Order dated 02<sup>nd</sup> November, 2023
8. The Company has did not to send adequate notice to all directors of schedule of the Board Meetings, agenda and detailed notes on agenda at least seven days in advance.
9. The Company has granted an extension of 3 months for holding Annual General Meeting of the Company i.e. till December 31, 2023 for FY 2022-2023 by Registrar of Companies, Mumbai, which Company failed to hold due to ongoing CIRP vide Hon'ble NCLT Order dated 02<sup>nd</sup> November, 2023
10. The Company has not prepared Standalone & Consolidated Financial Statement for year ended March 31, 2024 within the stipulated time. Further, Standalone & Consolidated Financial Statement was later on prepared and signed on 03<sup>rd</sup> January, 2025.
11. The Company has not submitted quarterly/half yearly/Annual financials and related Compliances for the year ended March 31, 2024 as per Reg 33 of SEBI LODR 2015.
12. The Company failed to file Corporate Governance report for quarter ended Sep 30, 2023, Dec 31, 2023 & March 31, 2024 as per regulation 27 of SEBI LODR 2015.



13. The Company failed to submit Related Party Transaction report for the half year ended September 30, 2023 & March 31, 2024.
14. The Company has not filed form DPT-3 for the year ended March 31, 2024.
15. The Company has not filed IEPF forms during financial year ended March 31, 2024.
16. The Company has not Spend CSR amount during financial year ended March 31, 2024.

and there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

Place: Mumbai  
Date: 16/01/2025  
UDIN: A045096F003702453  
Peer Review Certificate No. 2774/2022

*Dhruti*

Signature:  
CS DHRUTI SATIA  
Practicing Company Secretary  
ACS No. 45096 C P No. 21346







## Annexure-A

To,  
The Members of  
Compuage Infocom Limited

My report of even date for the financial from 01st April 2023 to 31st March 2024 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained Management representation about the compliance of laws, rules, and regulations and the happening of events, etc.
5. The Compliance of the Provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. My examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai  
Date: 16/01/2025  
UDIN: A045096F003702453  
Peer Review Certificate No. 2774/2022

Signature:  
CS DHRUTI SATIA  
Practicing Company Secretary  
ACS No. 45096 C P No. 21346



*Speed*  
*Reliability*  
*Value Performance*

**COMPUGATE INFOCOM LTD.**

# **25th Annual Report**

**2023-24**

**Standalone**

# BHOGILAL C. SHAH & CO.

## CHARTERED ACCOUNTANTS

2A, Shree Pant Bhuvan, 1<sup>st</sup> floor, Sandhurst Bridge, Mumbai 400 007.

Phone : 2361 0939

### PARTNERS :

SNEHAL V. SHAH

B. Com., F.C.A., M.M. (U.S.A.)

SURIL V. SHAH

B. Com., A.C.A., M.B.A. (U.S.A.)

### INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
Compuage Infocom Limited

### Report on the Audit of the Standalone Financial Statements

#### Disclaimer of Opinion

We were engaged to audit the accompanying standalone financial statements of Compuage Infocom Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31st March, 2024, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the 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 standalone financial statements").

We do not express an opinion on the accompanying standalone financial statements of the Company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

#### Basis for Disclaimer of Opinion

- (a) As explained in note 1 to the financial statements, all the directors of the company except two directors, and Company Secretary have resigned from their positions in the Company prior to commencement of the Corporate Insolvency Resolution Process ("CIRP") on 2<sup>nd</sup> November 2023. Upon commencement of the CIRP, the powers of the Board of Directors of the Company stand suspended and are exercised by the Resolution Professional ("RP"). Since these financial statements belong to the period comprising of both pre and post CIRP and hence, as informed to us, these financial statements have been prepared with the same "basis of preparation" as adopted by the erstwhile Board of Directors as enumerated upon the Board under Section 134(5), of the Companies Act, 2013 and related regulations, while highlighting/addressing any material departures as per the current conditions and events which occurred subsequent to the balance sheet date. We have been informed that for the closing balances as on 31<sup>st</sup> March 2023 and period prior to initiation of CIRP, the RP has relied on the representations and statements made by existing staff/heads of the departments and accounts, Finance and Tax team of the Company. We have been given to understand that RP has signed the attached financial statements solely for the purpose of compliance and discharging his duty under the CIRP, governed by the Insolvency and Bankruptcy Code, 2016 (the "Code").
- (b) As mentioned in note 39 to the financial statements, pursuant to the commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, there are various claims submitted by the financial creditors, operational creditors, employees and other creditors to the RP. The balances of financial creditors in the books have been adjusted to match the claims submitted by them. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined upon the successful resolution of the Company. Pending final outcome of the CIRP, no accounting impact in the books of accounts has been made in respect of excess or short claims or non-receipt of claims for operational and financial creditors. Hence, consequential impact, if any, is currently not ascertainable and we are unable to comment on possible financial impact of the same.





- (c) On the basis of information and explanations provided to us, as part of RP's responsibility under the CIRP, the RP has sent recovery notices to certain parties having outstanding trade receivables, has filed applications under section 138 of the Negotiable Instruments Act, 1881 to the extent of cheques available with the erstwhile management, and has also filed applications under section 9 of the Insolvency and Bankruptcy Code, 2016 as the case may be. The RP has been partially successful in recovery of some monies through settlements.
- (d) As required by Standards on Auditing (SA's), we could not carry out certain mandatory audit procedures like attending physical verification of inventories, obtaining direct confirmations from banks / trade receivables / trade and other creditors etc. due to various factors. Accordingly, we could not obtain sufficient and appropriate evidence for adequacy and reasonableness of management estimates for various provisions, fair valuation / net realizable value of various assets etc. These matters can have material and pervasive impact on the financial statements. Consequential impact, if any, of matters described below, on recognition of certain components in financial statements including its presentation / disclosure is currently not ascertainable.
- (e) **Books of Accounts**  
As stated in note 1 to the accompanying standalone financial statements, the books of accounts maintained on SAP for the previous year ended 31<sup>st</sup> March 2023 were not accessible due to corruption of the data which could not be retrieved till the time of signing of the financial statements and therefore we are unable to obtain sufficient and appropriate audit evidence with respect to the opening balances. Any changes to the opening balances would materially impact the financial statements including but not limited to the resultant accounting treatment thereof.
- (f) **Property, plant and equipment**  
Pending outcome of CIRP, the Company has not carried out impairment testing of these assets as at the balance sheet date.

During the year, the Company has closed down all its branches in India. However, the written down values of Property, plant and equipment located at these branches and which have ceased to be in the possession of the Company have not been written off. Impact on the balances of Property, plant and equipment and consequential impact on depreciation is not ascertainable.

- (g) **Inventories**  
Inventories are being carried at Rs. 9,359.07 lakhs out of which Rs. 2,379.70 lakhs are located at Singapore Branch which is not audited by us. The management was of the view that these inventories continue to remain marketable. However, due to ongoing default in payment to lenders who hold a hypothecation charge on these inventories, certain sale restrictions have been imposed. As most of the inventories remain unsold, the realizable value of the inventories is in doubt. We have been informed that the valuation report obtained by the RP is confidential and cannot be made available to us. In the absence of sufficient and appropriate evidence to support the management's assessment with respect to realizable value of the inventories, we are unable to comment on whether the inventories are being carried at cost or realizable value, whichever is lower as required by Ind AS 2 and the consequent impact, if any, on the carrying value of the aforesaid inventories.
- (h) **Trade Receivables and Provision for Doubtful Debts**  
Trade Receivables are being carried at Rs. 44,297.22 lakhs out of which Rs. 171.01 lakhs are of Singapore Branch which is not audited by us. Provision for Expected Credit Loss on Trade Receivables of Rs. 44,297.22 Lakhs has not been made. Furthermore, the said amount has not been debited to the Profit and Loss Account and has not been reduced from Trade Receivables in the Balance Sheet which is not in accordance with Ind AS. As stated in note 1 due to restrictions imposed by lenders on inventory sales, the Company is currently unable to make further supplies to customers. This disruption in the purchase-sales-collection cycle has posed challenges in debt collection and recovery. The expected realization of the amounts outstanding from customers is uncertain. Due to unavailability of confirmations, we are unable to comment on the impact, if any, on the carrying value of the aforesaid Trade Receivables, its Ageing Schedule and the adequacy of Provision for Expected Credit Loss. Further, as Provision for Expected Credit Loss of Rs. 44,297.22 has not been made and not debited to the Profit and Loss Account, the loss has been understated to that extent.





(i) **Balances with Government Authorities**

Balances with Government Authorities are being carried at Rs. 5,456.11 lakhs. This balance comprises of VAT paid on account of disputed cases of Rs. 56.64 lakhs, Customs Duty Refund of Rs. 193.73 lakhs, Unjust Enrichment of Rs. 47.82 lakhs and GST Input Credit Available of Rs. 5,157.92 lakhs. The recoverability of VAT Refund, Customs Duty Refund and Unjust Enrichment depends on the outcome of the cases filed with the respective government departments. Availability and Utilization of GST Input Credit depends on the outcome of the CIRP and whether the Company is able make payments to its suppliers and to sell products in the future. Accordingly, we are unable to comment on the impact, if any, on the carrying value of the aforesaid Balances with Government Authorities.

(j) **Trade Payables & Other Payables**

Trade Payables are being carried at Rs. 28,740.29 lakhs and Other Payables are being carried at Rs. 546.80 lakhs. Certain parties have submitted their claims under CIRP amounting to Rs. 54,091.96 lakhs. Pending final outcome of the CIRP, no adjustments have been made in the books for the differential amount in the claims admitted. Accordingly, we are unable to ascertain the impact on the carrying value of the aforesaid Trade Payables and Other Payables, its ageing schedule and corresponding impact, on Purchase of stock-in-trade, if any.

(k) **Advance to Suppliers**

Advances to Suppliers are being carried at Rs. 40.06 lakhs. Due to unavailability of confirmations, we are unable to comment on the impact, if any, on the carrying value of the aforesaid Advances to Suppliers.

(l) **Expenses**

Expenses have been verified to the extent supporting evidences and documents were made available at the time of audit.

(m) We have been informed that the report submitted by the Forensic Auditor appointed by Committee of Creditors is confidential. Further, we have been informed by the Interim Resolution Professional & Resolution Professional that certain information including the minutes of meetings of the Committee of Creditors and the outcome of certain procedures carried out as part of the CIRP are confidential in nature and could not be shared with anyone other than the Committee of Creditors and NCLT. Accordingly, we are unable to comment on the possible financial impact, presentation and disclosures, if any, that may arise if we had been provided access to such information.

**Material uncertainty related to Going Concern**

The financial statements are presented with the assumption that the Company will be able to continue its operations and that it has the ability to meet its financial obligations and liabilities in the normal course of business. As stated in note 1 to the accompanying standalone financial statements, the business of the Company has been severely disrupted on account of extremely tight liquidity situation and inadequate support from major vendors and lenders, who have recalled the credit facilities. This situation has been further aggravated by high level of manpower attrition resulting in serious gaps in maintenance of IT systems and records. The Company has defaulted in respect of instalments and payment of interest on term loans and dues on account of cash credits from Banks. The Company is undergoing the Corporate Insolvency Resolution Process as explained in detail in note 39.

The Resolution Professional has prepared these financial statements using going concern basis of accounting based on their assessment of the successful outcome of the ongoing CIRP and accordingly no adjustments have been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.

Such events and conditions, along with the matters described in the section of Disclaimer of Opinion in our report, and their possible impact on erstwhile management's assumptions, and other matters as set forth in note 1, indicate that material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. In the absence of sufficient and appropriate evidence, we are unable to comment as to whether the going concern basis for the preparation of these financial statements taken by the Resolution Professional is appropriate.





## 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 of the current period. 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.

Except for the matters discussed in the Basis for Disclaimer of Opinion Paragraph, there are no other Key Audit Matters to be communicated in the Auditor's Report.

## Responsibility of Management for the standalone financial statements

The Company has been under the Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") vide order dated 2<sup>nd</sup> November 2023 passed by the National Company Law Tribunal ("NCLT"). The powers of the Board of Directors stand suspended as per Section 17 of the Code and such powers were being exercised by the Interim Resolution Professional (IRP) appointed by the NCLT by the said order under the provisions of the Code. As per Section 20 of the Code, the management and operations of the Company were being managed by the Interim Resolution Professional Mr. Arun Kapoor upon commencement of CIRP. Subsequently, vide order dated 29<sup>th</sup> April 2024 passed by NCLT, the IRP Mr. Arun Kapoor was replaced by Resolution Professional (RP) Mr. Gajesh Labhchand Jain who is now responsible for the management and operations of the Company.

The management is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, 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, 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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. Under Section 20 of the Code, it is incumbent upon the Resolution Professional to manage the operations of the Company as a going concern upon initiation of CIRP and the financial statements which have been prepared on going concern basis have been considered by the Resolution Professional accordingly.

The management is also responsible for overseeing the Company's financial reporting process.

## Auditor's responsibilities for the audit of the Standalone Financial Statements

Our responsibility is to conduct an audit of the accompanying standalone financial statements in accordance with Standards on Auditing specified under section 143(10) of the Act, and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements. 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 ethical requirements that are relevant to our audit of the standalone 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.





## Other Matter

We have not audited the financial statements and other financial information of one of the branches located outside India.

These financial statements and financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of the foreign branch and our report in terms of section 143 (3) of the Act, insofar as it relates to the aforesaid foreign branch is based solely on the reports of the other auditors. The auditors of the branch have expressed a disclaimer of opinion for the financial statements of the branch.

The financial statements and other financial information of the foreign branch which is located outside India whose financial statements and other financial information has been prepared in accordance with accounting principles generally accepted in that country and which has been audited by other auditors under generally accepted auditing standards applicable in that country. The Company's management has converted the financial statements of this branch located outside India from accounting principles generally accepted in its respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of the branch located outside India is based on the reports of other auditors and the conversion adjustments prepared by the Management of the Company and audited by us.

Our opinion on the standalone financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## Report on legal and other regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable, which is subject to the possible effects of the matters described in the Basis for Disclaimer of Opinion section above and the Basis for Disclaimer of Opinion in our separate Report on the Internal Controls over Financial Reporting.
2. As required by section 143 (3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements and the other financial information of its foreign branch, as noted in the "other matters" paragraph, we report, to the extent applicable that :
  - (a) except as described in the Basis for Disclaimer of Opinion section above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) the Company has maintained books of account. However due to conditions and the possible effects of the matters described in the Basis for Disclaimer of Opinion section above, we are unable to state whether proper books of account as required by law have been kept by the Company;
  - (c) the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) due to the possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) the matters described in the Basis for Disclaimer of Opinion and in the Material Uncertainty related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Company.
  - (f) on the basis of written representations received from the suspended directors as on 31<sup>st</sup> March 2024, none of the suspended directors are disqualified as on 31<sup>st</sup> March 2024 from being appointed as a director in terms of Section 164(2) of the Act;





- (g) the reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Disclaimer of Opinion section above.
- (h) with respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure B. Our report expresses disclaimer opinion on the Company's internal financial controls over financial reporting for the reasons stated therein;
- (i) with respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act as amended, during the year, the Company has accrued an amount of Rs. 65.83 lakhs in the books of account without making payment of remuneration to its directors. Considering unavailability of requisite documents, we are unable to comment on compliance of provisions of section 197 of the Act;
- (j) other than the possible effects of the matters described in the Basis for Disclaimer of Opinion paragraph above, 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, as amended, in our opinion and to the best of our information and according to the explanations given to us :
- (i) the Company has disclosed the impact on pending litigations on its financial position in its standalone financial statements;
- (ii) the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- (iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above, contain any material mis-statement.
- (v) The Company has not declared any dividend during the year;
- (vi) Based on our examination which included test checks, the Company has not used accounting software for maintaining its books of account for the financial year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility.



For Bhogilal C. Shah & Co.  
Chartered Accountants  
Firm's registration No. 101424W

*Suril Shah*

Suril Shah  
Partner

Membership No. 42710  
UDIN : 25042710BMIZKL7502  
Mumbai, January 3, 2025



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure A referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the period ended 31<sup>st</sup> March 2024, we report that :

- (i) (a) (A) As stated in note 1 to the accompanying standalone financial statements, the books of accounts maintained on SAP were not accessible due to high level of manpower attrition resulting in serious gaps in maintenance of IT systems and records.  
In view of the above, we are unable to comment on whether the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- (B) Due to the reasons stated in (A) above, we are unable to comment on whether the Company has maintained proper records showing full particulars of intangible assets.
- (b) During the year, the Company has closed down all its branches in India. However, the written down values of Property, plant and equipment located at these branches and which have ceased to be in the possession of the Company have not been written off.
- As explained to us, RP has not carried out physical verification of the Property, Plant & Equipment. Considering unavailability of requisite documents, we are unable to report on clause 3(i)(b) of the Order with regard to frequency, discrepancies, if any, and its treatment in the books of account.
- (c) As explained to us, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) As explained to us, the Company has not revalued its Property, Plant & Equipment or intangible assets during the year. Therefore, the provisions of clause 3(i)(d) of the Order are not applicable to the Company.
- (e) As explained to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- (ii) (a) As explained to us, prior to the CIRP period, all the inventories from all the branches in India have been brought to one godown situated at Bhiwandi, Maharashtra. Since then, physical verification of inventory has been conducted only once prior to commencement of CIRP by the erstwhile suspended management. In the absence of proper documentation, we are unable to comment whether the frequency of verification by the management is reasonable and the coverage and procedure of such verification by the management is appropriate, and whether discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- (b) As explained to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets in the current year. Further, working capital limits in excess of five crore rupees sanctioned by banks or financial institutions in earlier years had become NPA. Hence, no quarterly returns or statements have been filed by the Company with such banks or financial institutions. Therefore, the provisions of clause 3(ii)(b) of the Order are not applicable to the Company.
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Therefore, the provisions of clause 3(iii) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.





- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year within the meaning of Sections 73 and 76 of the Act. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 74 and 75 or any other relevant provisions of the Act. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) As explained to us, the Central Government has not prescribed the maintenance of Cost Records under section 148(1). Therefore, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) (a) According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the appropriate authorities during the year except for Income Tax.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues were in arrears, as at 31<sup>st</sup> March 2024 for a period of more than six months from the date they became payable except for Profession Tax amounting to Rs. 96,178/- and Income Tax for A. Y. 2021-22 amounting to Rs. 3,41,69,670/- and Income Tax for A. Y. 2022-23 amounting to Rs. 3,30,81,600/-. The Company has made an application to the Income Tax Department to adjust this tax payable for A. Y. 2021-22 against refund due for A. Y. 2020-21 amounting to Rs. 4,29,62,590/- as determined by Intimation u/s 143(1) of the Income Tax Act, 1961.

- (b) According to the information and explanations given to us, the amounts which have not been deposited as on 31<sup>st</sup> March 2024 on account of any dispute, are as follows :

Name of the statute	Nature of Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Sales Tax & Entry Tax Acts of respective states	Sales Tax and Entry Tax	3.67	2014-2015	A.C. Appeal
		18.94	2007-2013	D.C. Appeal
		4.82	2009-2010	D.C. Appeal
		9.82	2010-2011	D.C. Appeal
		24.50	2011-2012	D.C. Appeal
		8.08	2012-2013	D.C. Appeal
		15.00	2013-2014	D.C. Appeal
		31.71	2014-2015	D.C. Appeal
		6.42	2015-2016	D.C. Appeal
		4.10	2016-2017	D.C. Appeal
		36.43	2015-2016	J.C. Appeal
Goods and Service Tax Act, 2017	Goods and Service Tax	82.30	2017-2018	
The Customs Act, 1962	Custom Duty	1,088.93	2009-2022	Departmental Authorities / CESTAT
Income Tax Act, 1961	Income Tax	6,554.45	2019-20	CIT (Appeals)

- (viii) As explained to us, there are no transactions which were not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).



- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of loans and other borrowings and in the payment of interest thereon to lenders as stated below (details provided to the extent available) :

S. No.	Nature of borrowing	Name of Lender	Amount not paid on due date (Rs. in lakhs)	Whether principal or interest	No. of days delay or unpaid (upto 31.3.2023)
1.	Unsecured Loan	Arka Fincap Limited	216.88	Principal	6
2.	Unsecured Loan	Arka Fincap Limited	24.77	Principal	5
3.	Unsecured Loan	Arka Fincap Limited	121.64	Principal	2
4.	GECL Loan	Bandhan Bank	12.41	Both	26
5.	GECL Loan	Central Bank of India	57.38	Both	42
6.	GECL Loan	Central Bank of India	57.38	Both	14
7.	GECL Loan	Indian Bank	34.71	Both	31
8.	GECL Loan	Indian Bank	34.12	Both	2
9.	Unsecured Loan	Livfin India Pvt. Ltd.	76.95	Principal	5
10.	Unsecured Loan	Livfin India Pvt. Ltd.	49.99	Principal	3
11.	Unsecured Loan	Livfin India Pvt. Ltd.	79.96	Principal	2
12.	Term Loan	Mahindra & Mahindra Financial Services Ltd.	7.48	Principal	25
13.	Working Capital Loan	Equentia Financial Service Pvt Ltd	59.99	Principal	2
14.	Working Capital Loan	Equentia Financial Service Pvt Ltd	234.99	Principal	1
15.	Working Capital Loan	Profectus Capital Pvt Ltd	139.91	Principal	7
16.	Working Capital Loan	Profectus Capital Pvt Ltd	359.43	Principal	6
17.	Unsecured Loan	Siemens Factoring Pvt. Ltd.	397.32	Principal	26
18.	Unsecured Loan	Siemens Factoring Pvt. Ltd.	198.62	Principal	22
19.	GECL Loan	Tata Capital Ltd.	15.07	Principal	54
20.	GECL Loan	Tata Capital Ltd.	14.56	Principal	26
21.	Working Capital Loan	Eight Finance Pvt. Ltd.	500.00	Principal	23





- (b) As explained to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not taken any term loans during the year. Therefore, the provisions of clause 3(ix)(c) of the Order are not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purpose.
- (e) In our opinion and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised moneys by way of initial public offering or further public offer (including debt instruments) during the year. Therefore, the provisions of clause 3(x)(a) of the Order are not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there were no whistle-blower complaints received during the year by the Company.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) To the best of our knowledge and belief and according to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and details have been disclosed in the financial statements, as required by the applicable accounting standards.
- (xiv) (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company does not have an internal audit system commensurate with the size and nature of its business since currently there are no significant ongoing business activities.
- (b) As stated in (a) above, since the Company does not have an internal audit system, there are no internal audit reports issued by the Company and hence, question of considering the internal audit reports does not arise.
- (xv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- (xvi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.



- (b) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.
- (c) To the best of our knowledge and belief and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.
- (d) To the best of our knowledge and belief and according to the information and explanations given to us, there is no CIC as part of the Group. Therefore, the provisions of clause 3(xvi)(d) of the Order are not applicable to the Company.
- (xvii) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has incurred cash loss of Rs. 37,205.32 lakhs in the financial year and has incurred cash loss of Rs. 20,095.12 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company.
- (xix) As referred to in "Material uncertainty related to Going Concern" paragraph in our main audit report and as disclosed in Note 1 to the accompanying standalone financial statements and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the erstwhile Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, there exists a material uncertainty as on the date of the audit report that Company may not be capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) (a) To the best of our knowledge and belief and according to the information and explanations given to us, the unspent amount under sub-section (5) of Section 135 of the Act in respect of other than ongoing projects has not been transferred to a Fund specified in Schedule VII of the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
- (b) To the best of our knowledge and belief and according to the information and explanations given to us, the unspent amount under sub-section (5) of Section 135 of the Act pursuant to any ongoing projects has not been transferred to special account in compliance with provision of sub section (6) of section 135 of the Companies Act.



For Bhogilal C. Shah & Co.  
Chartered Accountants  
Firm's registration No. 101424W

*Suril Shah*

Suril Shah  
Partner

Membership No. 42710  
UDIN : 25042710BMIZKL7502  
Mumbai, January 3, 2025



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

### **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")**

#### **Disclaimer of Opinion**

We were engaged to audit the internal financial controls over financial reporting of Compuage Infocom Limited ("the Company") as of 31st March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

We do not express an opinion on the internal financial controls over financial reporting of the Company. Because of the significance of the matters described in the "Basis for Disclaimer of Opinion" section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls over financial reporting of the Company.

#### **Basis for Disclaimer of Opinion**

The system of internal financial controls over financial reporting with regard to the Company were not made available to us to enable us to determine if the Company has established adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at 31<sup>st</sup> March 2024 due to reasons as stated in Note 1 of the financial statements.

#### **Management's responsibility for Internal Financial Controls**

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

#### **Auditor's responsibility**

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

However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an 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.





## 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.



For Bhogilal C. Shah & Co.  
Chartered Accountants  
Firm's registration No. 101424W

*Suril Shah*

Suril Shah  
Partner

Membership No. 42710  
UDIN : 25042710BMIZKL7502  
Mumbai, January 3, 2025

# Compuage Infocom Limited

Balance Sheet as at March 31, 2024

(₹ in Lakh unless otherwise stated)

Particulars	Note	31-Mar-24	31-Mar-23
<b>A. ASSETS</b>			
1. Non-current assets			
a) Property, plant and equipment	2	4,583.18	4,854.15
b) Intangible assets	2	0.47	0.56
c) Financial assets			
(i) Investments	3	140.49	139.28
<b>Total non-current assets</b>		<b>4,724.14</b>	<b>4,993.99</b>
2. Current assets			
a) Inventories	4	9,359.07	16,735.38
b) Financial assets			
(i) Trade receivables	5	44,297.22	54,597.82
(ii) Cash and cash equivalents	6	713.02	1,233.61
(iii) Bank balances other than (ii) above	7	1,747.47	8,047.05
(iv) Loans	8	-	19.10
(v) Other financial assets	9	15.90	1,210.73
c) Current tax assets (net)	10	346.86	280.84
d) Other current assets	11	5,504.67	6,705.18
<b>Total current assets</b>		<b>61,984.21</b>	<b>88,829.71</b>
<b>TOTAL ASSETS</b>		<b>66,708.35</b>	<b>93,823.70</b>
<b>B. EQUITY AND LIABILITIES</b>			
Equity			
a) Equity share capital	12	1,715.36	1,715.36
b) Other equity	13	(30,515.94)	6,993.55
<b>Total equity</b>		<b>(28,800.58)</b>	<b>8,708.91</b>
Liabilities			
1. Current liabilities			
a) Financial liabilities			
(i) Borrowings	14	65,636.92	50,001.79
(ii) Trade payables	15		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		28,740.29	33,392.39
(iii) Other financial liabilities	16	1,100.57	1,234.77
b) Other current liabilities	17	31.15	185.31
c) Provisions	18	-	300.53
<b>Total current liabilities</b>		<b>95,508.93</b>	<b>85,114.79</b>
<b>Total liabilities</b>		<b>95,508.93</b>	<b>85,114.79</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>66,708.35</b>	<b>93,823.70</b>
<b>Significant accounting policies</b>	1		

The above Balance Sheet should be read in conjunction with the accompanying Notes

As per our report of even date  
For Bhogilal C. Shah & Co.  
Firm Reg. No.: 101424W  
Chartered Accountants

*S. V. Shah*

(CA. S. V. Shah)  
Partner  
Membership No. : 042710  
Place : Mumbai  
Dated : 3.1.2025



For and on behalf of Compuage Infocom Limited

*G. Labhchand Jain*  
Gajesh Labhchand Jain

IBBI Reg. No.: IBBI/IPA-001/IP-P 01697/2019 -2020/12588

Resolution Professional

*A. Mehta*  
Atul Mehta  
Suspended Director



*Bh. Mehta*  
Bhavesh Mehta  
Suspended Director

# Compuage Infocom Limited

Statement of Profit and Loss for the year ended March 31, 2024

(₹ in Lakh unless otherwise stated)

Particulars	Note	2023-24	2022-23
Revenue from operations	19	2,493.07	3,73,948.47
Other income	20	148.72	602.71
<b>Total Income</b>		<b>2,641.79</b>	<b>3,74,551.18</b>
<b>Expenses</b>			
Purchase of stock-in-trade	21	(1,560.88)	3,42,344.37
Changes in inventories of stock in trade	22	7,376.31	26,962.25
Employee benefits expense	23	597.84	3,443.91
Finance costs	24	4,812.86	7,379.13
Depreciation and amortisation expenses	2	255.58	307.71
Other expenses	25	1,419.70	14,235.96
<b>Total Expenses</b>		<b>12,901.41</b>	<b>3,94,673.33</b>
Profit/(Loss) before exceptional items and tax		(10,259.62)	(20,122.15)
Exceptional Items	26	27,065.88	-
<b>Profit/(Loss) before tax</b>		<b>(37,325.50)</b>	<b>(20,122.15)</b>
<b>Tax expense</b>			
Current tax	10	-	5.48
Tax for Earlier Years	10	135.39	275.20
Deferred tax	10	-	(421.77)
<b>Total tax expense</b>		<b>135.39</b>	<b>(141.09)</b>
<b>Profit for the year</b>		<b>(37,460.89)</b>	<b>(19,981.06)</b>
<b>Other Comprehensive Income</b>			
a) Items that will not be reclassified to profit and loss			
- Remeasurment of Defined Employee Benefit Plans		-	-
- Income Tax relating to above items		-	-
b) Items that will be reclassified to profit and loss			
- Foreign Currency Translation difference		(48.60)	(65.14)
- Income Tax relating to above items		-	-
<b>Other Comprehensive Income, net of tax</b>		<b>(48.60)</b>	<b>(65.14)</b>
<b>Total Comprehensive Income for the year</b>		<b>(37,509.49)</b>	<b>(20,046.20)</b>
<b>Earnings per Equity share attributable to owners of the Company</b>			
No. of shares		857.68	857.68
Basic and diluted earning per Equity share of ₹2 each		(43.73)	(28.16)
Significant accounting policies	1		

The above Profit & Loss should be read in conjunction with the accompanying Notes

As per our report of even date  
For Bhogilal C. Shah & Co.  
Firm Reg. No.: 101424W  
Chartered Accountants

*S. V. Shah*

(CA. S. V. Shah)  
Partner  
Membership No. : 042710  
Place : Mumbai  
Dated : 31.03.2025



For and on behalf of Compuage Infocom Limited

*G. Labhchand Jain*  
Gajesh Labhchand Jain  
IBBI Reg. No.: IBBI/IPA-001/IP-P-01697/2019 -  
2020/12588

Resolution Professional

*A. Mehta*

Atul Mehta  
Suspended Director



*B. Mehta*

Bhavesh Mehta  
Suspended Director



**COMPUAGE INFOCOM LIMITED**  
Statement of Cash Flows for the year ended March 31, 2024

(₹ In Lakhs)

Particulars	March 31, 2024	March 31, 2023
<b>A. Cash Flows From Operating Activities</b>		
Profit before tax	(37,325.50)	(20,122.15)
<u>Adjustment For:</u>		
Depreciation and amortisation expenses	255.58	307.71
Impairment of Debtors	-	8,392.70
Unrealised Exchange Rate Difference (Net)	(48.60)	(65.14)
Finance costs	4,812.86	7,379.13
Difference in claims by banks & financial institutions	474.86	-
One Time Settlement with lenders	(2,771.41)	-
Interest income from financial assets measured at amortised cost	(111.13)	(563.02)
Loss / (Gain) on Sale of Property, Plant & Equipment	(0.13)	1.54
<b>Operating Profit Before Working Capital Changes</b>	<b>(34,713.47)</b>	<b>(4,669.23)</b>
<b>Changes in working capital:</b>		
Decrease/(Increase) In Inventories	7,376.31	26,962.25
Decrease/(Increase) In Trade Receivables	10,300.60	(10,907.26)
Decrease/(Increase) In Current Loans	19.10	3.03
Decrease/(Increase) In Other Current Assets	1,200.51	112.35
Decrease/(Increase) In Other Financial Assets	1,194.83	(35.74)
Increase /(Decrease) In Trade Payables	(4,652.10)	(578.41)
Increase /(Decrease) In Other Financial Liabilities	(134.20)	(281.29)
Increase /(Decrease) In Other Current Liabilities	(154.16)	(1,767.54)
Increase /(Decrease) In provisions	(300.53)	63.62
<b>Total</b>	<b>14,850.36</b>	<b>13,571.01</b>
Income tax paid (net of refund)	(201.41)	(573.68)
<b>Net Cash Inflow/(Outflow) From Operating Activities (A)</b>	<b>(20,064.52)</b>	<b>8,328.10</b>
<b>B. Cash Flows From Investing Activities</b>		
Purchase of Property, plant and equipment	-	(325.82)
Sale of Property, plant and equipment	15.61	17.70
Sale/(Purchase) of Non-Current Investments	(1.21)	18.94
Proceeds from / (Payment of) fixed deposits	6,299.58	359.35
Interest received on financial assets measured at amortised cost	111.13	563.02
<b>Net Cash Inflow/(Outflow) From Investing Activities (B)</b>	<b>6,425.11</b>	<b>633.19</b>
<b>C. Cash Flows From Financing Activities</b>		
Proceeds from Issuance of Equity Share Capital under Rights Issue	-	4,158.45
Proceeds from / (Repayment of) Current Borrowings	17,931.68	(104.45)
Proceeds from / (Repayment of) Non Current Borrowings	-	(4,779.81)
Interest Paid	(4,812.86)	(7,379.13)
Dividend on Equity shares	-	(120.95)
<b>Net Cash Inflow/(Outflow) From Financing Activities (C)</b>	<b>13,118.82</b>	<b>(8,234.89)</b>
<b>Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)</b>	<b>(520.59)</b>	<b>726.40</b>
Cash And Cash Equivalents As At Beginning Of The Year	1,233.61	507.21
Cash And Cash Equivalents As At End Of The Year	<b>713.02</b>	<b>1,233.61</b>

i) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows as notified under the Companies (Indian Accounting Standards) Rules, 2014.

As per our report of even date

For Bhogilal C. Shah & Co.

Firm Reg. No.: 101424W  
Chartered Accountants

(CA. S. V. Shah)

Partner

Membership No. : 042710

Place : Mumbai

Dated : 3.1.2025



For and on behalf of Compuage Infocom Limited

*Gajesh Jain*

Gajesh Labhchand Jain

IBBI Reg. No.: IBBI/IPA-001/IP-P 01697/2019-2020/12588

Resolution Professional

Atul Mehta

Suspended Director



*Bhavesh Mehta*

Bhavesh Mehta

Suspended Director

## Compuage Infocom Limited

Statement of Changes in Equity for the year ended March 31, 2024  
(₹ in Lakh unless otherwise stated)

### A. Equity Share Capital

Particulars	Note	Amount
As at April 01, 2022	13	1,299.52
Changes in Equity share capital during the year		415.84
As at March 31, 2023	13	1,715.36
Changes in Equity share capital during the year		-
As at March 31, 2024	13	1,715.36

### B. Other Equity

Particulars	Reserves and Surplus					Total other Equity
	Securities Premium Reserve	General Reserve	Capital reserve	Capital redemption reserve	Retained Earnings	
As at April 01, 2023	7,411.41	35.36	134.84	129.72	(717.78)	6,993.55
Profit for the year	-	-	-	-	(37,460.89)	(37,460.89)
Other Comprehensive Income	-	-	-	-	(48.60)	(48.60)
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>(37,509.49)</b>	<b>(37,509.49)</b>
Preferential allotment-Rights Issue		-	-	-	-	-
As at March 31, 2024	7,411.41	35.36	134.84	129.72	(38,227.27)	(30,515.94)

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.





## **Compuage Infocom Limited**

**Notes to the standalone financial statements for the year ended 31<sup>st</sup> March 2024.**

### **Note 1: Corporate Information/Overview:**

The Company Infocom Limited (The Company) is a public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the BSE Ltd and NSE Ltd.

#### **Business Overview and Challenges:**

##### **Business Overview:**

The Company is in the business of distribution of technology products, services and software & telecom products. It helps marquee brands like ASUS, HP, CISCO, Microsoft and tens of others bring their products to the markets through 10,000+ resellers. It also offers warranty services as value addition and also to shore up its bottom line.

It has a strong reputation built over three decades and operates through a nationwide network comprising 45 sales offices, 27 warehouses, and 70 service centers. An international presence in Singapore caters to the Asia Pacific region. The Company is one of the few distributors handling major brands like Asus, Cisco, HP, and Microsoft. It has received numerous awards for its outstanding performance.

The Company has been availing credit facilities from a bank consortium led by Indian Bank. It has had an unblemished track record for meeting its commitments to all the lenders on time, except in recent months.

##### **Nature of Business:**

The IT distribution sector, characterized by razor-thin profit margins (typically around 1%), involves substantial logistics operations encompassing procurement, warehousing, transportation, channel development, and credit deployment. The Company faces the perpetual challenge of product obsolescence due to the fast-paced evolution of technology. Furthermore, it competes with global giants, which enjoy economies of scale, efficient operations, and robust global networks, providing them a distinct competitive edge.

##### **Business Strategy and Execution:**

The Company's strategy aimed to achieve growth by expanding its presence across Mobility, IT Consumer, IT Enterprise, Cloud Business, and Services segments, aspiring to become a comprehensive distribution hub. While it secured distributorships for top brands in these areas, the strategy faced challenges due to slow scaling compared to peers, primarily because of inadequate low-cost working capital.

While the Company matched its peers in terms of market penetration, sales infrastructure, and warehousing facilities, it did so with significantly lower revenue. Consequently, operational costs as a percentage of revenue remained elevated, aggravated by costly debt financing, substantially eroding gross margins. As a result, limited surplus funds were available for growth. To address this, the Company strategically shifted focus away from mobility and IT consumer sectors to prioritize enterprise business, cloud offerings, and services, which offered better profit margins. This shift began in 2019, well before the onset of the COVID-19 pandemic.



### **Impact of COVID:**

With the COVID-19 pandemic emerging in early 2020, the Company faced severe challenges. The enterprise business, initially flourishing, suffered as major clients like corporate enterprises and government offices closed, impacting sales significantly. Simultaneously, semiconductor shortages disrupted stock availability, worsening receivables management and extending the working capital cycle. Ironically, the IT consumer sector, which the Company had de-emphasized, boomed due to high demand for laptops and smartphones driven by remote work and study. This dual blow caused the company to lose out on the thriving IT consumer market while facing a decline in the IT enterprise sector.

To mitigate these challenges, the Company expanded its customer base by targeting a large number of MSME customers. Leveraging its nationwide distribution network, this strategy initially boosted sales but posed difficulties in receivables collection as defaults from this segment surged rapidly from December 2022.

### **Current Situation:**

Amid market pressures, during the first half of the year the Company experienced a significant reduction in team size, leading to warehouse consolidation and outsourcing of various functions. The company was grappling with inventory sales due to restrictions imposed by lenders, outstanding payments recovery, and vendor claims, impacting profitability, cash flow, and credibility. This situation has been further aggravated by high level of manpower attrition resulting in serious gaps in maintenance of IT systems and records which has resulted in non-accessibility to the books of accounts maintained on SAP.

Subsequently, a petition C.P. (IB) 329/MB/2023 was filed by Plus Plus Engaugement Services Pvt Ltd under section 7 of Insolvency and Bankruptcy Code, 2016 ('IBC') against Compugae Infocom Limited ("Corporate Debtor") for the default in payment of INR 1,68,57,123/- (Rupees One Crore Sixty-Eight Lacs Fifty-Seven Thousand One Hundred Twenty-Three Only). The Hon'ble NCLT, Mumbai Bench admitted the petition and ordered initiation of Corporate Insolvency Resolution Process in respect of the Corporate Debtor on November 02, 2023. The Hon'ble Bench in the same order appointed Mr. Arun Kapoor as the Interim Resolution Professional ('IRP'). Thereafter, Hon'ble NCLT, Mumbai Bench has passed an order dated 29.04.2024 (Order received on 09.05.2024), for the replacement of Resolution Professional and appointed Mr. Gajesh Labhchand Jain (Registration no. IBBI/IPA-001/IP-P-01697/2019-2020/12588) as Resolution Professional ("RP") under the Insolvency and Bankruptcy Code, 2016 ("Code") in matter of Corporate Insolvency Resolution Process of M/s Compugae Infocom Limited.

These financial statements of the company for the year ended 31.03.2024 pertains to period comprising of both before and after commencement of the CIRP on 02.11.2023. All the directors of the Company except two directors, and Company Secretary had resigned from their position in the company prior to commencement of CIRP. Upon commencement of the CIRP, the powers of the Board of Directors of the company stand suspended and are exercised by the Resolution Professional.

These financial statements have been signed by the Resolution Professional (RP) while exercising the powers of the Board of Directors of the Company which has been conferred upon him in terms of the provisions of the Section 17 of the Insolvency & Bankruptcy Code 2016. The Resolution





Professional have signed these statements in good faith, solely for the purpose of compliance and discharging his duty under the Corporate Insolvency Resolution Process, governed by the Insolvency & Bankruptcy Code 2016. Since these financial statements belong to the period comprising of both before and after the commencement of the CIRP on 02.11.2023, these financial statements have been prepared with the same "basis of preparation" as adopted by the erstwhile Board of Directors as enumerated upon the Board under Section 134(5), of the Companies Act, 2013 and related regulations, while highlighting/addressing any material departures as per the current conditions and events which occurred subsequent to the balance sheet date. While signing the aforesaid financial statements, the Resolution Professional (RP) has relied on the representation, statements and information provided by Suspended Management of the Company.

#### **A. Significant Accounting Policies:**

##### **i) Basis of Preparation:**

###### **(a) Compliance with Ind AS**

These financial statements are the separate financial statements of the Company prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended, hereinafter referred to as the Ind AS, and other relevant provisions of the Companies Act, 2013.

Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency.

###### **(b) Use of Estimates:**

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

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

###### **(c) 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 and investment in subsidiaries. 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.



(d) Historical Cost Convention:

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

**ii).Current/ Non-Current classification:**

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- ii. The asset is intended for sale or consumption;
- iii. The asset/liability is held primarily for the purpose of trading;
- iv. The asset/liability is expected to be realized/settled within twelve months after the reporting period;
- v. the asset 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;
- vi. In the case of a liability, 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.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months.

**iii).Tangible Assets /Property, plant and equipment:**

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other nonrefundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met.

Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.





#### **iv). Depreciation on tangible fixed assets:**

Depreciation on each part of an item of property, plant and equipment is provided using the Straight Line Method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate and accordingly, accounted for prospectively.

#### **v). Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life i.e. 3 years based on management assessment and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognised in the Statement of Profit and Loss.

#### **vi). Derecognition:**

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss.

#### **vii). Impairment of non-financial assets – property plant and equipment and intangible assets:**

The carrying amount of assets are reviewed at each Balance Sheet date to assess if there are any indications of impairment based on internal / external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that will be determined if no impairment loss had previously been recognised.

Goodwill, intangible assets having indefinite useful life and intangible assets currently not in use by the Company are tested for impairment annually and also whenever there are indicators of impairments.

Reversal of impairment of Goodwill is not recognized.

**viii).Lease:**

**The Company as a Lessee**

The Company's lease asset classes primarily consist of leases for office premises for its branches at various locations. 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: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 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 includes 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.

As all the leases are short-term leases or low value leases, the Company has not recognized any right-of-use asset and corresponding lease liability for any of the lease arrangements in which it is a lessee during the year.

**The Company as a Lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on an accrual basis over the term of the relevant lease.

**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. However, as all the leases are short-term leases or low value leases, the Company has not recognized any right-of-use asset and corresponding lease liability for any of the lease arrangements during the year.





### **ix).Borrowing costs:**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing and exchange differences arising from foreign currency borrowing to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### **x).Revenue Recognition:**

Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates by the Company.

Revenue includes only the gross inflows of economic benefits, received and receivable by the Company, on its own account. Amounts collected on behalf of third parties such as Sales Tax, VAT and GST are excluded from revenue.

The company bases its estimates on historical results, taking into consideration the type of customer, type of transaction and specifics of each arrangement. Accumulated experience is used to estimate and provide for discounts and returns. No element of financing is deemed present as sales are made with a credit term which is consistent to market practice.

#### ***Sale of products:***

Revenue from sale of products is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the products sold.

#### ***Rendering of services:***

Revenue from product support services are recognized once the service is provided and the invoice is raised and are net of applicable taxes.

#### ***Interest:***

Interest income from debt instruments is recognized using the effective interest rate method.

#### ***Dividend:***

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

### **xi).Foreign Currency Transactions /translations:**

Functional and presentation Currency:

Items included in the financial statement of the company are measured using the currency of the primary economic environment in which the company operates (functional currency). The Financial

statements of the company are presented in Indian Currency, which is also the functional currency of the company.

**Initial Recognition:**

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Foreign exchange gain or loss resulting from the settlement of such transactions and from translation of monetary assets or liability denominated in foreign currencies at the year-end exchange rate are generally recognized in the profit and loss account except that they are deferred in equity if they relate to qualifying cash flow hedges.

**Measurement of foreign currency items at reporting date:**

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction.

Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in Other Comprehensive Income.

**xii). Derivative financial instruments and hedge accounting:**

The Company enters into derivative financial contracts in the nature of forward currency contracts with external parties to hedge its foreign currency risks relating to foreign currency denominated financial liabilities measured at amortized cost.

The Company is not following hedge accounting. Consequently, all derivative instruments are recognized and measured at Fair Value through Profit and Loss.

**xiii). Inventories:**

(a) Stock of goods traded is valued at lower of cost and net realizable value. The costs of purchase of inventories comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs directly attributable to the acquisition of finished goods, materials and services. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase. The costs are determined on a weighted average basis.

(b) Saleable scrap is accounted for as and when sold.





#### **xiv).Investments and other financial assets:**

##### **Classification:**

The Company classifies its financial assets in the following measurement categories:

- i) Those to be measured subsequently at fair value (either through Other Comprehensive Income (OCI), or through Profit or Loss), and
- ii) Those measured at amortised cost.

The classification depends on the business model of the entity for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Profit or Loss or Other Comprehensive Income.

For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income (OCI)

##### **Initial recognition and measurement:**

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, 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. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

##### **Subsequent measurement:**

After initial recognition, financial assets are measured at:

- i) Fair value {either through Other Comprehensive Income (FVOCI) or through Profit or Loss (FTVPL)} or,
- ii) Amortised cost.

##### **Debt instruments:**

Subsequent measurement of debt instruments depends on the business model of the Company for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

##### **Measured at amortised cost:**

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method less

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impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

**Measured at fair value through Other Comprehensive Income (FVOCI):**

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through Other Comprehensive Income. Fair value movements are recognized in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss. On de-recognition, cumulative gain / (loss) previously recognized in OCI is reclassified from the equity to other income in the Statement of Profit and Loss.

**Measured at Fair Value through Profit or Loss: (FVTPL)**

A financial asset not classified as either amortised cost or FVOCI, is classified as FTVPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as other income in the Statement of Profit and Loss.

**Equity instruments:**

The Company subsequently measures all investments in equity instruments other than subsidiary companies, associate company and joint venture Company at fair value. The Management of the Company has elected to present fair value gains and losses on such equity investments in Other Comprehensive Income, and there is no subsequent reclassification of these fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**Investments in Subsidiary Companies, Associate Companies and Joint Venture companies:**

Investments in Subsidiary Companies, Associate Companies and Joint Venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in Subsidiary Companies, Associate Companies and Joint Venture companies, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

**Impairment of financial assets:**

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- i) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, and bank balance.
- ii) Trade Receivables.



The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

#### **De-recognition:**

A financial asset is de-recognized only when the Company

- i) has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

#### **Financial liabilities:**

##### **i) Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### **ii) Initial recognition and measurement**

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

##### **iii) Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

##### **iv) De-recognition**

A financial liability is de-recognized when the obligation specified in the contract is discharged, cancelled or expires.

#### **Offsetting financial instruments:**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.





**xv).Retirement and other employee benefits:**

**Short term employee benefits:**

All employee benefits payable within twelve months of service such as salaries, wages, bonus, ex gratia, medical benefits etc. are recognized in the year in which the employees render the related service and are presented as current employee benefit obligations within the balance sheet.

**Defined contribution plan:**

Contributions to defined contribution schemes such as contribution to provident fund, Employees State Insurance Corporation, National Pension Scheme are charged as an expense to the statement of profit and loss on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as defined contribution schemes as the company has no further defined obligations beyond the monthly contributions.

The Liability or Asset, is recognized in the Balance sheet in respect of Gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method (PUCM).

**xvi).Income Taxes:**

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The 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.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognized as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid will be recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date

Deferred income 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. However, deferred tax liabilities are not recognized if they arise from the initial recognition of Goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit / (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the Balance Sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to





offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognized in Other Comprehensive Income or directly in equity, respectively.

**xvii).Cash and cash equivalents:**

Cash and cash equivalents include cash in hand, demand deposits with banks and other short term deposits (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

**xviii).Segment reporting:**

The Company operates only in one reportable segment.

**xix).Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity share outstanding during the period.

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

**xx). Provisions and contingent liabilities:**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.



## NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh unless otherwise stated)

### NOTE 2 : PROPERTY, PLANT AND EQUIPMENT

Particulars	Buildings	IT Equipment	Vehicles	Office Equipment	Furniture and Fixture	Total Property, plant and equipment	Intangible Assets
<b>Gross carrying amount</b>							
As at April 1st, 2022	4,291.62	2,307.84	117.29	802.40	1,611.69	9,130.84	11.99
Additions	-	315.43	-	10.39	-	325.82	-
Disposals	-	-	-117.29	-	-	(117.29)	-
As at April 1st, 2023	4,291.62	2,623.27	-	812.79	1,611.69	9,339.37	11.99
Additions	-	-	-	-	-	-	-
Disposals	-	-31.71	-	-	-19.68	(51.39)	-
As at March 31, 2024	4,291.62	2,591.56	-	812.79	1,592.01	9,287.98	11.99
<b>Depreciation   Amortisation</b>							
As at March 31, 2022	403.26	1,808.16	91.34	688.76	1,284.13	4,275.65	11.34
Charge For the year	75.39	102.64	6.71	53.17	69.71	307.62	0.09
Disposals	-	-	(98.05)	-	-	(98.05)	-
As at March 31, 2023	478.65	1,910.80	-	741.93	1,353.84	4,485.22	11.43
Charge For the year	75.51	127.01	-	11.36	41.61	255.49	0.09
Disposals	-	(23.44)	-	-	(12.47)	(35.91)	-
upto March 31, 2024	554.16	2,014.37	-	753.29	1,382.98	4,704.80	11.52
<b>Net carrying amount</b>							
As at 31-03-2023	3,812.97	712.47	-	70.86	257.85	4,854.15	0.56
As at 31-03-2024	3,737.46	577.19	-	59.50	209.03	4,583.18	0.47

1. The company has mortgaged Buildings to avail the Loan from the Financial Institutions.
2. All the Movable Assets have been hypothecated with the Financials Institutions.





## NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh unless otherwise stated)

### NOTE 3 : Non Current Investments

Particulars	As at March 31, 2024	As at March 31, 2023
a) Investment in equity instruments of Subsidiary company measured at cost 1,50,000 Ordinary Shares of Compauge Infocom Pte.Ltd - Singapore	83.37	82.16
<b>Sub-total (a)</b>	<b>83.37</b>	<b>82.16</b>
a) Investment in equity instruments of Other Company measured at FVTPL - Unquoted 190416 Equity Shares of Bombay Mercantile Co- Op. Bank Ltd of ₹30 Each. (Previous year: 190416 Equity Shares of Rs. 30 each).	57.12	57.12
<b>Sub-total (b)</b>	<b>57.12</b>	<b>57.12</b>
<b>Total</b>	<b>140.49</b>	<b>139.28</b>

### NOTE 4 : Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
Stock in trade	9,359.07	16,735.38
<b>Total</b>	<b>9,359.07</b>	<b>16,735.38</b>

### NOTE 5 : Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	-	8,494.53
Unsecured, considered Doubtful (Not provided for)	44,297.22	46,103.29
<b>Total</b>	<b>44,297.22</b>	<b>54,597.82</b>

#### Ageing for trade receivables outstanding as at 31st March 2024

Particulars	Outstanding for following periods from due dates of payment						Total
	Not due	Less than 6 months	6 months-1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables-considered good.	-	-	-	-	-	-	-
Undisputed trade receivables-which have significant increase in credit risk.	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired.	-	-	-	-	-	-	-
Disputed trade receivables-considered good.	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk .	-	-	-	41,907.01	1,267.56	1,122.65	44,297.22
Disputed trade receivables-credit impaired.	-	-	-	-	-	-	-
Less: Provision fordoubtfull debts-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	<b>41,907.01</b>	<b>1,267.56</b>	<b>1,122.65</b>	<b>44,297.22</b>

#### Ageing for trade receivables outstanding as at 31st March 2023

Particulars	Outstanding for following periods from due dates of payment						Total
	Not due	Less than 6 months	6 months-1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables-considered good.	8,494.53	-	-	-	-	-	8,494.53
Undisputed trade receivables-which have significant increase in credit risk.	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired.	-	-	-	-	-	-	-
Disputed trade receivables-considered good.	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk .	4,895.38	38,166.53	651.17	1,267.56	976.33	146.32	46,103.29
Disputed trade receivables-credit impaired.	-	-	-	-	-	-	-
Less: Provision fordoubtfull debts-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>13,389.91</b>	<b>38,166.53</b>	<b>651.17</b>	<b>1,267.56</b>	<b>976.33</b>	<b>146.32</b>	<b>54,597.82</b>





**NOTE 6 : Cash and Cash Equivalents**

Particulars	As at March 31, 2024	As at March 31, 2023
Bank balances		
In current accounts	695.91	1,196.68
In unpaid dividend accounts	16.35	16.35
Cash on hand	0.76	20.58
Fixed deposits with original maturity less than 3 months	-	-
<b>Total</b>	<b>713.02</b>	<b>1,233.61</b>

**NOTE 7 : Other Bank Balances**

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed deposits with remaining maturity less than 12 months	1,747.47	8,047.05
<b>Total</b>	<b>1,747.47</b>	<b>8,047.05</b>

**NOTE 8 : Current Loans**

Particulars	As at March 31, 2024	As at March 31, 2023
Loans to employees	-	19.10
<b>Total</b>	<b>-</b>	<b>19.10</b>

**NOTE 9 : Other Current Financial Assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed deposits other than Banks	-	895.00
Security deposits	15.90	239.38
Interest accrued	-	76.35
<b>Total</b>	<b>15.90</b>	<b>1,210.73</b>

**NOTE 10 : Current Tax Assets (Net)**

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (net of provisions)	346.86	280.84
<b>Total</b>	<b>346.86</b>	<b>280.84</b>

**NOTE 11 : Other Current Assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	3.44	97.15
Advance to staff	5.06	2.64
Balances with Government authorities	5,456.11	6,546.80
Miscellaneous Expenses (to the extent not written of)	-	58.59
Advance to suppliers	40.06	
<b>Total</b>	<b>5,504.67</b>	<b>6,705.18</b>



NOTES TO THE FINANCIAL STATEMENTS  
(₹ in Lakh unless otherwise stated)

**NOTE 12 : EQUITY SHARE CAPITAL**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
<b>Authorised</b>		
9,62,70,000 Equity shares of ₹2.00 each	1,925.40	1,925.40
46,65,600 Preference shares of ₹0.10 (Ten paise) each	4.67	4.67
1,10,00,000 Preference shares of ₹10.00 each	1,100.00	1,100.00
<b>Total</b>	<b>3,030.07</b>	<b>3,030.07</b>
<b>Issued, subscribed and fully paid-up</b>		
8,57,68,064 Equity shares of ₹2.00 each fully paid (Previous Year : 8,57,68,064 Equity shares of ₹2.00 each fully paid )	1,715.36	1,715.36
<b>Total</b>	<b>1,715.36</b>	<b>1,715.36</b>

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at		As at	
	March 31, 2024		March 31, 2023	
	No. in lakh	₹ In lakh	No. in lakh	₹ In lakh
<b>At the beginning of the Period</b>	<b>857.68</b>	<b>1,715.36</b>	<b>649.76</b>	<b>1,299.52</b>
Add : Preferential allotment-Rights Issue	-	-	207.92	415.84
<b>Outstanding at the end of the period</b>	<b>857.68</b>	<b>1,715.36</b>	<b>857.68</b>	<b>1,715.36</b>

**Terms / rights attached to equity shares**

The company has only one class of equity shares having a par value of ₹2.00 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by shareholders.

**c) Details of Shareholders holding more than 5% of Equity shares:**

Name of Shareholder	As at		As at	
	March 31, 2024		March 31, 2023	
	Holding %	No. in lakh	Holding %	No. in lakh
1. Atul Harkishandas Mehta	20.35%	174.54	20.35%	174.54
2. Bhavesh Harkishandas Mehta	20.35%	174.54	20.35%	174.54
3. Ajay Harkishandas Mehta	1.95%	16.69	1.95%	16.69

**d) Disclosure of shareholding of promoters:**

**Disclosure of shareholding of promoters as at 31st March 2024**

Name of Shareholder	As at		As at	
	March 31, 2024		March 31, 2023	
	Holding %	No. in lakh	Holding %	No. in lakh
1. Atul Harkishandas Mehta	20.35%	174.54	20.35%	174.54
2. Bhavesh Harkishandas Mehta	20.35%	174.54	20.35%	174.54
3. Ajay Harkishandas Mehta	1.95%	16.69	1.95%	16.69

**Disclosure of shareholding of promoters as at 31st March 2023**

Name of Shareholder	As at		As at	
	March 31, 2023		March 31, 2022	
	Holding %	No. in lakh	Holding %	No. in lakh
1. Atul Harkishandas Mehta	20.35%	174.54	23.02%	149.54
2. Bhavesh Harkishandas Mehta	20.35%	174.54	23.02%	149.54
3. Ajay Harkishandas Mehta	1.95%	16.69	12.30%	79.94

**NOTE 13 : OTHER EQUITY**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
a) Capital reserve	134.84	134.84
b) Capital redemption reserve	129.72	129.72
c) Securities premium reserve	7,411.41	7,411.41
d) General reserve	35.36	35.36
<b>e) Retained Earnings:</b>		
Balance at the beginning of the year	(717.78)	19,458.37
Add: Profit for the year	(37,460.89)	(19,981.06)
Add: Other Comprehensive Income	(48.60)	(65.14)
Less: Dividend on Equity shares	-	(129.95)
<b>Balance as at the end of the year</b>	<b>(38,227.27)</b>	<b>(717.78)</b>
<b>Total</b>	<b>(30,515.94)</b>	<b>6,993.55</b>





NOTES TO THE FINANCIAL STATEMENTS  
(₹ in Lakh unless otherwise stated)

**NOTE 14 : Current Borrowings**

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Loans Repayable on Demand:		
From Banks	54,252.97	38,917.32
From Others	3,654.05	4,213.07
Unsecured:		
From related parties	3,265.40	3,265.40
From others	4,464.50	3,606.00
<b>Total</b>	<b>65,636.92</b>	<b>50,001.79</b>

The company has defaulted on repayment of loans and interest during the year.

**NOTE 15 : Trade Payables**

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	28,740.29	33,392.39
<b>Total</b>	<b>28,740.29</b>	<b>33,392.39</b>

**Ageing for trade payables outstanding as at 31st March 2024**

Particulars	Outstanding for following periods from due dates					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	-	-	28,740.29	-	-	28,740.29
Disputed dues -MSME	-	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-	-
<b>Total</b>	-	-	28,740.29	-	-	28,740.29

**Ageing for trade payables outstanding as at 31st March 2023**

Particulars	Outstanding for following periods from due dates					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	-	33,392.39	-	-	-	33,392.39
Disputed dues -MSME	-	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-	-
<b>Total</b>	-	33,392.39	-	-	-	33,392.39

**NOTE 16 : Other Current Financial Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Unpaid dividends	16.38	16.38
Amount due to subsidiary company	237.39	250.78
Security Deposits	-	10.00
Earnest Money Deposits	300.00	-
Other payables	546.80	957.61
<b>Total</b>	<b>1,100.57</b>	<b>1,234.77</b>

**NOTE 17 : Other Current Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues	5.90	134.98
Advances from customers	25.25	50.33
<b>Total</b>	<b>31.15</b>	<b>185.31</b>

**NOTE 18 : Current Provisions**

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for gratuity	-	300.53
<b>Total</b>	-	<b>300.53</b>





NOTES TO THE FINANCIAL STATEMENTS  
(₹ in Lakh unless otherwise stated)

**NOTE 19 : REVENUE FROM OPERATIONS**

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Sale of Products		
Computer Components & Others	2,493.07	372,618.40
<b>Total (a)</b>	<b>2,493.07</b>	<b>372,618.40</b>
(b) Sale of services		
Product support services	-	1,330.07
<b>Total (b)</b>	<b>-</b>	<b>1,330.07</b>
<b>Total</b>	<b>2,493.07</b>	<b>373,948.47</b>

**NOTE 20 : OTHER INCOME**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest from bank deposits	66.19	469.93
Interest from others	44.94	93.09
Rent Income	37.46	35.92
Miscellaneous income	-	3.77
Gain on sale of Property, plant and Equipment	0.13	-
<b>Total</b>	<b>148.72</b>	<b>602.71</b>

**NOTE 21 : PURCHASE OF STOCK-IN-TRADE**

Particulars	As at March 31, 2024	As at March 31, 2023
Computer Components & Others	2,225.64	342,344.37
Less : Purchase Returns out of Opening Stock	-3786.52	-
<b>Total</b>	<b>(1,560.88)</b>	<b>342,344.37</b>

**NOTE 22 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Stocks at the end of the year		
Stock-in-trade	9,359.07	16,735.38
<b>Total (a)</b>	<b>9,359.07</b>	<b>16,735.38</b>
Less :		
(b) Stocks at beginning of the year		
Stock-in-trade	16,735.38	43,697.63
<b>Total (b)</b>	<b>16,735.38</b>	<b>43,697.63</b>
<b>(Increase)   Decrease in stocks</b>	<b>7,376.31</b>	<b>26,962.25</b>

**NOTE 23 : EMPLOYEE BENEFITS EXPENSE**

Particulars	As at March 31, 2024	As at March 31, 2023
Salaries, wages and bonus	585.36	3,210.91
Contribution to provident and other funds	9.47	60.86
Gratuity	-	116.98
Staff welfare	3.01	55.16
<b>Total</b>	<b>597.84</b>	<b>3,443.91</b>

**NOTE 24 : FINANCE COSTS**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest on borrowings (at amortised cost)	4,812.86	7,379.13
<b>Total</b>	<b>4,812.86</b>	<b>7,379.13</b>



**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakh unless otherwise stated)

**NOTE 25 : OTHER EXPENSES**

Particulars	As at March 31, 2024	As at March 31, 2023
Rent and compensation	275.20	757.73
Power & fuel	4.82	87.42
Rates and taxes	186.97	-
Insurance	23.44	200.24
<u>Payments to the statutory auditors:</u>		
a) Audit fees	14.96	16.50
b) Tax matters	-	2.00
c) Other matters	-	1.50
Expenditure on Corporate Social Responsibility	-	16.00
Net exchange rate difference-Loss	15.72	10.83
Miscellaneous expenses	56.85	693.56
Impairment of Debtors	-	8,392.70
Miscellaneous expenses Written off	58.59	
Bank Charges	63.18	1,720.21
Freight Charges	231.90	462.21
Legal & Professional Charges	133.90	876.99
Printing & Stationery	50.82	316.51
Repairs & Maintenance	61.70	345.08
Security Charges	30.16	140.44
Business Promotion Expenses	68.64	196.04
CIRP Costs	142.85	-
<b>Total</b>	<b>1,419.70</b>	<b>14,235.96</b>

**NOTE 26:- Exceptional Items**

Particulars	As at 31-03-2024	As at 31-03-2023
Vendor claims adjusted	29,362.43	-
Difference in claims by banks & financial institutions	474.86	-
One Time Settlement with lenders	(2,771.41)	-
<b>Total</b>	<b>27,065.88</b>	<b>-</b>

**NOTE 27:- CONTINGENT LIABILITIES**

The disputed demands for taxes and other matters amounts as of the reporting period ends are respectively as follows:

Particulars	As at 31-03-2024	As at 31-03-2023
<b><u>Claims against the Company not acknowledged as debts</u></b>		
Disputed demands in respect of VAT/Custom Duty	1,334.72	1,334.72
Disputed demands in respect of Income Tax	6,554.45	6,554.45
(Based on legal opinion, the Company does not feel any liability will arise and hence no provision has been made in the accounts.)		



The Company does not envisage any likely reimbursements in respect of the above.

The above matters are currently being considered by the tax authorities and the Company expects the judgment will be in its favour and has therefore, not recognised the provision in relation to these claims. Future cash outflow in respect of above will be determined only on receipt of judgement | decision pending with tax authorities. The potential undiscounted amount of total payments for taxes that the Company could be required to make if there was an adverse decision related to these disputed demands of regulators as of the date reporting period ends are as illustrated above.

## **NOTE 28:- EMPLOYEE BENEFIT OBLIGATIONS**

### **Funded Scheme**

#### **a) Defined Benefit Plans:**

##### **Gratuity**

Due to the circumstances as stated in Note 1, in the previous year 2022-23, the Company had provided for Gratuity for all eligible employees as payable as on 31.03.2023 up to the date of relieving of the said eligible employees. Further, during the current financial year 2023-24, no provision for gratuity payable has been made.





## NOTES TO THE FINANCIAL STATEMENTS

(All amounts are in Rs. in Lakh unless otherwise stated)

### Note 29

#### Segment Reporting

The Company operates only in one reportable segment.

### Note 30

#### Lease arrangements

The Company procures office premises for its branches under operating lease agreements that are renewable on a periodic basis at the option of both lessor and lessee. The initial tenure of the lease is below 12 months. The lease rentals recognised in the Statement of Profit and Loss for the year are Rs.275.20 lakh (previous year Rs.757.73 lakh). The contingent rent recognised in the Statement of Profit and Loss for the year is Rs.nil (previous year Rs.nil).

### NOTE 31- DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 33 EARNINGS PER SHARE

Particulars	2023-24	2022-23
Face value of equity share (in Rs.)	2.00	2.00
Weighted average number of equity shares outstanding (in Nos)	85,768,064	71,185,001
Profit for the year (Rs. in Lakh)	(37,509.49)	(20,046.20)
Weighted average earnings per share (basic and diluted) (in Rs.)	(43.73)	(28.16)

### NOTE 32 Capital management

#### Risk Management

The primary objective of Capital Management of the Company is to maximise Shareholder value. The Company monitors capital using Debt-Equity ratio which is total debt divided by total equity. For the purposes of Capital Management, the Company considers the following components of its Balance Sheet to manage capital:

Total equity includes General reserve, Retained earnings, Share capital, Security premium. Total debt includes current debt plus non-current debt less cash and cash equivalents & other Bank balances.

Particulars	As at 31/03/2024	As at 31/03/2023
Total debt	65,636.92	50,001.79
Less: Cash and cash equivalents & Other Bank balances	2,460.49	9,280.66
<b>Net Debt</b>	<b>63,176.43</b>	<b>40,721.13</b>
Total equity	(28,800.58)	8,708.91
<b>Debt-Equity ratio</b>	<b>(2.19)</b>	<b>4.68</b>

**NOTE 33 Related Party Disclosures, as required by Indian Accounting Standard 24 (Ind AS 24) are given below:**

**A. Relationships –**

**Category I:**

**Subsidiaries:**

Compuage Infocom (S) Pte Ltd

**Category II: Jointly Controlled Entity: NA**

**Category III:**

**Key Management Personnel (KMP)**

Atul H.Mehta	Suspended Director
Bhavesh H.Mehta	Suspended Director
Hasti Pala (w.e.f. 29-03-2022 to 30-03-2023)	Company Secretary

**Non-Executive Directors**

G.S. Ganesh (Resigned w.e.f. 14-03-2023)  
 Vijay Agarwal (Resigned w.e.f. 29-03-2023)  
 Fatima Hussain (Resigned w.e.f. 14-03-2023)  
 Hetal Kudecha (w.e.f. 07-02-2022 to 29-03-2023)  
 Virendra Bhatt (w.e.f. 25-02-2021 to 02-05-2023)

**Category IV:**

**Others (Close family member of KMP and Entities in which the KMP or close family member of KMP have significant influence)**

Falguni A. Mehta	Wife of Atul H. Mehta
Forum B. Mehta	Wife of Bhavesh H. Mehta
Ajay H. Mehta	Brother of Atul H. Mehta and Bhavesh H. Mehta
Trillizo Holdings Ltd.	Entity in which close family member of KMP has significant influence
Pristine Care Products Pvt. Ltd.	Entity in which close family member of KMP has significant influence

**Transactions with the related parties:**

Particulars of transactions	For the year ended 31/03/2024	For the year ended 31/03/2023
<b>Interest Paid to:</b>		
Atul H.Mehta	-	60.41
Bhavesh H.Mehta	-	32.50
Falguni A. Mehta	-	2.66
Forum B. Mehta	-	4.01
Ajay H. Mehta	-	19.12
<b>Remuneration Paid to:</b>		



*(Handwritten signature)*

Atul H.Mehta	-	120.00
Bhavesh H.Mehta	-	120.00
Hasti Pala (w.e.f. 29-03-2022 to 30-03-2023)	-	4.19
<b>Sitting Fees to Non-Executive Directors</b>		
Vijay Agarwal (Resigned w.e.f 29-03-2023)	-	6.00
Virendra Bhatt	-	6.00
Hetal Kudecha (w,e,f 07-02-2022 & Resigned w.e.f 29-03-2023)	-	7.00
<b>Rent Paid to:</b>		
Trillizo Holdings Ltd.	-	15.00

**Balances due from/to the related parties:**

Particulars of transactions	As at 31/03/2024	As at 31/03/2023
<b>Outstanding payables:</b>		
Atul H.Mehta	1,714.24	1,714.24
Bhavesh H.Mehta	1,551.16	1,551.16
Compuage Infocom (S) Pte Ltd	250.78	250.78

**Loan Taken from :**

Atul H.Mehta	-	880.00
Bhavesh H.Mehta	-	358.00

**Liabilities Taken over :**

Atul H.Mehta	-	1,050.00
Bhavesh H.Mehta	-	1,050.00

**Loan Repaid to :**

Atul H.Mehta	-	1,712.29
Bhavesh H.Mehta	-	1,228.00
Forum B. Mehta	-	67.23
Falguni A. Mehta	-	44.56
Ajay H. Mehta	-	1,152.92





**NOTE 34: Outstanding dues of micro enterprise and small enterprise**

There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

**NOTE 35:**

Valuation of Imports calculated on C.I.F. basis for One Year period ended 31st March 2024 is ₹ NIL (Previous year ₹ 13,832.10 Lakh).

**NOTE 36: CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE**

Particular	Current Period	Previous Period
a) Amount required to be spend by the company during the year	-	67.77
b) Actual amount spent by the company during the year	-	16.00
i) Construction/acquisition of any asset		-
ii) On purposes other than (i) above		-
Contribution to NGO's	-	16.00
Contribution to Companies own projects		-
Total amount spent in cash	-	-
c) Short fall at the end of the year	-	(51.77)
d) Total of the previos years shortfall	-	-
e) Reason of shortfall	NA	Liquidity issue



**NOTE 37: Ratios**

Particulars	Numerator	Denominator	Current Period	Previous Period	Variance
Current Ratio (times) <sup>(a)</sup>	Current Assets	Current Liabilities	0.65	1.04	-37.50%
Debt Equity Ratio (times) <sup>(b)</sup>	Total Debt	Shareholder's Equity	(2.28)	5.74	-139.72%
Debt Service Coverage Ratio (times) <sup>(c)</sup>	Earning available for Debt Service	Debt Service	(0.59)	-1.04	-43.27%
Return of Equity (ROE) (%) <sup>(d)</sup>	Net Profit after Taxes	Average Shareholders Equity	372.89%	-119.52%	-411.99%
Inventory Turnover Ratio (times) <sup>(e)</sup>	COGS	Average Inventory	0.45	12.22	-96.32%
Trade Receivables Turnover Ratio (times) <sup>(f)</sup>	Revenue from Operations	Average Trade Receivable	0.05	7.01	-99.29%
Trade Payables Turnover Ratio (times) <sup>(g)</sup>	COGS	Average Trade Payables	0.19	10.96	-98.27%
Net Capital Turnover Ratio (times) <sup>(h)</sup>	Revenue	Average Working Capital	(0.18)	26.35	-100.68%
Net Profit Ratio (%) <sup>(i)</sup>	Net Profit after Taxes	Revenue from Operations	-1502.60%	-5.34%	-28038.56%
Return on Capital Employed (%) <sup>(j)</sup>	Profit before Interest & Taxes	Total Assets-Current Liabilities	112.89%	-146.32%	-177.15%

(a) - Reduction in current assets coupled with increase in current liabilities has resulted in a decline in this ratio.

(b)- Reduction in shareholders equity, due to loss has resulted in a decline in this ratio.

(c)- Increase in loss during the year has resulted in decline in this ratio.

(d)- Increase in loss during the year has resulted in decline in this ratio.

(e) - Reduction in cost of goods sold has resulted in a decline in this ratio.

(f) - Reduction in revenue from operations has resulted in a decline in this ratio.

(g) - Reduction in cost of goods sold has resulted in a decline in this ratio.

(h)- Reduction in revenue, has resulted in reduction in ratio.

(i)- Increase in loss during the year has resulted in decline in this ratio.

(j)- Increase in loss during the year has resulted in decline in this ratio.



### Note 38 Going Concern:

The management of Compuage Infocom Limited had prepared and reviewed the financial statements for the year ended 31<sup>st</sup> March 2024. These financial statements are presented with assumption that company will continue its operation as going concern and it has ability to meet its financial obligation and liabilities in normal course of business.

As outlined in the accompanying financial statements and related notes to accounts, the company has faced significant challenges during financial year under review. These challenges include liquidity constraints, disruption in supply chain, difficulties in debt collection, and ongoing working capital issue and undergoing Corporate Insolvency Resolution Process (CIRP) under Insolvency & Bankruptcy Code, 2016. These factors have collectively resulted in financial stress, as reflected in financial statements.

Subsequently, a petition C.P. (IB) 329/MB/2023 was filed by Plus Plus Engaugement Services Pvt Ltd under section 7 of Insolvency and Bankruptcy Code, 2016 ('IBC') against Compuage Infocom Limited ("Corporate Debtor") for the default in payment of INR 1,68,57,123/- (Rupees One Crore Sixty-Eight Lacs Fifty-Seven Thousand One Hundred Twenty-Three Only). The Hon'ble NCLT, Mumbai Bench admitted the petition and ordered initiation of Corporate Insolvency Resolution Process in respect of the Corporate Debtor on November 02, 2023. The Hon'ble Bench in the same order appointed Mr. Arun Kapoor as the Interim Resolution Professional ('IRP'). Thereafter, Hon'ble NCLT, Mumbai Bench has passed an order dated 29.04.2024 (Order received on 09.05.2024), for the replacement of Resolution Professional and appointed Mr. Gajesh Labhchand Jain (Registration no. IBBI/IPA-001/IP-P-01697/2019-2020/12588) as Resolution Professional ("RP") under the Insolvency and Bankruptcy Code, 2016 ("Code") in matter of Corporate Insolvency Resolution Process of M/s Compuage Infocom Limited.

Under Section 20 of the Code, it is incumbent upon the Resolution Professional to manage the operations of the Company as a going concern upon initiation of CIRP and the financial statements which have been prepared on going concern basis have been considered by the Resolution Professional accordingly.

Pending outcome of CIRP proceedings, the said financial statements of the company for the Financial Year ended on 31<sup>st</sup> March 2024 have been prepared on going concern basis.





### Note 39

As mentioned in note 38 above, the Company was admitted under Corporate Insolvency Resolution Process, vide Order No CP (IB) 329/MB/2023 dated 02.11.2023 as part of the Corporate Insolvency Process, the Creditors of the Company were called upon to submit their claims to the Interim Resolution Professional (IRP) in terms of the applicable provisions of the Insolvency & Bankruptcy Code, 2016 (IBC). Claim submitted by creditors are being compiled and verified by the IRP and updated status is uploaded on the IBC portal.

The order dated 02.11.2023 imposes moratorium, in accordance with section 14 of the Code, and no interest is serviced during the CIRP period on the Loan outstanding as of the CIRP commencement date. The balances of financial creditors in the books have been adjusted to match the claims submitted by them. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined upon the successful resolution of the Company. Pending final outcome of the CIRP, no accounting impact in the books of accounts has been made in respect of excess or short claims or non-receipt of claims for operational and financial creditors. Hence, consequential impact, if any, is currently not ascertainable and we are unable to comment on possible financial impact of the same.





*Speed*  
*Reliability*  
*Value Performance*

**COMPUAGE INFOCOM LTD.**

# **25th Annual Report**

**2023-24**

**Consolidated**

# BHOGILAL C. SHAH & CO.

## CHARTERED ACCOUNTANTS

2A, Shree Pant Bhuvan, 1<sup>st</sup> floor, Sandhurst Bridge, Mumbai 400 007.

Phone : 2361 0939

### PARTNERS :

SNEHAL V. SHAH

B. Com., F.C.A., M.M. (U.S.A.)

SURIL V. SHAH

B. Com., A.C.A., M.B.A. (U.S.A.)

### INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
Compuage Infocom Limited

### Report on the Audit of the Consolidated Financial Statements

#### Disclaimer of Opinion

We were engaged to audit the accompanying consolidated financial statements of Compuage Infocom Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of the Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

We do not express an opinion on the accompanying consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

#### Basis for Disclaimer of Opinion

- (a) As explained in note 1 to the financial statements, all the directors of the Holding Company except two directors, and Company Secretary have resigned from their positions in the Company prior to commencement of the Corporate Insolvency Resolution Process ("CIRP") on 2<sup>nd</sup> November 2023. Upon commencement of the CIRP, the powers of the Board of Directors of the Holding Company stand suspended and are exercised by the Resolution Professional ("RP"). Since these financial statements belong to the period comprising of both pre and post CIRP and hence, as informed to us, these financial statements have been prepared with the same "basis of preparation" as adopted by the erstwhile Board of Directors as enumerated upon the Board under Section 134(5), of the Companies Act, 2013 and related regulations, while highlighting/addressing any material departures as per the current conditions and events which occurred subsequent to the balance sheet date. We have been informed that for the closing balances as on 31<sup>st</sup> March 2023 and period prior to initiation of CIRP, the RP has relied on the representations and statements made by existing staff/heads of the departments and accounts, Finance and Tax team of the Company. We have been given to understand that RP has signed the attached financial statements solely for the purpose of compliance and discharging his duty under the CIRP, governed by the Insolvency and Bankruptcy Code, 2016 (the "Code").
- (b) As mentioned in note 39 to the financial statements, pursuant to the commencement of CIRP of the Holding Company under Insolvency and Bankruptcy Code, 2016, there are various claims submitted by the financial creditors, operational creditors, employees and other creditors to the RP. The balances of financial creditors in the books have been adjusted to match the claims submitted by them. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined upon the successful resolution of the Company. Pending final outcome of the CIRP, no accounting impact in the books of accounts has been made in respect of excess or short claims or non-receipt of claims for operational and financial creditors. Hence, consequential impact, if any, is currently not ascertainable and we are unable to comment on possible financial impact of the same.





(c) On the basis of information and explanations provided to us, as part of RP's responsibility under the CIRP, the RP has sent recovery notices to certain parties having outstanding trade receivables, has filed applications under section 138 of the Negotiable Instruments Act, 1881 to the extent of cheques available with the erstwhile management, and has also filed applications under section 9 of the Insolvency and Bankruptcy Code, 2016 as the case may be. The RP has been partially successful in recovery of some monies through settlements.

(d) As required by Standards on Auditing (SA's), we could not carry out certain mandatory audit procedures like attending physical verification of inventories, obtaining direct confirmations from banks / trade receivables / trade and other creditors etc. due to various factors. Accordingly, we could not obtain sufficient and appropriate evidence for adequacy and reasonableness of management estimates for various provisions, fair valuation / net realizable value of various assets etc. These matters can have material and pervasive impact on the financial statements. Consequential impact, if any, of matters described below, on recognition of certain components in financial statements including its presentation / disclosure is currently not ascertainable.

(e) **Books of Accounts**

As stated in note 1 to the accompanying financial statements, the books of accounts maintained on SAP for the previous year ended 31<sup>st</sup> March 2023 were not accessible due to corruption of the data which could not be retrieved till the time of signing of the financial statements and therefore we are unable to obtain sufficient and appropriate audit evidence with respect to the opening balances. Any changes to the opening balances would materially impact the financial statements including but not limited to the resultant accounting treatment thereof.

(f) **Property, plant and equipment**

Pending outcome of CIRP, the Holding Company has not carried out impairment testing of these assets as at the balance sheet date.

During the year, the Holding Company has closed down all its branches in India. However, the written down values of Property, plant and equipment located at these branches and which have ceased to be in the possession of the Company have not been written off. Impact on the balances of Property, plant and equipment and consequential impact on depreciation is not ascertainable.

(g) **Inventories**

Inventories are being carried at Rs. 9,359.07 lakhs out of which Rs. 2,379.70 lakhs are located at Singapore Branch which is not audited by us. The management was of the view that these inventories continue to remain marketable. However, due to ongoing default in payment to lenders who hold a hypothecation charge on these inventories, certain sale restrictions have been imposed. As most of the inventories remain unsold, the realizable value of the inventories is in doubt. We have been informed that the valuation report obtained by the RP is confidential and cannot be made available to us. In the absence of sufficient and appropriate evidence to support the management's assessment with respect to realizable value of the inventories, we are unable to comment on whether the inventories are being carried at cost or realizable value, whichever is lower as required by Ind AS 2 and the consequent impact, if any, on the carrying value of the aforesaid inventories.

(h) **Trade Receivables and Provision for Doubtful Debts**

Trade Receivables are being carried at Rs. 44,297.22 lakhs out of which Rs. 171.01 lakhs are of Singapore Branch which is not audited by us. Provision for Expected Credit Loss on Trade Receivables of Rs. 44,297.22 Lakhs has not been made. Furthermore, the said amount has not been debited to the Profit and Loss Account and has not been reduced from Trade Receivables in the Balance Sheet which is not in accordance with Ind AS. As stated in note 1 due to restrictions imposed by lenders on inventory sales, the Holding Company is currently unable to make further supplies to customers. This disruption in the purchase-sales-collection cycle has posed challenges in debt collection and recovery. The expected realization of the amounts outstanding from customers is uncertain. Due to unavailability of confirmations, we are unable to comment on the impact, if any, on the carrying value of the aforesaid Trade Receivables, its Ageing Schedule and the adequacy of Provision for Expected Credit Loss. Further, as Provision for Expected Credit Loss of Rs. 44,297.22 has not been made and not debited to the Profit and Loss Account, the loss has been understated to that extent.





(i) **Balances with Government Authorities**

Balances with Government Authorities are being carried at Rs. 5,456.11 lakhs. This balance comprises of VAT paid on account of disputed cases of Rs. 56.64 lakhs, Customs Duty Refund of Rs. 193.73 lakhs, Unjust Enrichment of Rs. 47.82 lakhs and GST Input Credit Available of Rs. 5,157.92 lakhs. The recoverability of VAT Refund, Customs Duty Refund and Unjust Enrichment depends on the outcome of the cases filed with the respective government departments. Availability and Utilization of GST Input Credit depends on the outcome of the CIRP and whether the Holding Company is able make payments to its suppliers and to sell products in the future. Accordingly, we are unable to comment on the impact, if any, on the carrying value of the aforesaid Balances with Government Authorities.

(j) **Trade Payables & Other Payables**

Trade Payables are being carried at Rs. 28,740.29 lakhs and Other Payables are being carried at Rs. 546.80 lakhs. Certain parties have submitted their claims under CIRP amounting to Rs. 54,091.96 lakhs. Pending final outcome of the CIRP, no adjustments have been made in the books for the differential amount in the claims admitted. Accordingly, we are unable to ascertain the impact on the carrying value of the aforesaid Trade Payables and Other Payables, its ageing schedule and corresponding impact, on Purchase of stock-in-trade, if any.

(k) **Advance to Suppliers**

Advances to Suppliers are being carried at Rs. 40.06 lakhs. Due to unavailability of confirmations, we are unable to comment on the impact, if any, on the carrying value of the aforesaid Advances to Suppliers.

(l) **Expenses**

Expenses have been verified to the extent supporting evidences and documents were made available at the time of audit.

(m) We have been informed that the report submitted by the Forensic Auditor appointed by Committee of Creditors is confidential. Further, we have been informed by the Interim Resolution Professional & Resolution Professional that certain information including the minutes of meetings of the Committee of Creditors and the outcome of certain procedures carried out as part of the CIRP are confidential in nature and could not be shared with anyone other than the Committee of Creditors and NCLT. Accordingly, we are unable to comment on the possible financial impact, presentation and disclosures, if any, that may arise if we had been provided access to such information.

**Material uncertainty related to Going Concern**

The financial statements are presented with the assumption that the Group will be able to continue its operations and that it has the ability to meet its financial obligations and liabilities in the normal course of business. As stated in note 1 to the accompanying standalone financial statements, the business of the Holding Company has been severely disrupted on account of extremely tight liquidity situation and inadequate support from major vendors and lenders, who have recalled the credit facilities. This situation has been further aggravated by high level of manpower attrition resulting in serious gaps in maintenance of IT systems and records. The Holding Company has defaulted in respect of instalments and payment of interest on term loans and dues on account of cash credits from Banks. The Holding Company is undergoing the Corporate Insolvency Resolution Process as explained in detail in note 39.

The Resolution Professional has prepared these financial statements using going concern basis of accounting based on their assessment of the successful outcome of the ongoing CIRP and accordingly no adjustments have been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.

Such events and conditions, along with the matters described in the section of Disclaimer of Opinion in our report, and their possible impact on erstwhile management's assumptions, and other matters as set forth in note 1, indicate that material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. In the absence of sufficient and appropriate evidence, we are unable to comment as to whether the going concern basis for the preparation of these financial statements taken by the Resolution Professional is appropriate.





## Key Audit Matters

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

Except for the matters discussed in the Basis for Disclaimer of Opinion Paragraph, there are no other Key Audit Matters to be communicated in the Auditor's Report.

## Responsibilities of Management and Those Charged with Governance for the consolidated financial statements

The Holding Company has been under the Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") vide order dated 2<sup>nd</sup> November 2023 passed by the National Company Law Tribunal ("NCLT"). The powers of the Board of Directors of the Holding Company stand suspended as per Section 17 of the Code and such powers were being exercised by the Interim Resolution Professional (IRP) appointed by the NCLT by the said order under the provisions of the Code. As per Section 20 of the Code, the management and operations of the Holding Company were being managed by the Interim Resolution Professional Mr. Arun Kapoor upon commencement of CIRP. Subsequently, vide order dated 29<sup>th</sup> April 2024 passed by NCLT, the IRP Mr. Arun Kapoor was replaced by Resolution Professional (RP) Mr. Gajesh Labhchand Jain who is now responsible for the management and operations of the Holding Company.

The Holding Company's management is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the management of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The management is also responsible for overseeing the Group's financial reporting process.

## Auditor's responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

## Other Matter

We have not audited the financial statements and other financial information of the subsidiary. Further, the Resolution Professional has also not signed the financial statements and other financial information of the subsidiary since it is not within the scope of IBC, 2016 as the insolvency has been triggered upon the Holding Company. The subsidiary accounts for total assets of Rs. 420.16 lakhs as at 31 March 2024, net loss of Rs. 16.29 lakhs for the year ended 31 March 2024.





These financial statements and financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of section 143 (3) of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors. The auditors of the subsidiary have expressed a disclaimer of opinion for the financial statements of the subsidiary.

The financial statements and other financial information of the subsidiary which is located outside India whose financial statements and other financial information has been prepared in accordance with accounting principles generally accepted in its respective country and which has been audited by other auditors under generally accepted auditing standards applicable in its respective country. The Holding Company's management has converted the financial statements of this subsidiary located outside India from accounting principles generally accepted in its respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of the subsidiary located outside India is based on the reports of other auditors and the conversion adjustments prepared by the Management of the Company and audited by us.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on legal and other regulatory requirements

1. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements and the other financial information of its subsidiary, as noted in the "other matter" paragraph, we report, to the extent applicable, that :
  - (a) except as described in the Basis for Disclaimer of Opinion section above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) the Holding Company has maintained books of account. However due to conditions and the possible effects of the matters described in the Basis for Disclaimer of Opinion section above, we are unable to state whether proper books of account as required by law have been kept by the Holding Company;
  - (c) the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) due to the possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) the matters described in the Basis for Disclaimer of Opinion and in the Material Uncertainty related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Group.
  - (f) on the basis of written representations received from the suspended directors of the Holding Company as on 31<sup>st</sup> March 2024, none of the suspended directors of the Holding Company are disqualified as on 31<sup>st</sup> March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
  - (g) the reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Disclaimer of Opinion section above.
  - (h) with respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure A. Our report expresses disclaimer opinion on the Company's internal financial controls over financial reporting for the reasons stated therein;





- (i) with respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act as amended, during the year, the Holding Company has accrued an amount of Rs. 65.83 lakhs in the books of account without making payment of remuneration to its directors. Considering unavailability of requisite documents, we are unable to comment on compliance of provisions of section 197 of the Act;
- (j) other than the possible effects of the matters described in the Basis for Disclaimer of Opinion paragraph above, 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 and based on the consideration of the report of the other auditors on separate financial statements and also the other financial information of the subsidiary, as noted in the "other matter" paragraph :
- (i) the consolidated financial statements disclose the impact on pending litigations on its financial position of the Group in its consolidated financial statements;
- (ii) the Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
- (iv) (a) The management of the Holding Company has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management of the Holding Company has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances performed by us on the Holding Company, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above, contain any material mis-statement.
- (v) The Company has not declared any dividend during the year;
- (vi) Based on our examination which included test checks, the Holding Company has not used accounting software for maintaining its books of account for the financial year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility.

For Bhogilal C. Shah & Co.  
Chartered Accountants  
Firm's registration No. 101424W



*Suril Shah*

Suril Shah  
Partner

Membership No. 42710  
UDIN : 25042710BMIZKM8591  
Mumbai, January 3, 2025



## ANNEXURE A 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")**

#### **Disclaimer of Opinion**

We were engaged to audit the internal financial controls over financial reporting of Compuage Infocom Limited ("the Holding Company") as of 31st March 2024 in conjunction with our audit of the financial statements of the Holding Company for the year ended on that date.

We do not express an opinion on the internal financial controls over financial reporting of the Holding Company. Because of the significance of the matters described in the "Basis for Disclaimer of Opinion" section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls over financial reporting of the Holding Company.

#### **Basis for Disclaimer of Opinion**

The system of internal financial controls over financial reporting with regard to the Holding Company were not made available to us to enable us to determine if the Holding Company has established adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at 31<sup>st</sup> March 2024 due to reasons as stated in Note 1 of the consolidated financial statements.

#### **Management's responsibility for Internal Financial Controls**

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

#### **Auditor's responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit 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, 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.

However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Holding 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.





## 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.



For Bhogilal C. Shah & Co.  
Chartered Accountants  
Firm's registration No. 101424W

*Suril Shah*

Suril Shah  
Partner

Membership No. 42710  
UDIN : 25042710BMIZKM8591  
Mumbai, January 3, 2025

# Compuage Infocom Limited

Consolidated Balance Sheet as at March 31, 2024

(₹ in Lakh unless otherwise stated)

Particulars	Note	31-Mar-24	31-Mar-23
<b>A. ASSETS</b>			
1. Non-current assets			
a) Property, plant and equipment	2	4,583.18	4,854.15
b) Intangible assets	2	0.47	0.56
c) Financial assets			
(i) Investments	3	57.12	57.12
<b>Total non-current assets</b>		<b>4,640.77</b>	<b>4,911.83</b>
2. Current assets			
a) Inventories	4	9,359.07	16,735.38
b) Financial assets			
(i) Trade receivables	5	44,297.22	54,597.82
(ii) Cash and cash equivalents	6	719.07	1,239.88
(iii) Bank balances other than (ii) above	7	1,747.47	8,047.05
(iv) Loans	8	-	19.10
(v) Other financial assets	9	15.90	1,210.73
c) Current tax assets (net)	10	346.86	280.84
d) Other current assets	11	5,918.78	7,112.83
<b>Total current assets</b>		<b>62,404.37</b>	<b>89,243.63</b>
<b>TOTAL ASSETS</b>		<b>67,045.14</b>	<b>94,155.46</b>
<b>B. EQUITY AND LIABILITIES</b>			
Equity			
a) Equity share capital	12	1,715.36	1,715.36
b) Other equity	13	(30,484.65)	7,040.13
<b>Total equity</b>		<b>(28,769.29)</b>	<b>8,755.49</b>
Liabilities			
1. Current liabilities			
a) Financial liabilities			
(i) Borrowings	14	65,636.92	50,001.79
(ii) Trade payables	15		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		28,740.29	33,392.39
(iii) Other financial liabilities	16	1,406.07	1,519.95
b) Other current liabilities	17	31.15	185.31
c) Provisions	18	-	300.53
<b>Total current liabilities</b>		<b>95,814.43</b>	<b>85,399.97</b>
<b>Total liabilities</b>		<b>95,814.43</b>	<b>85,399.97</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>67,045.14</b>	<b>94,155.46</b>
<b>Significant accounting policies</b>	1		

The above Balance Sheet should be read in conjunction with the accompanying Notes

As per our report of even date  
For Bhogilal C. Shah & Co.  
Firm Reg. No.: 101424W  
Chartered Accountants

*Sueirushel*

(CA. S. V. Shah)  
Partner  
Membership No. : 042710  
Place : Mumbai  
Dated : 3.1.2025



For and on behalf of Compuage Infocom Limited

*Gajesh Jain*

Gajesh Labhchand Jain  
IBBI Reg. No.: IBBI/PA-001/IP-P-01697/2019 -2020/12588  
Resolution Professional



*Atul Mehta*

Atul Mehta  
Suspended Director

*Bhavesh Mehta*

Bhavesh Mehta  
Suspended Director

# Compuage Infocom Limited

Statement of Consolidated Profit and Loss for the year ended March 31, 2024

(₹ in Lakh unless otherwise stated)

Particulars	Note	2023-24	2022-23
Revenue from operations	19	2,493.07	3,73,948.47
Other income	20	148.72	602.71
<b>Total Income</b>		<b>2,641.79</b>	<b>3,74,551.18</b>
<b>Expenses</b>			
Purchase of stock-in-trade	21	(1,560.88)	3,42,344.37
Changes in inventories of stock in trade	22	7,376.31	26,962.25
Employee benefits expense	23	597.84	3,443.91
Finance costs	24	4,812.86	7,379.13
Depreciation and amortisation expenses	2	255.58	307.71
Other expenses	25	1,436.00	14,238.96
<b>Total Expenses</b>		<b>12,917.71</b>	<b>3,94,676.33</b>
Profit/(Loss) before exceptional items and tax		(10,275.92)	(20,125.15)
Exceptional Items	26	27,065.88	-
<b>Profit/(Loss) before tax</b>		<b>(37,341.80)</b>	<b>(20,125.15)</b>
<b>Tax expense</b>			
Current tax	10	-	5.48
Tax for Earlier Years	10	135.39	275.20
Deferred tax	10	-	(421.77)
<b>Total tax expense</b>		<b>135.39</b>	<b>(141.09)</b>
<b>Profit for the year</b>		<b>(37,477.19)</b>	<b>(19,984.06)</b>
<b>Other Comprehensive Income</b>			
a) Items that will not be reclassified to profit and loss			
- Remeasurment of Defined Employee Benefit Plans		-	-
- Income Tax relating to above items		-	-
b) Items that will be reclassified to profit and loss			
- Foreign Currency Translation difference		(48.60)	(65.14)
- Income Tax relating to above items		-	-
<b>Other Comprehensive Income, net of tax</b>		<b>(48.60)</b>	<b>(65.14)</b>
<b>Total Comprehensive Income for the year</b>		<b>(37,525.79)</b>	<b>(20,049.20)</b>
<b>Earnings per Equity share attributable to owners of the Company</b>			
No. of shares		857.68	857.68
<b>Basic and diluted earning per Equity share of ₹2 each</b>		<b>(43.75)</b>	<b>(28.16)</b>
<b>Significant accounting policies</b>	1		

The above Profit & Loss should be read in conjunction with the accompanying Notes

As per our report of even date  
For Bhogilal C. Shah & Co.  
Firm Reg. No.: 101424W  
Chartered Accountants

*S. V. Shah*

(CA. S. V. Shah)  
Partner  
Membership No. : 042710  
Place : Mumbai  
Dated : 31.03.2025



For and on behalf of Compuage Infocom Limited

*G. Labhchand Jain*  
Gajesh Labhchand Jain  
IBBI Reg. No.: IBBI/IPA-001/IP-P 01697/2019 -  
2020/12588

Resolution Professional

*A. Mehta*  
Atul Mehta  
Suspended Director

*B. Mehta*  
Bhavesh Mehta  
Suspended Director





**COMPUGAGE INFOCOM LIMITED**  
Statement of Consolidated Cash Flows for the year ended March 31, 2024

(₹ In Lakhs)

Particulars	March 31, 2024	March 31, 2023
<b>A. Cash Flows From Operating Activities</b>		
Profit before tax	(37,341.80)	(20,125.15)
<u>Adjustment For:</u>		
Depreciation and amortisation expenses	255.58	307.71
Impairment of Debtors	-	8,392.70
Unrealised Exchange Rate Difference (Net)	(47.59)	(55.21)
Finance costs	4,812.86	7,379.13
Difference in claims by banks & financial institutions	474.86	-
One Time Settlement with lenders	(2,771.41)	-
Interest income from financial assets measured at amortised cost	(111.13)	(563.02)
Loss / (Gain) on Sale of Property, Plant & Equipment	(0.13)	1.54
<b>Operating Profit Before Working Capital Changes</b>	<b>(34,728.76)</b>	<b>(4,662.30)</b>
<b>Changes in working capital:</b>		
Decrease/(Increase) In Inventories	7,376.31	26,962.25
Decrease/(Increase) In Trade Receivables	10,300.60	(10,907.26)
Decrease/(Increase) In Current Loans	19.10	3.03
Decrease/(Increase) In Other Current Assets	1,194.05	118.79
Decrease/(Increase) In Other Financial Assets	1,194.83	(35.74)
Increase / (Decrease) In Trade Payables	(4,652.10)	(578.41)
Increase / (Decrease) In Other Financial Liabilities	(113.88)	(331.89)
Increase / (Decrease) In Other Current Liabilities	(154.16)	(1,767.54)
Increase / (Decrease) In provisions	(300.53)	63.62
<b>Total</b>	<b>14,864.22</b>	<b>13,526.85</b>
Income tax paid (net of refund)	(201.41)	(573.68)
<b>Net Cash Inflow/(Outflow) From Operating Activities (A)</b>	<b>(20,065.95)</b>	<b>8,290.87</b>
<b>B. Cash Flows From Investing Activities</b>		
Purchase of Property, plant and equipment	-	(325.82)
Sale of Property, plant and equipment	15.61	17.70
Sale/(Purchase) of Non-Current Investments	-	18.94
Proceeds from / (Payment of) fixed deposits	6,299.58	359.35
Interest received on financial assets measured at amortised cost	111.13	563.02
<b>Net Cash Inflow/(Outflow) From Investing Activities (B)</b>	<b>6,426.32</b>	<b>633.19</b>
<b>C. Cash Flows From Financing Activities</b>		
Proceeds from Issuance of Equity Share Capital under Rights Issue	-	4,158.45
Proceeds from / (Repayment of) Current Borrowings	17,931.68	(63.79)
Proceeds from / (Repayment of) Non Current Borrowings	-	(4,779.81)
Interest Paid	(4,812.86)	(7,379.13)
Dividend on Equity shares	-	(129.95)
<b>Net Cash Inflow/(Outflow) From Financing Activities (C)</b>	<b>13,118.82</b>	<b>(8,194.23)</b>
<b>Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)</b>	<b>(520.81)</b>	<b>729.83</b>
Cash And Cash Equivalents As At Beginning Of The Year	1,239.88	510.05
Cash And Cash Equivalents As At End Of The Year	719.07	1,239.88

i) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows as notified under the Companies (Indian Accounting Standards) Rules, 2015.

As per our report of even date

For Bhogilal C. Shah & Co.

Firm Reg. No.: 101424W  
Chartered Accountants

*S. V. Shah*

(CA. S. V. Shah)  
Partner  
Membership No. : 042710  
Place : Mumbai  
Dated : 3.1.2025



For and on behalf of Compugage Infocom Limited

*G. Labhchand Jain*

Gajesh Labhchand Jain  
IBBI Reg. No.: IBBI/PA-001/IP-P-01697/2019-2020/12588  
Resolution Professional

*Atul Mehta*

Atul Mehta  
Suspended Director



*Bhaves Mehta*

Bhaves Mehta  
Suspended Director

## Compuage Infocom Limited

Statement of Changes in Equity for the year ended March 31, 2024

(₹ in Lakh unless otherwise stated)

### A. Equity Share Capital

Particulars	Note	Amount
<b>As at April 01, 2022</b>	13	<b>1,299.52</b>
Changes in Equity share capital during the year		415.84
<b>As at March 31, 2023</b>	13	<b>1,715.36</b>
Changes in Equity share capital during the year		-
<b>As at March 31, 2024</b>	13	<b>1,715.36</b>

### B. Other Equity

Particulars	Reserves and Surplus					Other Reserves		Total other Equity
	Securities Premium Reserve	General Reserve	Capital reserve	Capital redemption reserve	Retained Earnings	FVOCI equity instruments	Foreign currency translation reserve	
<b>As at April 01, 2023</b>	<b>7,411.41</b>	<b>35.36</b>	<b>134.84</b>	<b>129.72</b>	<b>(650.62)</b>	-	<b>(20.58)</b>	<b>7,040.13</b>
Profit for the year	-	-	-	-	(37,477.19)	-	1.01	(37,476.18)
Other Comprehensive Income	-	-	-	-	(48.60)	-	-	(48.60)
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>(37,525.79)</b>	-	<b>1.01</b>	<b>(37,524.78)</b>
<b>Preferential allotment-Rights Issue</b>	-	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>7,411.41</b>	<b>35.36</b>	<b>134.84</b>	<b>129.72</b>	<b>(38,176.41)</b>	-	<b>(19.57)</b>	<b>(30,484.65)</b>

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.



## Compuage Infocom Limited

Notes to the consolidated financial statements for the year ended 31<sup>st</sup> March 2024.

### Summary of Significant accounting policies to consolidated financial statements for the year ended 31st March 2024

#### Note 1: Corporate Information/Overview:

The Comuage Infocom Limited (The Company) is a public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the BSE Ltd and NSE Ltd.

#### Group Overview

The Company and its subsidiary Company are referred to as the Group here under.

The group of companies are engaged in trading in Computer parts and peripherals, Software and Telecom Products.

#### Group Structure

Name of Company	Country of incorporation	% of shares held by the parent company	
		As at March 31, 2024	As at March 31, 2023
Compuage Infocom (S) Pte Ltd	Singapore	100%	100%

#### Business Overview and Challenges:

##### Business Overview:

The Group is in the business of distribution of technology products, services and software & telecom products. It helps marquee brands like ASUS, HP, CISCO, Microsoft and tens of others bring their products to the markets through 10,000+ resellers. It also offers warranty services as value addition and also to shore up its bottom line.

It has a strong reputation built over three decades and operates through a nationwide network comprising 45 sales offices, 27 warehouses, and 70 service centers. An international presence in Singapore caters to the Asia Pacific region. The Group is one of the few distributors handling major brands like Asus, Cisco, HP, and Microsoft. It has received numerous awards for its outstanding performance.

The Company has been availing credit facilities from a bank consortium led by Indian Bank. It has had an unblemished track record for meeting its commitments to all the lenders on time, except in recent months.





### **Nature of Business:**

The IT distribution sector, characterized by razor-thin profit margins (typically around 1%), involves substantial logistics operations encompassing procurement, warehousing, transportation, channel development, and credit deployment. The Group faces the perpetual challenge of product obsolescence due to the fast-paced evolution of technology. Furthermore, it competes with global giants, which enjoy economies of scale, efficient operations, and robust global networks, providing them a distinct competitive edge.

### **Business Strategy and Execution:**

The Group's strategy aimed to achieve growth by expanding its presence across Mobility, IT Consumer, IT Enterprise, Cloud Business, and Services segments, aspiring to become a comprehensive distribution hub. While it secured distributorships for top brands in these areas, the strategy faced challenges due to slow scaling compared to peers, primarily because of inadequate low-cost working capital.

While the Group matched its peers in terms of market penetration, sales infrastructure, and warehousing facilities, it did so with significantly lower revenue. Consequently, operational costs as a percentage of revenue remained elevated, aggravated by costly debt financing, substantially eroding gross margins. As a result, limited surplus funds were available for growth. To address this, the Group strategically shifted focus away from mobility and IT consumer sectors to prioritize enterprise business, cloud offerings, and services, which offered better profit margins. This shift began in 2019, well before the onset of the COVID-19 pandemic.

### **Impact of COVID:**

With the COVID-19 pandemic emerging in early 2020, the Group faced severe challenges. The enterprise business, initially flourishing, suffered as major clients like corporate enterprises and government offices closed, impacting sales significantly. Simultaneously, semiconductor shortages disrupted stock availability, worsening receivables management and extending the working capital cycle. Ironically, the IT consumer sector, which the Group had de-emphasized, boomed due to high demand for laptops and smartphones driven by remote work and study. This dual blow caused the company to lose out on the thriving IT consumer market while facing a decline in the IT enterprise sector.

To mitigate these challenges, the Group expanded its customer base by targeting a large number of MSME customers. Leveraging its nationwide distribution network, this strategy initially boosted sales but posed difficulties in receivables collection as defaults from this segment surged rapidly from December 2022.

### **Current Situation:**

Amid market pressures, during the first half of the year the Group experienced a significant reduction in team size, leading to warehouse consolidation and outsourcing of various functions. The group was grappling with inventory sales due to restrictions imposed by lenders, outstanding payments recovery, and vendor claims, impacting profitability, cash flow, and credibility. This situation has been further aggravated by high level of manpower attrition resulting in serious gaps in maintenance of IT systems and records which has resulted in non-accessibility to the books of accounts maintained on SAP.





Subsequently, a petition C.P. (IB) 329/MB/2023 was filed by Plus Plus Engagement Services Pvt Ltd under section 7 of Insolvency and Bankruptcy Code, 2016 ('IBC') against Compuage Infocom Limited ("Corporate Debtor") for the default in payment of INR 1,68,57,123/- (Rupees One Crore Sixty-Eight Lacs Fifty-Seven Thousand One Hundred Twenty-Three Only). The Hon'ble NCLT, Mumbai Bench admitted the petition and ordered initiation of Corporate Insolvency Resolution Process in respect of the Corporate Debtor on November 02, 2023. The Hon'ble Bench in the same order appointed Mr. Arun Kapoor as the Interim Resolution Professional ('IRP'). Thereafter, Hon'ble NCLT, Mumbai Bench has passed an order dated 29.04.2024 (Order received on 09.05.2024), for the replacement of Resolution Professional and appointed Mr. Gajesh Labhchand Jain (Registration no. IBBI/IPA-001/IP-P-01697/2019-2020/12588) as Resolution Professional ("RP") under the Insolvency and Bankruptcy Code, 2016 ("Code") in matter of Corporate Insolvency Resolution Process of M/s Compuage Infocom Limited.

These financial statements of the Group for the year ended 31.03.2024 pertains to period comprising of both before and after commencement of the CIRP on 02.11.2023. All the directors of the Company except two directors, and Company Secretary had resigned from their position in the company prior to commencement of CIRP. Upon commencement of the CIRP, the powers of the Board of Directors of the company stand suspended and are exercised by the Resolution Professional.

These financial statements have been signed by the Resolution Professional (RP) while exercising the powers of the Board of Directors of the Company which has been conferred upon him in terms of the provisions of the Section 17 of the Insolvency & Bankruptcy Code 2016. The Resolution Professional have signed these statements in good faith, solely for the purpose of compliance and discharging his duty under the Corporate Insolvency Resolution Process, governed by the Insolvency & Bankruptcy Code 2016. Since these financial statements belong to the period comprising of both before and after the commencement of the CIRP on 02.11.2023, these financial statements have been prepared with the same "basis of preparation" as adopted by the erstwhile Board of Directors as enumerated upon the Board under Section 134(5), of the Companies Act, 2013 and related regulations, while highlighting/addressing any material departures as per the current conditions and events which occurred subsequent to the balance sheet date. While signing the aforesaid financial statements, the Resolution Professional (RP) has relied on the representation, statements and information provided by Suspended Management of the Company.

#### **A. Significant Accounting Policies:**

##### **i) Basis of Preparation:**

###### **(a) Compliance with Ind AS**

These consolidated financial statements are the separate financial statements of the group prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended, hereinafter referred to as the Ind AS, and other relevant provisions of the Companies Act, 2013.

The Consolidated financial statements up to the year ended March 31, 2024 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Companies Act, 2013, hereinafter referred to as the 'Previous GAAP'.



Group's financial statements are presented in Indian Rupees (₹), which is also its functional currency.

(b) Use of Estimates:

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

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

(c) 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 and investment in subsidiaries. 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.

(d) Historical Cost Convention:

These consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

Principles of consolidation and equity accounting:

i) Subsidiary companies:

Subsidiary companies are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.





The Group combines the Financial Statements of the parent and its subsidiary companies line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting Policies of subsidiary companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interest in the results and equity of subsidiary companies are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.

- ii) Associate companies:  
Associate companies are all entities over which the Group has significant influence, but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associate companies are accounted for using the equity method of accounting { see (iv) below }.
- iii) Joint arrangements:  
Under Ind AS 111 Joint arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has interest only in one joint venture company.

Joint venture company

Interest in joint venture company are accounted for using the equity method { see (iv) below }.

- iv) Equity method:  
Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize share of the Group in post-acquisition profit and loss of the investee in profit and loss, and share of the Group in Other Comprehensive Income of the investee in Other Comprehensive Income. Dividends received or receivable from associate company and joint venture company are recognized as a reduction in the carrying amount of the investment.

When the Group share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associate company and joint venture company are eliminated to the extent of the Group interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting Policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in (xiv) below

v) Changes in ownership interest :

The Group treats transactions with non-controlling interest that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interest to reflect their relative interest in the subsidiary companies. Any difference between the amount of the adjustment to non-controlling interest and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest as an associate company, joint venture company or financial asset. In addition, any amount previously recognised in Other Comprehensive Income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in Other Comprehensive Income are reclassified to the Statement of Profit and Loss.

If the ownership interest in a joint venture company or an associate company is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in Other Comprehensive Income are reclassified to the Statement of Profit and Loss where appropriate

Group's consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency.

**ii).Current/ Non-Current classification:**

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the group's normal operating cycle;
- ii. The asset is intended for sale or consumption;
- iii. The asset/liability is held primarily for the purpose of trading;
- iv. The asset/liability is expected to be realized/settled within twelve months after the reporting period;
- v. the asset 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;
- vi. In the case of a liability, the Group 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.

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its normal operating cycle as twelve months.





### **iii).Tangible Assets /Property, plant and equipment:**

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Group identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other nonrefundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met.

Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

### **iv).Depreciation on tangible fixed assets:**

Depreciation on each part of an item of property, plant and equipment is provided using the Straight Line Method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate and accordingly, accounted for prospectively.

### **v).Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life i.e. 3 years based on management assessment and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognised in the Statement of Profit and Loss.





**vi).Derecognition:**

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss.

**vii).Impairment of non-financial assets – property plant and equipment and intangible assets:**

The carrying amount of assets are reviewed at each Balance Sheet date to assess if there are any indications of impairment based on internal / external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that will be determined if no impairment loss had previously been recognised.

Goodwill, intangible assets having indefinite useful life and intangible assets currently not in use by the Group are tested for impairment annually and also whenever there are indicators of impairments.

Reversal of impairment of Goodwill is not recognized.

**viii).Lease:**

**The Company as a Lessee**

The Company's lease asset classes primarily consist of leases for office premises for its branches at various locations. 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: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 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 includes 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.

As all the leases are short-term leases or low value leases, the Company has not recognized any right-of-use asset and corresponding lease liability for any of the lease arrangements in which it is a lessee during the year.



## The Company as a Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on an accrual basis over the term of the relevant lease.

## Transition

Effective April 1, 2019, the Group adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019. However, as all the leases are short-term leases or low value leases, the Group has not recognized any right-of-use asset and corresponding lease liability for any of the lease arrangements during the year.

### ix).Borrowing costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing and exchange differences arising from foreign currency borrowing to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### x).Revenue Recognition:

Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Group in the ordinary course of its activities and the amount of revenue can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates by the Group.

Revenue includes only the gross inflows of economic benefits, received and receivable by the Group, on its own account. Amounts collected on behalf of third parties such as Sales Tax, VAT and GST are excluded from revenue.

The Group bases its estimates on historical results, taking into consideration the type of customer, type of transaction and specifics of each arrangement. Accumulated experience is used to estimate and provide for discounts and returns. No element of financing is deemed present as sales are made with a credit term which is consistent to market practice.

### *Sale of products:*

Revenue from sale of products is recognized when the Group transfers all significant risks and rewards of ownership to the buyer, while the Group retains neither continuing managerial involvement nor effective control over the products sold.





***Rendering of services:***

Revenue from product support services are recognized once the service is provided and the invoice is raised and are net of applicable taxes.

***Interest:***

Interest income from debt instruments is recognized using the effective interest rate method.

***Dividend:***

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

**xi).Foreign Currency Transactions /translations:**

Functional and presentation Currency:

Items included in the financial statement of the Group are measured using the currency of the primary economic environment in which the group operates (functional currency). The Financial statements of the group are presented in Indian Currency, which is also the functional currency of the Group.

**Initial Recognition:**

On initial recognition, transactions in foreign currencies entered into by the Group are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Foreign exchange gain or loss resulting from the settlement of such transactions and from translation of monetary assets or liability denominated in foreign currencies at the year-end exchange rate are generally recognized in the profit and loss account except that they are deferred in equity if they relate to qualifying cash flow hedges.

**Measurement of foreign currency items at reporting date:**

Foreign currency monetary items of the Group are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction.

Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in Other Comprehensive Income.





## **xii). Derivative financial instruments and hedge accounting:**

The Group enters into derivative financial contracts in the nature of forward currency contracts with external parties to hedge its foreign currency risks relating to foreign currency denominated financial liabilities measured at amortized cost.

The Group is not following hedge accounting. Consequently, all derivative instruments are recognized and measured at Fair Value through Profit and Loss.

## **xiii). Inventories:**

(a) Stock of goods traded is valued at lower of cost and net realizable value. The costs of purchase of inventories comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs directly attributable to the acquisition of finished goods, materials and services. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase. The costs are determined on a weighted average basis.

(b) Saleable scrap is accounted for as and when sold.

## **xiv). Investments and other financial assets:**

### **Classification:**

The Group classifies its financial assets in the following measurement categories:

- i) Those to be measured subsequently at fair value (either through Other Comprehensive Income (OCI), or through Profit or Loss), and
- ii) Those measured at amortised cost.

The classification depends on the business model of the entity for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Profit or Loss or Other Comprehensive Income.

For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income (OCI)

### **Initial recognition and measurement:**

Financial assets are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, 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. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

### **Subsequent measurement:**

After initial recognition, financial assets are measured at:

- i) Fair value {either through Other Comprehensive Income (FVOCI) or through Profit or Loss (FTVPL)} or,
- ii) Amortised cost.

### **Debt instruments:**

Subsequent measurement of debt instruments depends on the business model of the Group for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

#### **Measured at amortised cost:**

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method less impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

#### **Measured at fair value through Other Comprehensive Income (FVOCI):**

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through Other Comprehensive Income. Fair value movements are recognized in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss. On de-recognition, cumulative gain / (loss) previously recognized in OCI is reclassified from the equity to other income in the Statement of Profit and Loss.

#### **Measured at Fair Value through Profit or Loss: (FVTPL)**

A financial asset not classified as either amortised cost or FVOCI, is classified as FTVPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as other income in the Statement of Profit and Loss.

### **Equity instruments:**

The Group subsequently measures all investments in equity instruments other than subsidiary companies, associate company and joint venture Company at fair value. The Management of the Group has elected to present fair value gains and losses on such equity investments in Other Comprehensive Income, and there is no subsequent reclassification of these fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payment is established.





Changes in the fair value of financial assets at fair value through profit or loss are recognized in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### **Investments in Subsidiary Companies, Associate Companies and Joint Venture companies:**

Investments in Subsidiary Companies, Associate Companies and Joint Venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in Subsidiary Companies, Associate Companies and Joint Venture companies, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

### **Impairment of financial assets:**

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- i) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, and bank balance.
- ii) Trade Receivables.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

### **De-recognition:**

A financial asset is de-recognized only when the Group

- i) has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

### **Financial liabilities:**

#### **i) Classification as debt or equity**

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

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**ii) Initial recognition and measurement**

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

**iii) Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

**iv) De-recognition**

A financial liability is de-recognized when the obligation specified in the contract is discharged, cancelled or expires.

**Offsetting financial instruments:**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

**xv).Retirement and other employee benefits:****Short term employee benefits:**

All employee benefits payable within twelve months of service such as salaries, wages, bonus, ex gratia, medical benefits etc. are recognized in the year in which the employees render the related service and are presented as current employee benefit obligations within the balance sheet.

**Defined contribution plan:**

Contributions to defined contribution schemes such as contribution to provident fund, Employees State Insurance Corporation, National Pension Scheme are charged as an expense to the statement of profit and loss on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as defined contribution schemes as the Group has no further defined obligations beyond the monthly contributions.

The Liability or Asset, is recognized in the Balance sheet in respect of Gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method (PUCM).

**xvi).Income Taxes:**

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to

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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.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognized as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid will be recognized as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date

Deferred income 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. However, deferred tax liabilities are not recognized if they arise from the initial recognition of Goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit / (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the Balance Sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognized in Other Comprehensive Income or directly in equity, respectively.

**xvii).Cash and cash equivalents:**

Cash and cash equivalents include cash in hand, demand deposits with banks and other short term deposits (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

**xviii).Segment reporting:**

The Group operates only in one reportable segment.

**xix).Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity share outstanding during the period.

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





**xx). Provisions and contingent liabilities:**

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.





**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakh unless otherwise stated)

**NOTE 2 : PROPERTY, PLANT AND EQUIPMENT**

Particulars	Buildings	IT Equipment	Vehicles	Office Equipment	Furniture and Fixture	Total Property, plant and equipment	Intangible Assets
<b>Gross carrying amount</b>							
As at April 1st, 2022	4,291.62	2,313.45	117.29	810.30	1,615.62	9,148.28	11.99
Additions	-	315.43	-	10.39	-	325.82	-
Disposals	-	-	-117.29	-	-	(117.29)	-
As at April 1st, 2023	4,291.62	2,628.88	-	820.69	1,615.62	9,356.81	11.99
Additions	-	-	-	-	-	-	-
Disposals	-	-31.71	-	-	-19.68	(51.39)	-
As at March 31, 2024	4,291.62	2,597.17	-	820.69	1,595.94	9,305.42	11.99
<b>Depreciation   Amortisation</b>							
As at March 31, 2022	403.26	1,813.77	91.34	694.87	1,289.85	4,293.09	11.34
Charge For the year	75.39	102.64	6.71	53.17	69.71	307.62	0.09
Disposals	-	-	(98.05)	-	-	(98.05)	-
As at March 31, 2023	478.65	1,916.41	-	748.04	1,359.56	4,502.66	11.43
Charge For the year	75.51	127.01	-	11.36	41.61	255.49	0.09
Disposals	-	(23.44)	-	-	(12.47)	(35.91)	-
upto March 31, 2024	554.16	2,019.98	-	759.40	1,388.70	4,722.24	11.52
<b>Net carrying amount</b>							
As at 31-03-2023	3,812.97	712.47	-	72.65	256.06	4,854.15	0.56
As at 31-03-2024	3,737.46	577.19	-	61.29	207.24	4,583.18	0.47

1. The company has mortgaged Buildings to avail the Loan from the Financial Institutions.
2. All the Movable Assets have been hypothecated with the Financials Institutions.



## NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh unless otherwise stated)

### NOTE 3 : Non Current Investments

Particulars	As at March 31, 2024	As at March 31, 2023
a) Investment in equity instruments of Other Company measured at FVTPL - Unquoted 190416 Equity Shares of Bombay Mercantile Co- Op. Bank Ltd of ₹30 Each. (Previous year: 190416 Equity Shares of Rs. 30 each).	57.12	57.12
<b>Total</b>	<b>57.12</b>	<b>57.12</b>

### NOTE 4 : Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
Stock in trade	9,359.07	16,735.38
<b>Total</b>	<b>9,359.07</b>	<b>16,735.38</b>

### NOTE 5 : Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	-	8,494.53
Unsecured, considered Doubtful (Not provided for)	44,297.22	46,103.29
<b>Total</b>	<b>44,297.22</b>	<b>54,597.82</b>

#### Ageing for trade receivables outstanding as at 31st March 2024

Particulars	Outstanding for following periods from due dates of payment						Total
	Not due	Less than 6 months	6 months-1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables-considered good.	-	-	-	-	-	-	-
Undisputed trade receivables-which have significant increase in credit risk .	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired.	-	-	-	-	-	-	-
Disputed trade receivables-considered good.	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk .	-	-	-	41,907.01	1,267.56	1,122.65	44,297.22
Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
Less: Provision fordoubtfull debts-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	41,907.01	1,267.56	1,122.65	44,297.22

#### Ageing for trade receivables outstanding as at 31st March 2023

Particulars	Outstanding for following periods from due dates of payment						Total
	Not due	Less than 6 months	6 months-1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables-considered good.	8,494.53	-	-	-	-	-	8,494.53
Undisputed trade receivables-which have significant increase in credit risk .	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired.	-	-	-	-	-	-	-
Disputed trade receivables-considered good.	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk .	4,895.38	38,166.53	651.17	1,267.56	976.33	146.32	46,103.29
Disputed trade receivables-credit impaired.	-	-	-	-	-	-	-
Less: Provision fordoubtfull debts-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	13,389.91	38,166.53	651.17	1,267.56	976.33	146.32	54,597.82

### NOTE 6 : Cash and Cash Equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Bank balances		
In current accounts	701.96	1,202.95
In unpaid dividend accounts	16.35	16.35
Cash on hand	0.76	20.58
Fixed deposits with original maturity less than 3 months	-	-
<b>Total</b>	<b>719.07</b>	<b>1,239.88</b>



**NOTE 7 : Other Bank Balances**

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed deposits with remaining maturity less than 12 months	1,747.47	8,047.05
<b>Total</b>	<b>1,747.47</b>	<b>8,047.05</b>

**NOTE 8 : Current Loans**

Particulars	As at March 31, 2024	As at March 31, 2023
Loans to employees	-	19.10
<b>Total</b>	<b>-</b>	<b>19.10</b>

**NOTE 9 : Other Current Financial Assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed deposits other than Banks	-	895.00
Security deposits	15.90	239.38
Interest accrued	-	76.35
<b>Total</b>	<b>15.90</b>	<b>1,210.73</b>





**NOTE 10 : Current Tax Assets (Net)**

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (net of provisions)	346.86	280.84
<b>Total</b>	<b>346.86</b>	<b>280.84</b>

**NOTE 11 : Other Current Assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	3.44	97.15
Advance to staff	5.06	2.64
Balances with Government authorities	5,870.22	6,954.45
Miscellaneous Expenses (to the extent not written of)	-	58.59
Advance to suppliers	40.06	
<b>Total</b>	<b>5,918.78</b>	<b>7,112.83</b>



NOTES TO THE FINANCIAL STATEMENTS  
(₹ in Lakh unless otherwise stated)

NOTE 12 : EQUITY SHARE CAPITAL

Particulars	As at	As at
	March 31, 2024	March 31, 2023
<b>Authorised</b>		
9,62,70,000 Equity shares of ₹2.00 each	1,925.40	1,925.40
46,65,600 Preference shares of ₹0.10 (Ten paise) each	4.67	4.67
1,10,00,000 Preference shares of ₹10.00 each	1,100.00	1,100.00
<b>Total</b>	<b>3,030.07</b>	<b>3,030.07</b>
<b>Issued, subscribed and fully paid-up</b>		
8,57,68,064 Equity shares of ₹2.00 each fully paid (Previous Year : 8,57,68,064 Equity shares of ₹2.00 each fully paid )	1,715.36	1,715.36
<b>Total</b>	<b>1,715.36</b>	<b>1,715.36</b>

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at		As at	
	March 31, 2024		March 31, 2023	
	No. in lakh	₹ In lakh	No. in lakh	₹ In lakh
At the beginning of the Period	857.68	1,715.36	649.76	1,299.52
Add : Preferential allotment-Rights Issue	-	-	207.92	415.84
<b>Outstanding at the end of the period</b>	<b>857.68</b>	<b>1,715.36</b>	<b>857.68</b>	<b>1,715.36</b>

Terms / rights attached to equity shares

The company has only one class of equity shares having a par value of ₹2.00 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by shareholders.

c) Details of Shareholders holding more than 5% of Equity shares:

Name of Shareholder	As at		As at	
	March 31, 2024		March 31, 2023	
	Holding %	No. in lakh	Holding %	No. in lakh
1. Atul Harkishandas Mehta	20.35%	174.54	20.35%	174.54
2. Bhavesh Harkishandas Mehta	20.35%	174.54	20.35%	174.54
3. Ajay Harkishandas Mehta	1.95%	16.69	1.95%	16.69

d) Disclosure of shareholding of promoters:

Disclosure of shareholding of promoters as at 31st March 2024

Name of Shareholder	As at		As at	
	March 31, 2024		March 31, 2023	
	Holding %	No. in lakh	Holding %	No. in lakh
1. Atul Harkishandas Mehta	20.35%	174.54	20.35%	174.54
2. Bhavesh Harkishandas Mehta	20.35%	174.54	20.35%	174.54
3. Ajay Harkishandas Mehta	1.95%	16.69	1.95%	16.69

Disclosure of shareholding of promoters as at 31st March 2023

Name of Shareholder	As at		As at	
	March 31, 2023		March 31, 2022	
	Holding %	No. in lakh	Holding %	No. in lakh
1. Atul Harkishandas Mehta	20.35%	174.54	23.02%	149.54
2. Bhavesh Harkishandas Mehta	20.35%	174.54	23.02%	149.54
3. Ajay Harkishandas Mehta	1.95%	16.69	12.30%	79.94

NOTE 13 : OTHER EQUITY

Particulars	As at	As at
	March 31, 2024	March 31, 2023
a) Capital reserve	134.84	134.84
b) Capital redemption reserve	129.72	129.72
c) Securities premium reserve	7,411.41	7,411.41
d) General reserve	35.36	35.36
e) Foreign Currency Translation Reserve		
i) Exchange difference in translating the financial of a foreign operation		
Balance at the beginning of the year	(20.58)	(24.25)
Add : Changes in foreign currency translation reserve	1.01	3.67
<b>Balance at the end of the year</b>	<b>(19.57)</b>	<b>(20.58)</b>
e) Retained Earnings:		
Balance at the beginning of the year	(650.62)	19,528.53
Add: Profit for the year	(37,477.19)	(19,984.06)
Add: Other Comprehensive Income	(48.60)	(65.14)
Less: Dividend on Equity shares	-	(129.95)
<b>Balance as at the end of the year</b>	<b>(38,176.41)</b>	<b>(650.62)</b>
<b>Total</b>	<b>(30,484.65)</b>	<b>7,040.13</b>



**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakh unless otherwise stated)

**NOTE 14 : Current Borrowings**

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Loans Repayable on Demand:		
From Banks	54,252.97	38,917.32
From Others	3,654.05	4,213.07
Unsecured:		
From related parties	3,265.40	3,265.40
From others	4,464.50	3,606.00
<b>Total</b>	<b>65,636.92</b>	<b>50,001.79</b>

The company has defaulted on repayment of loans and interest during the year.

**NOTE 15 : Trade Payables**

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	28,740.29	33,392.39
<b>Total</b>	<b>28,740.29</b>	<b>33,392.39</b>

**Ageing for trade payables outstanding as at 31st March 2024**

Particulars	Outstanding for following periods from due dates					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	-	-	28,740.29	-	-	28,740.29
Disputed dues -MSME	-	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-	-
<b>Total</b>	-	-	28,740.29	-	-	28,740.29

**Ageing for trade payables outstanding as at 31st March 2023**

Particulars	Outstanding for following periods from due dates					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	-	33,392.39	-	-	-	33,392.39
Disputed dues -MSME	-	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-	-
<b>Total</b>	-	33,392.39	-	-	-	33,392.39

**NOTE 16 : Other Current Financial Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Unpaid dividends	16.38	16.38
Security Deposits	-	10.00
Earnest Money Deposits	300.00	-
Other payables	1,089.69	1,493.57
<b>Total</b>	<b>1,406.07</b>	<b>1,519.95</b>

**NOTE 17 : Other Current Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues	5.90	134.98
Advances from customers	25.25	50.33
<b>Total</b>	<b>31.15</b>	<b>185.31</b>

**NOTE 18 : Current Provisions**

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for gratuity	-	300.53
<b>Total</b>	-	<b>300.53</b>





NOTES TO THE FINANCIAL STATEMENTS  
(₹ in Lakh unless otherwise stated)

**NOTE 19 : REVENUE FROM OPERATIONS**

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Sale of Products		
Computer Components & Others	2,493.07	372,618.40
<b>Total (a)</b>	<b>2,493.07</b>	<b>372,618.40</b>
(b) Sale of services		
Product support services	-	1,330.07
<b>Total (b)</b>	<b>-</b>	<b>1,330.07</b>
<b>Total</b>	<b>2,493.07</b>	<b>373,948.47</b>

**NOTE 20 : OTHER INCOME**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest from bank deposits	66.19	469.93
Interest from others	44.94	93.09
Rent Income	37.46	35.92
Miscellaneous income	-	3.77
Gain on sale of Property, plant and Equipment	0.13	-
<b>Total</b>	<b>148.72</b>	<b>602.71</b>

**NOTE 21 : PURCHASE OF STOCK-IN-TRADE**

Particulars	As at March 31, 2024	As at March 31, 2023
Computer Components & Others (Net of Returns)	2,225.64	342,344.37
Less : purchase Returns out of Opening Stock	-3786.52	-
<b>Total</b>	<b>(1,560.88)</b>	<b>342,344.37</b>

**NOTE 22 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

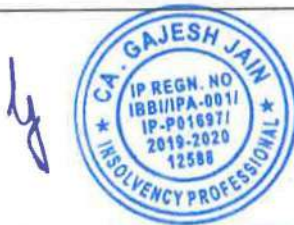
Particulars	As at March 31, 2024	As at March 31, 2023
(a) Stocks at the end of the year		
Stock-in-trade	9,359.07	16,735.38
<b>Total (a)</b>	<b>9,359.07</b>	<b>16,735.38</b>
Less :		
(b) Stocks at beginning of the year		
Stock-in-trade	16,735.38	43,697.63
<b>Total (b)</b>	<b>16,735.38</b>	<b>43,697.63</b>
<b>(Increase)   Decrease in stocks</b>	<b>7,376.31</b>	<b>26,962.25</b>

**NOTE 23 : EMPLOYEE BENEFITS EXPENSE**

Particulars	As at March 31, 2024	As at March 31, 2023
Salaries, wages and bonus	585.36	3,210.91
Contribution to provident and other funds	9.47	60.86
Gratuity	-	116.98
Staff welfare	3.01	55.16
<b>Total</b>	<b>597.84</b>	<b>3,443.91</b>

**NOTE 24 : FINANCE COSTS**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest on borrowings (at amortised cost)	4,812.86	7,379.13
<b>Total</b>	<b>4,812.86</b>	<b>7,379.13</b>



**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakh unless otherwise stated)

**NOTE 25 : OTHER EXPENSES**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Rent and compensation	275.20	757.73
Power & fuel	4.82	87.42
Rates and taxes	186.97	-
Insurance	23.44	200.24
<u>Payments to the statutory auditors:</u>		
a) Audit fees	14.96	16.50
b) Tax matters	-	2.00
c) Other matters	-	1.50
Expenditure on Corporate Social Responsibility	-	16.00
Net exchange rate difference-Loss	15.72	10.83
Miscellaneous expenses	56.85	696.56
Impairment of Debtors	-	8,392.70
Miscellaneous expenses Written off	58.59	-
Bank Charges	63.50	1,720.21
Freight Charges	231.90	462.21
Legal & Professional Charges	149.88	876.99
Printing & Stationery	50.82	316.51
Repairs & Maintenance	61.70	345.08
Security Charges	30.16	140.44
Business Promotion Expenses	68.64	196.04
CIRP Costs	142.85	-
<b>Total</b>	<b>1,436.00</b>	<b>14,238.96</b>

**NOTE 26:- Exceptional Items**

Particulars	As at	As at
	31-03-2024	31-03-2023
Vendor claims adjusted	29,362.43	-
Difference in claims by bank & financial institution	474.86	-
One Time Settlement with lenders	(2,771.41)	-
<b>Total</b>	<b>27,065.88</b>	<b>-</b>

**NOTE 27:- CONTINGENT LIABILITIES**

The disputed demands for taxes and other matters amounts as of the reporting period ends are respectively as follows:

Particulars	As at	As at
	31-03-2024	31-03-2023
<b><u>Claims against the Company not acknowledged as debts</u></b>		
Disputed demands in respect of VAT/Custom Duty	1,334.72	1,334.72
Disputed demands in respect of Income Tax	6,554.45	6,554.45
(Based on legal opinion, the Company does not feel any liability will arise and hence no provision has been made in the accounts.)		

The Company does not envisage any likely reimbursements in respect of the above.

The above matters are currently being considered by the tax authorities and the Company expects the judgment will be in its favour and has therefore, not recognised the provision in relation to these claims. Future cash outflow in respect of above will be determined only on receipt of judgement | decision pending with tax authorities. The potential undiscounted amount of total payments for taxes that the Company could be required to make if there was an adverse decision related to these disputed demands of regulators as of the date reporting period ends are as illustrated above.

**NOTE 28:- EMPLOYEE BENEFIT OBLIGATIONS**

**Funded Scheme**

**a) Defined Benefit Plans:**

**Gratuity**

Due to the circumstances as stated in Note 1, in the previous year 2022-23, the Company had provided for Gratuity for all eligible employees as payable as on 31.03.2023 up to the date of relieving of the said eligible employees. Further, during the current financial year 2023-24, no provision for gratuity payable has been made.

4



## NOTES TO THE FINANCIAL STATEMENTS

(All amounts are in Rs. in Lakh unless otherwise stated)

### Note 29

#### Segment Reporting

The Company operates only in one reportable segment.

### Note 30

#### Lease arrangements

The Company procures office premises for its branches under operating lease agreements that are renewable on a periodic basis at the option of both lessor and lessee. The initial tenure of the lease is below 12 months. The lease rentals recognised in the Statement of Profit and Loss for the year are Rs.275.20 lakh (previous year Rs.757.73 lakh). The contingent rent recognised in the Statement of Profit and Loss for the year is Rs.nil (previous year Rs.nil).

### NOTE 31- DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 33 EARNINGS PER SHARE

Particulars	2023-24	2022-23
Face value of equity share (in Rs.)	2.00	2.00
Weighted average number of equity shares outstanding (in Nos)	85,768,064	71,185,001
Profit for the year (Rs. in Lakh)	(37,525.79)	(20,049.20)
Weighted average earnings per share (basic and diluted) (in Rs.)	(43.75)	(28.16)

### NOTE 32 Capital management

#### Risk Management

The primary objective of Capital Management of the Company is to maximise Shareholder value. The Company monitors capital using Debt-Equity ratio which is total debt divided by total equity. For the purposes of Capital Management, the Company considers the following components of its Balance Sheet to manage capital:

Total equity includes General reserve, Retained earnings, Share capital, Security premium. Total debt includes current debt plus non-current debt less cash and cash equivalents & other Bank balances.

Particulars	As at 31/03/2024	As at 31/03/2023
Total debt	65,636.92	50,001.79
Less: Cash and cash equivalents & Other Bank balances	2,466.54	9,286.93
<b>Net Debt</b>	<b>63,170.38</b>	<b>40,714.86</b>
Total equity	(28,769.29)	8,755.49
<b>Debt-Equity ratio</b>	<b>(2.20)</b>	<b>4.65</b>





**NOTE 33 Related Party Disclosures, as required by Indian Accounting Standard 24 (Ind AS 24) are given below:**

**A. Relationships –**

**Category I:**

**Subsidiaries:**

Compuage Infocom (S) Pte Ltd

**Category II: Jointly Controlled Entity: NA**

**Category III:**

**Key Management Personnel (KMP)**

Atul H.Mehta	Suspended Director
Bhavesh H.Mehta	Suspended Director
Hasti Pala (w.e.f. 29-03-2022 to 30-03-2023)	Company Secretary

**Non-Executive Directors**

G.S. Ganesh (Resigned w.e.f. 14-03-2023)  
 Vijay Agarwal (Resigned w.e.f. 29-03-2023)  
 Fatima Hussain (Resigned w.e.f. 14-03-2023)  
 Hetal Kudecha (w.e.f. 07-02-2022 to 29-03-2023)  
 Virendra Bhatt (w.e.f. 25-02-2021 to 02-05-2023)

**Category IV:**

**Others (Close family member of KMP and Entities in which the KMP or close family member of**

Falguni A. Mehta	Wife of Atul H. Mehta
Forum B. Mehta	Wife of Bhavesh H. Mehta
Ajay H. Mehta	Brother of Atul H. Mehta and Bhavesh H. Mehta
Trillizo Holdings Ltd.	Entity in which close family member of KMP has significant
Pristine Care Products Pvt. Ltd.	Entity in which close family member of KMP has significant

**Transactions with the related parties:**

Particulars of transactions	For the year ended 31/03/2024	For the year ended 31/03/2023
<b>Interest Paid to:</b>		
Atul H.Mehta	-	60.41
Bhavesh H.Mehta	-	32.50
Falguni A. Mehta	-	2.66
Forum B. Mehta	-	4.01
Ajay H. Mehta	-	19.12
<b>Remuneration Paid to:</b>		
Atul H.Mehta	-	120.00
Bhavesh H.Mehta	-	120.00
Hasti Pala (w.e.f. 29-03-2022 to 30-03-2023)	-	4.19
<b><u>Sitting Fees to Non-Executive Directors</u></b>		
Vijay Agarwal (Resigned w.e.f 29-03-2023)	-	6.00
Virendra Bhatt	-	6.00
Hetal Kudecha (w.e.f 07-02-2022 & Resigned w.e.f 29-03-2023)	-	7.00
<b>Rent Paid to:</b>		



Trillizo Holdings Ltd.	-	15.00
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**Balances due from/to the related parties:**

Particulars of transactions	As at 31/03/2024	As at 31/03/2023
<b>Outstanding payables:</b>		
Atul H.Mehta	1,714.24	1,714.24
Bhavesh H.Mehta	1,551.16	1,551.16
Compuage Infocom (S) Pte Ltd	250.78	250.78

**Loan Taken from :**

Atul H.Mehta	-	880.00
Bhavesh H.Mehta	-	358.00

**Liabilities Taken over :**

Atul H.Mehta	-	1,050.00
Bhavesh H.Mehta	-	1,050.00

**Loan Repaid to :**

Atul H.Mehta	-	1,712.29
Bhavesh H.Mehta	-	1,228.00
Forum B. Mehta	-	67.23
Falguni A. Mehta	-	44.56
Ajay H. Mehta	-	1,152.92



*B*

**NOTE 34: Outstanding dues of micro enterprise and small enterprise**

There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

**NOTE 35:**

Valuation of Imports calculated on C.I.F. basis for One Year period ended 31st March 2024 is ₹ NIL (Previous year ₹ 13,832.10 Lakh).

**NOTE 36: CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE**

Particular	Current Period	Previous Period
a) Amount required to be spend by the company during the year	-	67.77
b) Actual amount spent by the company during the year	-	16.00
i) Construction/acquisition of any asset		-
ii) On purposes other than (i) above		-
Contribution to NGO's	-	16.00
Contribution to Companies own projects		-
Total amount spent in cash	-	-
c) Short fall at the end of the year	-	(51.77)
d) Total of the previos years shortfall	-	-
e) Reason of shortfall	NA	Liquidity issue





**NOTE 37: Ratios**

Particulars	Numerator	Denominator	Current Period	Previous Period	Variance
Current Ratio (times) <sup>(a)</sup>	Current Assets	Current Liabilities	0.65	1.05	-38.10%
Debt Equity Ratio (times) <sup>(b)</sup>	Total Debt	Shareholder's Equity	(2.28)	5.77	-139.51%
Debt Service Coverage Ratio (times) <sup>(c)</sup>	Earning available for Debt Service	Debt Service	(0.59)	-1.04	-43.27%
Return of Equity (ROE) (%) <sup>(d)</sup>	Net Profit after Taxes	Average Shareholders Equity	374.51%	-119.21%	-414.16%
Inventory Turnover Ratio (times) <sup>(e)</sup>	COGS	Average Inventory	0.45	12.22	-96.32%
Trade Receivables Turnover Ratio (times) <sup>(f)</sup>	Revenue from Operations	Average Trade Receivable	0.05	7.01	-99.28%
Trade Payables Turnover Ratio (times) <sup>(g)</sup>	COGS	Average Trade Payables	0.19	10.96	-98.29%
Net Capital Turnover Ratio (times) <sup>(h)</sup>	Revenue	Average Working Capital	(0.17)	26.12	-100.65%
Net Profit Ratio (%) <sup>(i)</sup>	Net Profit after Taxes	Revenue from Operations	-1503.25%	-5.34%	-28050.80%
Return on Capital Employed (%) <sup>(j)</sup>	Profit before Interest & Taxes	Total Assets-Current Liabilities	113.07%	-145.58%	-177.67%

(a) - Reduction in current assets coupled with increase in current liabilities has resulted in a decline in this ratio.

(b)- Reduction in shareholders equity, due to loss has resulted in a decline in this ratio.

(c)- Increase in loss during the year has resulted in decline in this ratio.

(d)- Increase in loss during the year has resulted in decline in this ratio.

(e) - Reduction in cost of goods sold has resulted in a decline in this ratio.

(f) - Reduction in revenue from operations has resulted in a decline in this ratio.

(g) - Reduction in cost of goods sold has resulted in a decline in this ratio.

(h)- Reduction in revenue , has resulted in reduction in ratio.

(i)- Increase in loss during the year has resulted in decline in this ratio.

(j)- Increase in loss during the year has resulted in decline in this ratio.



### Note 38 Going Concern:

The management of Compuage Infocom Limited had prepared and reviewed the financial statements for the year ended 31<sup>st</sup> March 2024. These financial statements are presented with assumption that company will continue its operation as going concern and it has ability to meet its financial obligation and liabilities in normal course of business.

As outlined in the accompanying financial statements and related notes to accounts, the company has faced significant challenges during financial year under review. These challenges include liquidity constraints, disruption in supply chain, difficulties in debt collection, and ongoing working capital issue and undergoing Corporate Insolvency Resolution Process (CIRP) under Insolvency & Bankruptcy Code, 2016. These factors have collectively resulted in financial stress, as reflected in financial statements.

Subsequently, a petition C.P. (IB) 329/MB/2023 was filed by Plus Plus Engagement Services Pvt Ltd under section 7 of Insolvency and Bankruptcy Code, 2016 ('IBC') against Compuage Infocom Limited ("Corporate Debtor") for the default in payment of INR 1,68,57,123/- (Rupees One Crore Sixty-Eight Lacs Fifty-Seven Thousand One Hundred Twenty-Three Only). The Hon'ble NCLT, Mumbai Bench admitted the petition and ordered initiation of Corporate Insolvency Resolution Process in respect of the Corporate Debtor on November 02, 2023. The Hon'ble Bench in the same order appointed Mr. Arun Kapoor as the Interim Resolution Professional ('IRP'). Thereafter, Hon'ble NCLT, Mumbai Bench has passed an order dated 29.04.2024 (Order received on 09.05.2024), for the replacement of Resolution Professional and appointed Mr. Gajesh Labhchand Jain (Registration no. IBBI/IPA-001/IP-P-01697/2019-2020/12588) as Resolution Professional ("RP") under the Insolvency and Bankruptcy Code, 2016 ("Code") in matter of Corporate Insolvency Resolution Process of M/s Compuage Infocom Limited.

Under Section 20 of the Code, it is incumbent upon the Resolution Professional to manage the operations of the Company as a going concern upon initiation of CIRP and the financial statements which have been prepared on going concern basis have been considered by the Resolution Professional accordingly. It may be noted that the Resolution Professional has also not signed the said financial statements of the subsidiary since it is not within the scope of IBC, 2016 as Insolvency has been triggered upon the Holding Company and is not responsible for any activities of the said subsidiary company.

Pending outcome of CIRP proceedings, the said financial statements of the company for the Financial Year ended on 31<sup>st</sup> March 2024 have been prepared on going concern basis.

### Note 39

As mentioned in note 38 above, the Company was admitted under Corporate Insolvency Resolution Process, vide Order No CP (IB) 329/MB/2023 dated 02.11.2023 as part of the Corporate Insolvency Process, the Creditors of the Company were called upon to submit their claims to the Interim Resolution Professional (IRP) in terms of the applicable provisions of the Insolvency & Bankruptcy Code, 2016 (IBC). Claim submitted by creditors are being compiled and verified by the IRP and updated status is uploaded on the IBC portal.

The order dated 02.11.2023 imposes moratorium, in accordance with section 14 of the Code, and no interest is serviced during the CIRP period on the Loan outstanding as of the CIRP commencement date. The balances of financial creditors in the books have been adjusted to match the claims submitted by them. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined upon the successful resolution of the Company. Pending final outcome of the CIRP, no accounting impact in the books of accounts has been made in respect of excess or short claims or non-receipt of claims for operational and financial creditors. Hence, consequential impact, if any, is currently not ascertainable and we are unable to comment on possible financial impact of the same.

