



Independent Auditor's Report

To The Member of Route Ledger Technologies Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Route Ledger Technologies Private Limited** ("the Company"), which comprise the balance sheet as at 31st March, 2023, the statement of profit and loss, including Other Comprehensive Income, the Cash Flow Statement and the Statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013("the Act") in the manners or enquired and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2023, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

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



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

Responsibility of Management and Those Charged With Governance for the Standalone Financial Statements

The Company's Board of Directors 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), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) 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 Fairview and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best to four knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March, 2023, none of the directors are disqualified as on 31st March, 2023 from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness so such controls, refer to our separate report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations as at 31st March, 2023 on its financial position in its standalone financial statements – Refer Note No. 30 of Notes to Accounts to the standalone financial statements.



- The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - Company has not declared and paid any dividend, so there is no question of transferring amounts to the Investor Education and Protection Fund by the Company. Therefore, point is not applicable to the company.
- 3) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Ramanand & Associates
Chartered Accountants
FRN No. 117776W



A handwritten signature in blue ink, appearing to be "R Gupta".

Ramanand Gupta
Partner
M. No. 103975
Date: 16.05.2023
Place: Mumbai
UDIN: 23103975BGWHHW8980

Annexure "A" to the Independent Auditor's Report

Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of the Company on the financial statements for the year ended 31 March 2023, we report that:

(i) (a) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any intangible assets.

(b) The Company has a regular program of physical verification of its Property, Plant and Equipment so to cover all the assets once every two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification

(c) According to the information and explanations given to us, we report that the Company did not have any immovable property.

(d) The Company has not revalued any of its Property, Plant and Equipment.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under

ii) (a) The Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

(b) The Company has not been sanctioned working capital limits in excess of INR five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of account of the Company

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has not made any investments in firms, limited liability partnership or any other parties. Accordingly, clause 3 (iii)(a) to clause 3(iii)(f) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186 of the Act.



(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi) According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) In our opinion and according to the information and explanations given to us and based on audit procedures performed by us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us and based on audit procedures performed by us, there were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes. are given below:

Nature of the statute	Nature of dues	Forum where the dispute is pending	Period to which the amount relates	Amount ₹ Lakh
NA	NA	NA	NA	NA

viii) There were no transactions relating to previously unrecorded income that were 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, in our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

c) The Company has not taken any term loan during the year and there are no un utilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable

d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.



- e) On an overall examination of the financial statements of the Company, 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) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- x) a. The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- b. The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi) a. To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. To the best of our knowledge, 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 by the Company during the year and up to the date of this report.
- xii) The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected to its directors and hence provision of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) (a) & (b) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and (b) of the Order is not applicable.



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

xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors of the Company during the year

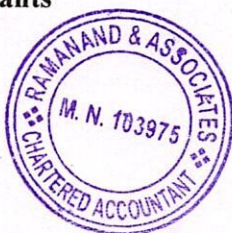
xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence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


xx) (a) In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to 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) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 25(b) to the financial statements

(xxi) Company is not required to prepare consolidated financial statements as per Companies Act 2013. Accordingly, paragraph 3(xxi) of the order is not applicable.

For Ramanand & Associates
Chartered Accountants
FRN No. 117776W




Ramanand Gupta
Partner

M. No. 103975

Date: 16.05.2023

Place: Mumbai

UDIN: 23103975BGWHHW8980

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to **The Member of Route Ledger Technologies Private Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting ('IFCoFR') of **Route Ledger Technologies Private Limited**. ("The Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility for the Audit of Internal Financial Controls

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial reporting (the "Guidance Note") and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting established and maintained and if such controls operated effectively in all material respect.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness so the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting's.

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 Limitation of Internal Financial Controls over Financial Reporting


Because of the inherent limitation 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 not the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedure may deteriorate.



Opinion

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

For Ramanand & Associates
Chartered Accountants
FRN No. 117776W


Ramanand Gupta
Partner
M. No. 103975
Date: 16.05.2023
Place: Mumbai
UDIN: 23103975BGWHHW8980



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)

Balance sheet as at 31 March 2023

(₹ in Thousands, except for share data, and if otherwise stated)

Particulars	Note	As at 31 March 2023	As at 31 March 2022
Assets			
Non-current assets			
Property, plant and equipment	2 (a)	1,051.49	1,589.08
Intangible assets	2 (b)	729.63	-
Deferred tax assets (net)	3	4,790.37	3,457.59
Non-current tax assets (net)	4	9,466.28	12,358.07
Other non-current assets	5	49,000.00	-
		65,037.77	17,404.74
Current assets			
Financial assets			
Trade receivables	6	-	66,755.93
Cash and cash equivalents	7	51,789.08	22,937.72
Other current financial assets	8	871.03	849.68
Other current assets	9	9,136.68	27,349.57
		61,796.79	1,17,892.90
		1,26,834.56	1,35,297.64
Equity and liabilities			
Equity			
Equity share capital	10	100.00	100.00
Other equity	11	1,25,847.98	1,28,900.11
		1,25,947.98	1,29,000.11
Current liabilities			
Financial liabilities			
Trade payables	12		
-Total outstanding dues of MSME		-	-
-Total outstanding dues of creditors other than MSME		228.96	5,835.85
Other financial liabilities	13	370.74	-
Other current liabilities	14	286.88	461.67
		886.58	6,297.53
		1,26,834.56	1,35,297.64

Significant accounting policies and other explanatory information

1-32

This is the Balance Sheet referred to in our report of even date

For Ramanand & Associates

Chartered Accountants

Firm Reg No. : 117776W

Ramanand G. Gupta

Partner

M.N.:103975

Place : Mumbai

Date : 16/05/2023

UDIN : 23103975BGWHHW8980



**For and on behalf of the Board of Directors of
Route Ledger Technologies Private Limited**

Chandrakant Gupta

Director

(DIN No.01636981)

Sandipkumar Gupta

Director

(DIN No.01272932)



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)

Statement of profit and loss for the year ended 31 March 2023
(₹ in Thousands, except for share data, and if otherwise stated)

Sr. No.	Particulars		Year Ended 31 March 2023	Year Ended 31 March 2022
I.	Revenue from operations	15	-	3,29,559.90
II.	Other Income	16	5,876.14	1,072.79
III.	Total Income		5,876.14	3,30,632.69
IV.	Expenses			
	Purchases of short messaging services	17	-	3,13,868.66
	Employee benefit expenses	18	3,591.50	2,744.21
	Finance costs	19	498.00	-
	Depreciation expense	20	807.96	851.04
	Other expenses	21	6,772.20	3,250.13
	Total expenses		11,669.66	3,20,714.04
V.	Profit before tax (III-IV)		(5,793.52)	9,918.65
VI.	Tax expense	22		
	Current tax		-	(4,652.65)
	Deferred tax		(1,332.78)	7,100.69
VII.	Net profit after tax (V-VI)		(4,460.74)	7,470.61
VIII.	Other comprehensive income for the year, net of tax		-	-
IX.	Total comprehensive income for the year (VII+VIII)		(4,460.74)	7,470.61
	Earning per equity share (face value of Rs. 10 each)	28		
	Basic and diluted (in Rs.)		(446.07)	747.06
	Face value per share (in Rs.)		10.00	10.00
	Significant accounting policies and other explanatory information	1-32		

This is the Statement of Profit and Loss referred to in our report of even date.

For Ramanand & Associates

Chartered Accountants

Firm Reg No. : 117776W

Ramanand G. Gupta

Partner

M.N.:103975

Place : Mumbai

Date : 16/05/2023

UDIN : 23103975BGWHHW8980



**For and on behalf of the Board of Directors of
Route Ledger Technologies Private Limited**

Chandrakant Gupta

Director

(DIN No.01636981)

Sandipkumar Gupta

Director

(DIN No.01272932)



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)
Cash flow statement for the year ended 31 March 2023
(₹ in Thousands, except for share data, and if otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
A. Cash flows from operating activities		
Profit before tax	-5,793.52	9,918.65
Adjustments for:		
Depreciation expense	807.96	851.04
Finance costs	498.00	-
Interest income	(1,054.21)	(1,043.01)
ESOP Expense	1,408.61	823.96
Written Off	1,711.49	-29.78
Provision for Doubtful Debt	-3,975.26	-
Bad debts	3,975.26	-
Operating profit before working capital changes	-2,421.67	10,520.86
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Trade receivables	66,755.93	2,04,602.10
Other current financial assets	-485.56	-
Other Current Assets	18,212.89	16,170.22
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(6,793.38)	-1,14,676.51
Other current financial liabilities	370.74	-1,22,931.60
Other current liabilities	(174.79)	-516.54
Cash generated from operating activities	77,885.83	(17,352.33)
Net income tax refund / (paid)	2,891.79	(9,272.35)
Net cash generated from/(used in) operating activities (A)	78,355.95	(16,103.82)
B. Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets including capital advances	-50,000.00	-
Interest received on bank deposits	993.41	1,024.50
Net cash generated from/(used in) investing activities (B)	-49,006.59	1,024.50
C. Cash flows from financing activities		
Finance costs	(498.00)	-
Net cash generated from/(used in) investing activities (C)	(498.00)	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	28,851.36	(15,079.32)
Cash and cash equivalents as at the beginning of the period	22,937.72	38,017.04
Closing balance of cash and cash equivalents	51,789.08	22,937.72
Cash and cash equivalents as per financial statements (refer note 7)	51,789.08	22,937.72
Reconciliation of cash and cash equivalents as per the Statement of cash flows:		
	Year ended 31 March 2023	Year ended 31 March 2022
Cash and cash equivalents	51,789.08	22,937.72
Balances as per statement of cash flows	51,789.08	22,937.72

Notes:

The above Cash Flow Statement has been prepared under "Indirect Method" as set out in Indian Accounting Standard - 7 on "Cash Flow Statements" notified under Section 133 to the Companies Act, 2013.

Significant accounting policies and other explanatory information


1-32


For Ramanand & Associates
Chartered Accountants
Firm Reg No. : 117776W


Ramanand G. Gupta
Partner
M.N.:103975
Place : Mumbai
Date : 16/05/2023
UDIN : 23103975BGWHHW8980



**For and on behalf of the Board of Directors of
Route Ledger Technologies Private Limited**


Chandrakant Gupta
Director
(DIN No.01636981)


Sandipkumar Gupta
Director
(DIN No.01272932)



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)

Statement of Changes in Equity for the year ended 31 March 2023

(₹ in Thousands, except for share data, and if otherwise stated)

Equity share capital

Particulars	Number of shares	Amount
Balance as at 1 April 2021	10,000	100.00
Issue of shares	-	-
Balance as at 31 March 2022	10,000	100.00
Issue of shares	-	-
Balance as at 31 March 2023	10,000	100.00

Other equity

Particulars	Reserves and surplus		Total other equity
	Retained earnings	ESOP O/s reserve	
Balance as at 1 April 2021	1,20,605.54	-	1,20,605.54
Profit for the year	7,470.61	-	7,470.61
Share option expense	-	823.96	823.96
Balance as at 31 March 2022	1,28,076.15	823.96	1,28,900.11
Profit for the year	-4,460.74	-	-4,460.74
Share option expense	-	1,408.61	1,408.61
Balance as at 31 March 2023	1,23,615.41	2,232.57	1,25,847.98

Significant accounting policies and other explanatory information

1-32

This is the Statement of Changes in Equity referred to in our report of even date.

For Ramanand & Associates

Chartered Accountants

Firm Reg No. : 117776W



Ramanand G. Gupta

Partner

M.N.:103975

Place : Mumbai

Date : 16/05/2023

UDIN : 23103975BGWHHW8980



For and on behalf of the Board of Directors of

Route Ledger Technologies Private Limited



Chandrakant Gupta

Director

(DIN No.01636981)



Sandipkumar Gupta

Director

(DIN No.01272932)



Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)

Significant accounting policies and other explanatory information for the year ended 31 March 2023

Note 1:

(a) Corporate information

'Sphere Edge Consulting India Private Limited, (the "Company") was incorporated on 21st June 2007. The company was renamed as Route ledger technologies private limited on 03rd August 2021. The company has engaged in the business of providing Enterprise Messaging Solutions & Software Development. The Company has its registered office in Office 408, Evershine Mall, Mindspace, New Link Road, Malad (West), Mumbai - 400064.

(b) Significant accounting policies

(i) Statement of compliance

In accordance with the notification issued by the Ministry of corporate affairs, the company has adopted Indian Accounting standards (refer to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 w.e.f. 01 April 2017.

(ii) Basis of Preparation

The financial statements have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 and rules framed thereunder.

Till the year ended 31 March 2017, the financial statement of the company were prepared to comply in all material respects with the Accounting Standards (previous GAAP) specified as per section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other provisions of the Act. These are the first financial statements of the company prepared in accordance with Ind AS applicable to the company from the year beginning 01 April 2017, consequent to the MCA notification dated 16 February 2015. In accordance with Ind AS 101, the transition date to Ind AS is 1 April 2016, the comparatives for the previous year ended 31 March 2017 and balances as on 1 April 2016 reported under previous GAAP have been restated as per Ind AS.

The financial Statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities measured at fair value as required by relevant Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Current and non-current classification: Assets and liabilities are classified as current if it is expected to realise or settle within 12 months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(iii) Critical estimates and judgements

The preparation of Financial Statements in conformity with Ind AS which requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.



Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)

Significant accounting policies and other explanatory information for the year ended 31 March 2023

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

- **Useful lives of property, plant and equipment**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

- **Valuation of deferred tax assets**

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained in point (vi)

(iv) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that the economic benefits will flow to the Company. Amount disclosed as revenue are reported net of discounts and applicable taxes which are collected on behalf of the government.

(i) SMS Revenue – The Company recognises revenue based on the usage of Short Message Services (SMS). The revenue is recognised when the Company's services are used based on the specific terms of the contract with customers.

Amounts received or billed in advance for services to be performed in future are recorded as advances from customers / advance billing.

(ii) Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(v) Borrowing costs

Borrowing costs attributable to the acquisition and construction of qualifying assets are capitalised as part of the cost of such assets up to the date such assets are ready for their intended use. Other borrowing costs are charged to profit or loss. Borrowing cost is calculated using effective interest rate on the amortised cost of the instrument.

(vi) Income taxes

Income tax expense comprises Current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to item that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.



Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)

Significant accounting policies and other explanatory information for the year ended 31 March 2023

Current Income taxes

The current income tax includes income taxes payable by the company computed in accordance with the tax laws applicable in the jurisdiction in which the company operates. Advance taxes and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax assets are recognised to the extent future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow deferred income tax assets to be utilised. At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

(vii) Financial instruments

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

(I) Financial assets

Classification

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

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model 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.

The company reclassifies debt investments when and only when its business model for managing those assets changes.



Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)

Significant accounting policies and other explanatory information for the year ended 31 March 2023

Initial measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments

Subsequent measurement of debt instruments depends on the company's business model 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:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

De-recognition of financial assets

A financial asset is de-recognised only when

- The company has transferred the rights to receive cash flows from the financial asset or
- 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.

Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

(II) Financial liabilities



Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)

Significant accounting policies and other explanatory information for the year ended 31 March 2023

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial is recognised as an asset / liability based on the underlying reason for the difference.

Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

(viii) Property plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes inward freight, net of GST credit, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(ix) Depreciation

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on Written down value method over the useful lives of assets as determined by the management which is in line with the Part-C of Schedule II of the Companies Act, 2013 with residual value of 5%.

Depreciation is calculated pro-rata from/to the date of addition/deletion.

(x) Impairment of assets

Non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there were no impairment.

(xi) Employee Benefits



Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)
Significant accounting policies and other explanatory information for the year ended 31 March 2023

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognised as expenses in the Statement of Profit and Loss.

The company has not made any provision for gratuity liability but the provision will be made as and when it will be recognized.

(xii) Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised in the financial statements. However, it's is disclosed only when an inflow of economic benefits is probable.

(xiii) Earnings per share

Basic earnings per share are computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023
(₹ in Thousands, except for share data, and if otherwise stated)

2 (a) Property, plant and equipment -

Particulars	Computers	Total
Balance as at 1 April 2021	6,659.76	6,659.76
Additions	-	-
Disposals	-	-
Balance as at 31 March 2022	6,659.76	6,659.76
Additions	-	-
Disposals	-	-
Balance as at 31 March 2023	6,659.76	6,659.76
Accumulated depreciation		
Balance as at 1 April 2021	4,219.63	4,219.63
Depreciation charge	851.04	851.04
Disposals	-	-
Balance as at 31 March 2022	5,070.68	5,070.68
Depreciation charge	537.59	537.59
Disposals	-	-
Balance as at 31 March 2023	5,608.26	5,608.26
Net block		
Balance as at 31 March 2022	1,589.08	1,589.08
Balance as at 31 March 2023	1,051.49	1,051.49

2 (b) Intangible assets -

Particulars	License	Total
Balance as at 1 April 2021	-	-
Additions	-	-
Disposals	-	-
Balance as at 31 March 2022	-	-
Additions	1,000.00	1,000.00
Disposals	-	-
Balance as at 31 March 2023	1,000.00	1,000.00
Accumulated depreciation		
Balance as at 1 April 2021	-	-
Depreciation charge	-	-
Disposals	-	-
Balance as at 31 March 2022	-	-
Depreciation charge	270.37	270.37
Disposals	-	-
Balance as at 31 March 2023	270.37	270.37
Net block		
Balance as at 31 March 2022	-	-
Balance as at 31 March 2023	729.63	729.63



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023
(₹ in Thousands, except for share data, and if otherwise stated)

	As at 31 March 2023	As at 31 March 2022
3 Deferred tax assets		
Deferred tax liability arising on account of :		
Depreciation and amortisation	85.41	109.77
	85.41	109.77
Deferred tax assets arising on account of :		
Provision for expenses	578.88	613.84
Carried forward business losses	4,296.91	1,953.03
Provision for doubtful debts	-	1,000.49
Total deferred tax assets	4,875.78	3,567.36
Total deferred tax assets (net)	4,790.37	3,457.59
4 Non-current tax assets (net)		
Advance income tax (Net of provision)	-	-
	-	-
5 Other non-current assets		
Advances other than capital advances	-	-
Balance with government authorities	-	-
	-	-
4 Non-current tax assets (net)		
Advance income tax (Net of provision)	9,466.28	12,358.07
	9,466.28	12,358.07
5 Other non-current assets		
Capital Advances	49,000.00	-
	49,000.00	-
6 Trade receivables		
Unsecured, considered good*		
Receivables from related parties (Unsecured, considered good)(refer note 26)	-	66,755.93
Trade receivables - credit impaired	-	3,975.26
Less: Provision for doubtful debts	-	(3,975.26)
	-	66,755.93

Trade receivables Ageing Schedule#
As at 31 March 2023

	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
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	-	-	-	-	-	-
Disputed Trade receivables-credit unpaired	-	-	-	-	-	-
Total	-	-	-	-	-	-

As at 31 March 2022

	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Undisputed Trade receivables-considered good	66,755.93	-	-	-	-	66,755.93
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	-	-	-	-	-	-
Disputed Trade receivables-credit impaired	-	-	-	-	3,975.26	3,975.26
Total	66,755.93	-	-	-	3,975.26	70,731.19

Cash and bank balances

7 Cash and cash equivalents		
Cash on hand	-	17.20
Balances with banks:		
- in current account	490.46	1,521.90
- in deposit accounts with maturity upto 3 months	51,298.62	21,398.62
	51,789.08	22,937.72
8 Other current financial assets		
Unsecured, considered good, unless otherwise stated:		
Security deposits	250.00	775.00
Accrued Interest	135.48	74.68
Other receivables	485.56	-
	871.03	849.68
9 Other current assets		
Advance to Suppliers	2,203.12	20,445.44
Balance with government authorities	6,933.56	6,904.13
	9,136.68	27,349.57



Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(₹ in Thousands, except for share data, and if otherwise stated)

	As at 31 March 2023	As at 31 March 2022
10 Equity share capital		
Authorised capital		
50,000 (31 March 2022: 50,000) equity shares of Rs.10 each	500.00	500.00
Issued, subscribed and fully paid up		
10,000 (31 March 2022: 10,000) equity shares of Rs.10 each	100.00	100.00
	100.00	100.00

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	10,000	100.00	10,000	100.00
Add: Shares issued during the period	-	-	-	-
Balance at the end of the period	10,000	100.00	10,000	100.00

(b) Shares held by Promoters at the end of the Period

As at 31 March 2023

Name of promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total shares	% changes during the year
Route Mobile Limited	10,000	-	10,000	100.00%	Nil
Total	10,000	-	10,000	100.00%	

As at 31 March 2022

Name of promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total shares	% changes during the year
Route Mobile Limited	10,000	-	10,000	100.00%	Nil
Total	10,000	-	10,000	100.00%	

Number of shares % of holding Number of shares % of holding

(b) Shareholders holding more than 5% of the shares

Route Mobile Limited	10,000	100%	10,000	100%
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(c) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts and the distribution will be in proportion to the number of equity shares held in the Company.

	As at 31 March 2023	As at 31 March 2022
11 Other equity		
Surplus in the statement of profit and loss		
Balance at the beginning of the year	1,28,076.15	1,20,605.54
Add: Profit for the year	-4,460.74	7,470.61
Balance at the end of the Period	1,23,615.41	1,28,076.15
ESOP o/s reserve		
Balance at the beginning of the year	823.96	-
Add: Share option expense for the year	1,408.61	823.96
Balance at the end of the Period	2,232.57	823.96
Other equity	1,25,847.98	1,28,900.11

Nature and purpose of reserves

(i) Surplus in the statement of profit and loss

Retained earnings pertain to the accumulated earnings / (losses) made by the company over the years.

(ii) ESOP o/s reserve

The ESOP o/s reserve create on account of the employee stock options granted by holding company to the employees of the our company. The cost has been credited to the ESOP o/s reserve in accordance with IND AS 102.



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023
(₹ in Thousands, except for share data, and if otherwise stated)

	As at 31 March 2023	As at 31 March 2022
12 Trade payables		
Dues of micro and small enterprises	-	-
Dues of creditors other than micro and small enterprises	228.96	5,835.85
	<u>228.96</u>	<u>5,835.85</u>

Ageing of Trade Payable :

As at 30 June 2022 :

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	228.96	-	-	-	228.96
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues others	-	-	-	-	-
	<u>228.96</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>228.96</u>

As at 31 March 2022 :

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	5,835.85	-	-	-	5,835.85
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues others	-	-	-	-	-
	<u>5,835.85</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,835.85</u>

13 Other current financial liabilities		
Salary Payable	370.74	-
	<u>370.74</u>	<u>-</u>

14 Other current liabilities		
Statutory dues	286.88	461.67
	<u>286.88</u>	<u>461.67</u>



Route Ledger Technologies Private Limited (Formerly know as Sphere Edge Consulting (India) Private Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023
(₹ in Thousands, except for share data, and if otherwise stated)

	Year Ended 31 March 2023	Year Ended 31 March 2022
15 Revenue from operations		
Sale of services - short messaging services	-	3,29,559.90
	-	3,29,559.90
16 Other income		
Interest Income on:		
- Fixed deposit	1,054.21	1,043.01
- Income tax refund	26.42	-
Liabilities no longer payable written back	-	29.78
Provision for doubtful debts	3,975.26	-
Miscellaneous income	820.25	-
	5,876.14	1,072.79
17 Purchases of short messaging services		
Purchases of short messaging services	-	3,13,868.66
	-	3,13,868.66
18 Employee benefit expenses		
Salaries, wages and bonus	1,941.42	1,638.45
ESOP Expense	1,408.61	823.96
Staff welfare	241.47	281.80
	3,591.50	2,744.21
19 Finance costs		
Interest on delayed payment of taxes	498.00	-
	498.00	-
20 Depreciation expense		
Depreciation on property, plant and equipment	807.96	851.04
	807.96	851.04
21 Other expenses		
Repairs and maintenance	108.51	534.80
Rates and taxes	30.00	1,063.49
Communication	12.42	282.18
Internet	2.50	213.10
Written Off	1,711.49	-
Travelling and conveyance	423.65	489.56
Postage & Stationary	110.71	82.41
Legal and Professional charges	26.40	235.20
Payments to auditors (Refer note below)	225.00	225.00
Bad debts	3,975.26	-
Miscellaneous expenses	146.26	124.39
	6,772.20	3,250.13
Note:		
Auditors' remuneration (net of input tax credit)		
As auditor		
Statutory audit	225.00	225.00
Others	-	-
	225.00	225.00



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	Year Ended 31 March 2023	Year Ended 31 March 2022
22 Tax expense		
Current tax expense		
Current tax for the year	-	-
Tax adjustment as per earlier year	-	(4,652.65)
Total current tax expense	-	(4,652.65)
Deferred taxes		
Change in deferred tax liabilities	(1,332.78)	7,100.69
Net deferred tax expense	-1,332.78	7,100.69
Total income tax expense	-1,332.78	2,448.04
22.1 Tax reconciliation (for profit and loss)		
Profit before income tax expense	-5,793.52	9,918.65
Tax at the rate of 25.168%	-1,458.11	2,496.33
<u>Tax effect of amounts which are not deductible / not taxable in calculating taxable income</u>		
Provision for purchase		
Others	-	4,604.36
Interest on delayed payment of taxes	125.34	-
Tax adjustment of earlier years	-	(4,652.65)
Income tax expense	-1,332.77	2,448.04

22.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2023 and 31 March 2022 are as follows:

Deferred tax assets (net)

	As at 31 March 2023	As at 31 March 2022	Credit/(charge) in statement of profit and loss	31 March 2023	31 March 2022
Deferred tax assets on account of:					
Depreciation	(85.41)	(109.77)	(24.36)	(20.74)	
Provision for expenses	578.88	613.84	34.96	9,074.46	
Carried forward business losses	4,296.91	1,953.03	(2,343.87)	(1,953.03)	
Provision for doubtful debts	-	1,000.49	1,000.49	-	
	4,790.38	3,457.60	-1,332.78	7,100.69	



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23 Fair value measurements

Financial instruments by category:

Particulars	31 March 2023 Amortised cost	31 March 2022 Amortised cost
<u>Financial Assets - Current</u>		
Trade receivables	-	66,755.93
Cash and cash equivalents	51,789.08	22,937.72
Other current financial assets	871.03	849.68
Other current assets	9,136.68	27,349.57
<u>Financial Liabilities - Current</u>		
Trade payables	228.96	5,835.85
Other financial liabilities	370.74	-

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.



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24 Financial risk management

The company is exposed primarily to fluctuations in credit quality and liquidity management which may adversely impact the fair value of its financial assets and liabilities. The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the company. The Company's principal financial liabilities comprises of trade and other payables. The Company's principal financial assets include loans, trade receivables, cash and bank balances and bank deposits that derive directly from its operations.

A Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, loans, cash and bank balances and bank deposits

To manage credit risk, the Company follows a policy of providing 30 days credit to the customers. The credit limit policy is established considering the current economic trend of the industry in which the company is operating. Also, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

Bank balances and deposits are held with only high rated banks and security deposits are placed majorly with government agencies. Hence in these case the credit risk is negligible.

Age of receivables that are past due:

Particulars	As at 31 March 2023	As at 31 March 2022
Less than 6 Months	-	66,755.93
6 months-1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	3,975.26
Total	-	70,731.19
Provision of doubtful debts	-	3,975.26

B Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.

The liquidity risk principally arises from obligations on account of following financial liabilities viz. trade payables and other financial liabilities.

The Company's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's financial liabilities based on contractual undiscounted payments at each reporting date is repayable within 1 year.

C Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The company does not have any unhedged foreign currency exposure. The company has no outstanding borrowing as at the reporting date and has not made any investments. Hence the company is not exposed to market risk.



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25 Capital Management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The amounts managed as capital by the Company are summarised below:

Particulars	As at 31 March 2023	As at 31 March 2022
Borrowings#	-	-
Less: Cash and cash equivalents	51,789.08	22,937.72
Net debt	(51,789.08)	(22,937.72)
Equity	1,25,947.98	1,29,000.11
Capital and net debt	74,158.90	1,06,062.40
Gearing ratio	-69.84%	-21.63%

#Borrowings for the above purpose includes non-current borrowings, current borrowings, current maturities of non current borrowings and Interest accrued but not due on borrowings.



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26 Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

a) **Names of related parties and description of relationship:**

Description of relationship	Names of related parties
(i) Holding Company	Route Mobile Limited
(ii) Key Management Personnel (KMP)	Chandrakant Gupta Sandipkumar Gupta Rajdipkumar Gupta

b) **Details of related party transactions:**

Particulars	Holding Company		Key Management Personnel (KMP) / Relatives of Key Management Personnel (KMP)	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<u>Sale of Short message services (SMS)</u>				
Route Mobile Limited (Sales)	4,029.43	4,12,111.92	-	-
Route Mobile Limited (Provision)	-5,416.34	-	-	-
<u>Amount received by others on our behalf</u>				
Route Mobile Limited	889.80	1,236.17	-	-
<u>Expenses reimbursed to other company</u>				
Route Mobile Limited	-	9,290.91	-	-
<u>ESOP Reserve</u>				
Route Mobile Limited	1,323.70	823.96	-	-

c) **Balances with related parties (as at year-end)**

Particulars	Holding Company		Key Management Personnel (KMP)	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<u>Amount Receivable</u>				
Route Mobile Limited	-	66,755.93	-	-
<u>Other Receivable</u>				
Route Mobile Limited	485.56	-	-	-



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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(₹ in Thousands, except for share data, and if otherwise stated)

27 Analytical Ratios

Particular	Numerator	Denominator	Year Ended 31.03.2023	Year Ended 31.03.2022	% Change	Reason for change in ratio more than 25%
<u>P&L Ratio :</u>						
1. Gross Profit Ratio	Gross Profit	Revenue	0.00%	4.76%	-100.00%	GP Ratio decrease due to revenue decrease.
2. Net Profit Ratio	Profit after tax	Revenue	0.00%	2.27%	-100.00%	NP Ratio decrease due to revenue decrease.
3. Interest Coverage Ratio (in Times)	Earnings before interest and tax	Interest	(10.63)	-	100.00%	Interest Coverage cost increase during the year due to increase finance cost.
3. Earnings Per Share	Net Profit available for equity shareholders	Weighted average number of equity shares	(446.07)	747.06	-159.71%	EPS decreased due to decrease in profit
<u>Balance Sheet Ratio's :</u>						
1. Current Ratio	Current Assets	Current liabilities	69.70	18.72	272.33%	Due to decrease in trade payable and increase in cash current ratio increase.
2. Return on Equity Ratio	Profit after tax	Shareholder's Equity	-3.54%	5.79%	-161.16%	Due to decrease in profit, return on equity is decrease.
3. Trade receivables to Turnover Ratio (No of days)	Revenue	Average Trade receivable	-	187.24	-100.00%	Due to decrease in revenue
4. Trade payables to Turnover (No of days)	Purchases	Average Trade payables	-	144.96	-100.00%	Due to decrease in purchases
5. Net capital Turnover Ratio	Revenue	Working capital	0.00%	295.32%	-100.00%	Due to decrease in revenue
6. Return on Capital Employed Ratio	Earnings before interest and tax	Capital Employed	-4.15%	7.69%	-154.02%	Due to decrease in profit, return on capital employed is decrease.



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28 Earnings per share

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	For the year ended 31-Mar-23	For the year ended 31-Mar-22
Net profit after tax attributable to equity shareholders	-4,460.74	7,470.61
Weighted average number of shares outstanding during the year - Basic and diluted	10,000	10,000
Basic and diluted earnings per share (in ₹)	-446.07	747.06
Nominal value per equity share (in ₹)	10.00	10.00

29 The Company has entered into an Agreement to Transfer Business ('BTA') and a License Agreement on 2 May 2022 with Teledgers Technology Private Limited ('Teledgers'), Gurugram, Haryana, and the existing shareholders (as mentioned in BTA) for acquisition of technology solutions and associated identified customer contracts ('Business'), on a slump sale basis for purchase consideration of ₹ 129.9 crores along with performance linked consideration based on an EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization). On 9 June 2022, The Company has paid an advance purchase consideration of Rs. 4.9 Crs and a license fee of Rs. 0.10 Cr to Teledgers, as per BTA and a License Agreement. Besides the fulfillment of the standard conditions precedents, the acquisition is expected to be closed on final conclusion of an ongoing arbitration proceeding related to a contractual agreement between Teledgers and the Existing Stakeholders (the founding members and promoters of Teledgers), and a third party entity, arising out of an agreement between such parties.

30 Segment Reporting

In accordance with Indian Accounting Standard (Ind AS) 108, "Operating Segments", segment information has been given in the consolidated financial statements of Route Mobile Limited, and therefore, no separate disclosure on segment information is given in these standalone financial statements.

31 Previous year figures have been regrouped and rearranged to make them comparable with the current year figures.

32 Other Statutory Information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (va) 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
 - (vb) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (vi a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (vi b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

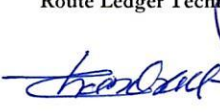
As per our report of even date attached.


For Ramanand & Associates
 Chartered Accountants
 Firm Reg No. : 117776W


Ramanand G. Gupta
 Partner
 M.N.:103975
 Place : Mumbai
 Date : 16/05/2023
 UDIN : 23103975BGWHHW8980



For and on behalf of the Board of Directors of
Route Ledger Technologies Private Limited


Chandrakant Gupta
 Director
 (DIN No.01636981)


Sandipkumar Gupta
 Director
 (DIN No.01272932)

