



# Euphoria Infotech (India) Limited

Annual Report 2023-24

## CORPORATE INFORMATION

### Board of Directors

#### Managing Director

Shamba Bhanja

#### Whole Time Director

Bappaditya Dasgupta  
Priyabrata Seal

#### Non Executive Non Independent Director

Soma Das

#### Independent Director

Avijit Mallick  
Sriyans Lunia

#### Stakeholders Relationship Committee

Sriyans Lunia -Chairman  
Avijit Mallick  
Soma Das

#### Chief Financial Officer

Amalendu Chatterjee

#### Statutory Auditors

Baid Agarwal Singhi &Co.  
Chartered Accountants  
Firm Registration No.: 328671E

#### Secretarial Auditor

CS Niaz Ahmed  
Practising Company Secretaries  
M No. F9432; CoP 5965

#### Audit Committee

Sriyans Lunia -Chairman  
Avijit Mallick  
Shamba Bhanja

#### Nomination and Remuneration Committee

Sriyans Lunia -Chairman  
Avijit Mallick  
Soma Das

#### Registrars & Share Transfer Agents

M/s. MAS Services Limited,  
Okhla Industrial Area, Phase - II,  
T-34, 2nd Floor,  
New Delhi -110020

#### Company Secretary and Compliance Officer

Mohammed Talha

#### Internal Auditor

M/s. ABPP & Associates,  
Chartered Accountants  
FRN No. 328632E

#### Registered Office

Bengal Eco Intelligent Park,  
Building EM-3 Sector V,  
Salt Lake City,  
Kolkata – 700 091, West Bengal

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## NOTICE OF AGM

**NOTICE** is hereby given that the 24th Annual General Meeting of the members of **Euphoria Infotech (India) Limited** will be held on Friday, September 27, 2024 at 2.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

- To consider and adopt the:
  - Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors' thereon; and
  - Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2024, and the Report of the Auditors' thereon.
- To appoint a Director in place of Mr. Shamba Bhanja (DIN: 01546020), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

August 31, 2024

### Registered Office:

Euphoria Infotech (India) Limited  
Bengal Eco Intelligent Park, Building, Tower I,  
EM-3, Unit 16, 13th Floor, Sector V, Salt  
Lake City, Kolkata 700091 West Bengal.  
Tel: +91 33 4602 1034  
Email : cs@euphoriainfotech.com  
Website: www.euphoriainfotech.com  
CIN: U92200WB2001PLC093236

By order of the Board  
**For Euphoria Infotech (India) Limited**

**Shamba Bhanja**  
Managing Director  
DIN: 01546020

### NOTES:

- The Statement pursuant to Section 102 of the Companies Act, 2013, is not applicable as there is no special business.
- Pursuant to various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
- A statement giving relevant details of the director seeking reappointment under Item No. 2 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.
- 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. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed **CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076)** as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in.
- Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors at the AGM, shall be without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send their questions/ comments in advance mentioning their name, demat account number, email id and mobile number at [cs@euphoriainfotech.com](mailto:cs@euphoriainfotech.com). The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. The Registers of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2024 to Friday, September 27, 2024** (both days inclusive) for the purpose of annual closure of books.
12. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM 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. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of the Company at [www.euphoriainfotech.com](http://www.euphoriainfotech.com) and on the website of the Stock Exchange i.e. Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Edition) and Aajkal (Bengali Edition)
13. Members who have not yet registered their e-mail address and mobile number are requested to register the same with their Depository Participants ("DP").
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs.
15. For receiving all future correspondence (including Annual Report) from the Company electronically, the Members have to register their e-mail address with their Depository Participants and the Company as well.

Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.euphoriainfotech.com](http://www.euphoriainfotech.com), websites of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Friday, September 20, 2024, such person may obtain the User ID and Password from RTA requesting through e-mail at [investor@masserv.com](mailto:investor@masserv.com).
17. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
18. The Company has not paid any dividend in past, thus, details of the amount of dividend which remained unpaid/unclaimed for a period of 7 years and due for transfer to IEPF is not applicable to the Company.



Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there is no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

19. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.
20. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
21. **Instructions for e-voting and joining the AGM are as follows:**

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of 24<sup>th</sup> Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Friday, September 20, 2024** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the AGM.

#### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]**

<b>Name of the Director</b>	<b>Shamba Bhanja</b>
<b>DIN</b>	01546020
<b>Date of Birth</b>	October 2, 1971
<b>Age</b>	52 years
<b>Date of Appointment</b>	May 28, 2001
<b>Qualification</b>	Post-Graduate
<b>Experience and Expertise</b>	He has extensive knowledge and experience in the field on software, IT and ITes of over two decades. He has expertise in the domain of telecom, education, government services, Internet of Things (IoT), Transport Management, Production and Supply Chain Management.
<b>Number of Meetings of the Board attended during the financial year (2023-24)</b>	9 out of 9 meetings
<b>List of Directorship/ Membership /Chairmanship of Committees of other Board</b>	NIL
<b>Membership / Chairmanship of Committees of Other Board:</b>	Member in Audit Committee
<b>Shareholding in the Company</b>	9,66,415
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn</b>	Being liable to retire by rotation Last Drawn remuneration: Rs 1,37,500/- per month
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	NA

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on Tuesday, September 24, 2024 at 9:00 A.M. and ends on Thursday, September 26, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 20, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 20, 2024.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="http://www.eservices.nsdl.com">www.eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="http://www.eservices.nsdl.com">www.eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="http://www.eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">www.eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="http://www.web.cdslindia.com/myeasi/home/login">www.web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.web.cdslindia.com/myeasi/Registration/EasiRegistration">www.web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [www.eservices.nsdl.com](http://www.eservices.nsdl.com) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [msassociates16@gmail.com](mailto:msassociates16@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).





2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@masserv.com](mailto:investor@masserv.com) or [cs@euphoriainfotech.com](mailto:cs@euphoriainfotech.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@masserv.com](mailto:investor@masserv.com) or [cs@euphoriainfotech.com](mailto:cs@euphoriainfotech.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@euphoriainfotech.com](mailto:cs@euphoriainfotech.com). The same will be replied by the company suitably.

**General Instructions**

- i. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. CS Md. Shahnawaz, Practicing Company Secretary (Membership No. ACS- 21427 & CP No. 15076) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The members, who are present VC / OAVM at the AGM but have not cast their votes during the remote e-voting period, shall be allowed to cast their voting through e-voting.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.euphoriainfotech.com](http://www.euphoriainfotech.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

August 31, 2024

**Registered Office:**

Euphoria Infotech (India) Limited  
Bengal Eco Intelligent Park, Building, Tower I,  
EM-3, Unit 16, 13th Floor, Sector V, Salt  
Lake City, Kolkata 700091 West Bengal.  
Tel: +91 33 4602 1034  
Email : [cs@euphoriainfotech.com](mailto:cs@euphoriainfotech.com)  
Website: [www.euphoriainfotech.com](http://www.euphoriainfotech.com)  
CIN: U92200WB2001PLC093236

By order of the Board  
**For Euphoria Infotech (India) Limited**

**Shamba Bhanja**  
**Managing Director**  
**DIN: 01546020**



## DIRECTOR'S

*Report*



**TO,  
THE MEMBERS,  
EUPHORIA INFOTECH (INDIA) LIMITED**

Your Directors are pleased to submit the 24<sup>th</sup> Annual Report on the business and operations of your Company ("the Company" or "EUPHORIA INFOTECH (INDIA) LIMITED"), along with the audited financial statements, for the financial year ended March 31, 2024. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

### 1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY

The Financial Results for the year ended March 31, 2024 and the corresponding figure for the previous year are as under:

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	601.40	736.73	601.40	736.73
Other Income	1.23	0.83	1.23	0.83
<b>Total Income</b>	<b>602.63</b>	<b>737.56</b>	<b>602.64</b>	<b>737.56</b>
Total Expenditure	478.91	561.64	478.93	561.64
<b>Profit before tax</b>	<b>123.72</b>	<b>175.92</b>	<b>123.71</b>	<b>175.92</b>
Current Tax	30.94	48.29	30.94	48.29
Income tax Adjustment	-	1.43	-	1.43
Deferred Tax Adjustment	0.19	(3.51)	0.19	(3.51)
<b>Profit after Tax</b>	<b>92.59</b>	<b>129.71</b>	<b>92.58</b>	<b>129.71</b>
Basic Earnings per share (in ₹)	4.40	6.17	4.38	6.17

Notes:

- Equity shares are at par value of ₹10/- per share.
- 9,60,000 equity shares were allotted pursuant to Initial Public Offer ("IPO") on January 25, 2024.

**Directors' Report** (Contd.)**2. TRANSFER TO RESERVES**

We do not propose to transfer any amount to general reserve.

**3. DIVIDEND**

To strengthen the financial position of the Company and to augment working capital, your directors do not recommend any dividend for the FY 2024.

**4. STATE OF COMPANY'S AFFAIRS**

Your Directors are pleased to share the exceptional, operational and financial performance achieved by the Company even during this turbulent times aggressive interest rate hikes and other geopolitical factors and its consequent effect on economies of worldwide.

During the FY2024:

- Revenue from operations stood at ₹ 601.40 lakhs in FY 24 on consolidated basis.
- PAT stood at ₹ 92.58 lakhs in FY 24 on consolidated basis.

It is expected that the Company will achieve better operation and financial performance in FY2025.

**5. CHANGE IN THE NATURE OF BUSINESS**

There is no Change in the nature of the business / operation of the Company done during the year under review.

**6. CHANGE IN NAME AND STATUS OF THE COMPANY**

The Company was originally formed as a private limited liability company in the name and style of "Euphoria Infotech (India) Private Limited" bearing CIN U92200WB2001PTC093236 pursuant to a certificate of incorporation date May 28, 2001 issued by the Registrar of Companies, Kolkata at West Bengal. Subsequently, pursuant to a resolution passed by our Board of Director in their meeting held on January 12, 2023 and by the shareholders at an extra-ordinary general meeting held on January 18, 2023 our company was converted into a public limited company and consequently the name of our company was change to "Euphoria Infotech (India) Limited" and a fresh certificate of incorporation dated May 22, 2023 was issued by the Registrar of Company, Kolkata at West Bengal. The Corporate Identification Number of our Company is U92200WB2001PLC093236.

**7. INITIAL PUBLIC ISSUE**

The Company has successfully completed the Initial Public Offer (IPO). In the IPO, 9,60,000 Equity Shares of Rs.10/- each at a issue price of Rs. 100/- per share aggregating to Rs.960.00 Lakhs which was oversubscribed by 426.65 times in the retail category, 413.26 times in the QIB category, and 280.88 times in the NII's category. The issue was opened for subscription on January 19, 2024 and closed on January 24, 2024. The Board has allotted 9,60,000 Equity Shares of Rs.100/- each to the successful applicant on January 25, 2024. The equity shares of the Euphoria Infotech (India) Limited got listed on January 30, 2024 on the SME platform of BSE. As on March, 31, 2024 the Authorised Share Capital of the Company is Rs. 3,25,00,000 divided into 32,50,000 Equity Shares of Rs.10/- each. The Paid up Share Capital of the Company is Rs. 2,90,18,600 divided into 29,01,860 Equity Shares of Rs.10/- each.

**8. UTILISATION OF FUNDS RAISED THROUGH IPO**

During the year under review, the Company has come up with Initial Public offer of 9,60,000 Equity Shares for cash at a price of Rs.100/- per Equity Shares (including a premium of Rs 90/- per Equity Shares), aggregating to Rs. 9.60 crores. Pursuant to Regulation 32(1)(a) and 32(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby confirmed that there was no deviation(s) or variation(s) in the utilization of public issue proceeds from the objects as stated in the prospectus dated January 25, 2024.

**9. DEMATERIALISATION OF SHARES**

During the year under review, the Company has entered into tripartite agreements for dematerialization of equity shares with the MAS Services Limited, National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2024, the share of the Company held in demat form represents 100% of the total issued and paid-up capital of the Company. The Company ISIN No. is INE0PYT01018. M/s. MAS Services Limited is the Registrar and Share Transfer Agent of the Company.



## Directors' Report (Contd.)

### 10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred during the period from the end of the financial year to which the financial statement related till the date of this report except:

### 11. SHARE CAPITAL AND INITIAL PUBLIC OFFERING OF YOUR COMPANY

The Company has successfully completed the maiden Initial Public Offer (IPO). In the IPO, 9,60,000 Equity Shares of Rs 10/- each was offered by the Company for subscription at an issue price of Rs 100/- per shares. The issue was opened for subscription on January 19, 2024 and closed on January 24, 2024. The Board has allotted 9,60,000 Equity Shares of Rs 10/- each to the successful applicant on January 25, 2024. The equity shares of the Company got listed on January 30, 2024 on the BSE Emerge. Your company share price debuted on National Stock Exchange of India Limited at Rs 181.51/- per share, a premium of 81.51 % over its issue price

As on March 31, 2024, share capital of the Company was 29,01,860 Equity Shares of face value of Rs 10/- each.

### 12. ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

During the FY 2023-24, the Company has increased its authorised capital from Rs. 5,00,000 (Rupees Five Lakh Only) to Rs.3,25,00,000 (Rupees Three Crores Twenty Five Lakhs Only) and consequently altered its capital clauses in the Memorandum of Association. Further, there was alteration in the articles of Association of company for Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and upon conversion to a Public Limited Company.

### 13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following are the changes in the Board of the Company during the year under review:

DIN/PAN	Name	Particulars of Change	Appointment/ Cessation date
08438911	Avijit Mallick	Appointed as Independent Director	May 5, 2023
08178507	Sriyans Lunia	Appointed as Independent Director	May 5, 2023
AEHPC7424B	Amalendu Chatterjee	Appointed as Chief Financial Officer	January 5, 2023
AUAPT3908L	Mohammed Talha	Appointed as Company Secretary	May 5, 2023

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shamba Bhanja (DIN: 01546020), Managing Director, is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for reappointment. Necessary resolution for his re-appointment is included in the Notice of AGM for seeking approval of Members. The Directors recommend his re-appointment for your approval. A brief profile of Mr. Shamba Bhanja (DIN: 01546020), will be given in the Notice convening the forthcoming AGM for reference of the shareholders.

### 14. DECLARATIONS BY INDEPENDENT DIRECTORS

In accordance with the provisions of Section 149(7) of the Companies Act, 2013, each of the Independent Directors has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (the Listing Regulations) as amended.

In the opinion of the Board of Directors, all Independent Directors of the Company fulfils the conditions specified in the Act and Rules made thereunder.

### 15. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, Regulation 17(10) of the Listing Regulations and in line with our corporate governance guidelines, peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of Board's Committees was undertaken. This evaluation is led by the Chairman of the Nomination and Remuneration Committee with a specific focus on the performance and effective functioning of the Board and its Committees. The evaluation process, inter alia, considers attendance of Directors at Board and committee meetings, acquaintance with business, communication inter se board members, the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

## Directors' Report (Contd.)

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of Committees, effectiveness of committee meetings, etc.

The report on the performance evaluation of the Individual Directors was reviewed by the Board and feedback was given to the Directors.

### 16. BOARD MEETING

During the year under review Board met on 10-04-2023; 05-05-2023; 30-05-2023; 08-06-2023; 10-06-2023; 16-09-2023; 21-11-2023; 15-01-2024; 25-01-2024. There were 9 board meetings were held in accordance with the provisions of Companies Act, 2013. The details of the Board meetings are provided in the Report on Corporate Governance, which forms a part of this Annual Report.

The intervening gap between two consecutive meetings was within the limit prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

### 17. MEETING OF THE INDEPENDENT DIRECTORS

During FY2023-24, one meeting of Independent Directors was held without the presence of the Executive Directors or Management Personnel on March 25, 2024. At such meeting, the Independent Directors have discussed, among other matters, the challenges faced by the Company, growth strategies, flow of information to the Board, strategy, leadership strengths, compliance, governance, HR related matters and performance of Executive Directors.

### 18. COMMITTEES OF THE BOARD

#### A. AUDIT COMMITTEE

The Audit Committee of the Board comprises of:

Name of Directors	Category
Mr. Sriyans Lunia	Independent Director – Chairperson
Mr. Avijit Mallick	Independent Director
Mr. Shamba Bhanja	Managing Director

During the year under review, there has been no instance where the recommendations of the Audit Committee have not been accepted by the Board. The terms of reference of the Audit Committee are in accordance with the provision of the Companies Act, 2013 and in line with SEBI Listing Regulations although the listing regulation pertaining to Audit Committee is not applicable to the Company.

#### B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board comprises of:

Name of Directors	Category
Mr. Sriyans Lunia	Independent Director – Chairperson
Mr. Avijit Mallick	Independent Director
Ms. Soma Das	Independent Director

During the year under review, there has been no instance where the recommendations of the Nomination and Remuneration Committee have not been accepted by the Board. The terms of reference of the Nomination and Remuneration Committee are in accordance with the provision of the Companies Act, 2013 and in line with SEBI Listing Regulations although the listing regulation pertaining to Nomination and Remuneration Committee is not applicable to the Company.

#### C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board comprises of:

Name of Directors	Category
Mr. Sriyans Lunia	Independent Director – Chairperson
Mr. Avijit Mallick	Independent Director
Ms. Soma Das	Independent Director



## Directors' Report (Contd.)

During the year under review, there has been no instance where the recommendations of the Stakeholders Relationship Committee have not been accepted by the Board. The terms of reference of the Stakeholders Relationship Committee are in accordance with the provision of the Companies Act, 2013 and in line with SEBI Listing Regulations although the listing regulation pertaining to Stakeholders Relationship Committee is not applicable to the Company.

### 19. VIGIL MECHANISM

To meet the requirement under Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations the Company has adopted a vigil mechanism named Whistle Blower Policy for directors and employees to report genuine concerns, which shall provide adequate safeguards against victimization of persons who use such mechanism. Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct, to management (on an anonymous basis, if employees so desire).

Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employee who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the said investigation. The Whistle Blower Policy is displayed on the Company's website at [www.euphoriainfotech.com](http://www.euphoriainfotech.com).

No individual in the Company has been denied access to the Audit Committee or its Chairman during the FY2023-24.

### 20. APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for the selection and appointment of Directors and Senior Management Personnel and their remuneration. The Remuneration Policy is included in the Corporate Governance Report, which forms part of this Annual Report. The Company's policy relating to the Directors appointment, payment of remuneration and discharge of their duties is available on the website of the Company at [www.euphoriainfotech.com](http://www.euphoriainfotech.com).

### 21. CORPORATE SOCIAL RESPONSIBILITY

Our Company is exempted from the provisions of section 135 of the Companies Act, 2013, till March 31, 2024, in respect of Corporate Social Responsibility

### 22. RISK MANAGEMENT POLICY

Your Company's Risk Management Framework is designed to enable risks to be identified, assessed and mitigated appropriately. The Risk Management framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The Company has constituted an internal Risk Management Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. The Board reviews the same from time to time to include new risk elements and its mitigation plan. Risk identification and its mitigation is a continuous process in our Company.

### 23. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

M/s. Euphoria Infotech (Bangladesh) Private Limited is a joint venture of the Company. The Company does not have any subsidiary or associates as on March 31, 2024. Hence, the statement containing the salient feature of the financial statement of associate companies in Form AOC-1 is attached as "**Annexure – 1**" with this report.

Further, none of the company ceased to be a joint venture or associate company during FY2024.

### 24. NON-APPLICABILITY OF THE INDIAN ACCOUNTING STANDARDS

As per Provision to regulation Rule 4(1) of the companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R 111 (E) on 16th February, 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f. 1st April, 2017. As your Company is also listed on SME Platform of BSE, is covered under the exempted category and is not required to comply with IND-AS for preparation of financial statements.

### 25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, no significant and material orders have been passed by the Regulators, Courts, or Tribunals impacting the going concern status of the Company and its operation in the future.

## Directors' Report (Contd.)

### 26. AUDITORS & AUDITORS' REPORT

Pursuant to Section 139(2) of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the Company at its 23<sup>rd</sup> Annual General Meeting (AGM) held on July 26, 2023, had appointed M/s. Baid Agarwal Singhi & Co (FRN: 328671E), Chartered Accountants as Statutory Auditors to hold office from the conclusion of the 23<sup>rd</sup> AGM until the conclusion of the 28<sup>th</sup> AGM of the Company. Accordingly, M/s. Baid Agarwal Singhi & Co, Chartered Accountants, continues to be the Statutory Auditors of the Company till the conclusion of the 28<sup>th</sup> AGM, as approved by the shareholders at the AGM held on July 26, 2023.

The Statutory Auditors' Report is annexed to this Annual Report. The Statutory Audit Report does not contain any qualification reservation or adverse remark or disclaimer made by Statutory Auditors. The notes to the accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

### 27. CORPORATE GOVERNANCE

The requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to the Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to the company immediately up on the listing of Equity Shares on the Stock Exchanges. However, the Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director in the Board, constitution of an Audit Committee and Nomination and Remuneration Committee. The Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### 28. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed CS Niaz Ahmed (Membership No. F9432 CP No.5965), Practicing Company Secretary, to carry out the Secretarial Audit of the Company for the FY2023-24. The Secretarial Audit Report submitted by him, for FY2023-24 is annexed herewith marked as "Annexure 3" to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark, and, therefore, does not call for any further comments.

### 29. SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

### 30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

Internal Audit is conducted by an Independent Professional Firm of Chartered Accountants. The Internal Audit Reports are reviewed and discussed with the senior management team. The representative of Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee meetings. The measures as suggested by the Audit Committee are implemented as per the direction of the Audit Committee.

The controls comprise of:

- a) Officials of the Company have defined authority and responsibilities within which they perform their duty;
- b) All the Banking transactions are under joint authority and no individual authorization is given;
- c) Maker-checker system is in place.
- d) Any deviations from the previously approved matter require fresh prior approval.

M/s. ABPP & Associates, Chartered Accountants (FRN No.328632E) had carried out Internal Audit of the Company for the FY2023-24.

### 31. DETAILS OF FRAUD REPORTED BY THE AUDITORS

During the year under review, the Statutory Auditors and Internal Auditor have not reported any instances of fraud





## Directors' Report (Contd.)

committed in the Company by its officers or employees to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

### 32. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2024 is available on the Company's website at [www.euphoriainfotech.com](http://www.euphoriainfotech.com).

### 33. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized as per the provisions of Section 186 of the Companies Act, 2013 are disclosed in the notes to account to the financial statements for the financial year 2023-24.

### 34. DEPOSIT

The Company has neither accepted nor renewed any deposits during the year under review. Further, the Company does not have any outstanding amount qualified as a deposit as on 31st March 2024.

### 35. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has entered into related party transaction in ordinary course of business and at arm's length. As none of the transactions with any of the related party exceed the 10% of the turnover of the Company, there was no material related party transaction during the year under review. Thus, the disclosure of particulars of contracts or arrangements with related parties as prescribed in Form AOC-2 under section 188(1) of the Companies Act, 2013, during the financial year ended March 31, 2024, is not applicable.

The details of other related party transactions are disclosed in Form AOC – 2 as "**Annexure 2**", enclosed herewith.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website: [www.euphoriainfotech.com](http://www.euphoriainfotech.com).

### 36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details of conservation of energy and technology absorption are not applicable to the Company as the Company is engaged in the IT activities. Further, the foreign exchange earnings and outgo for the financial year ended March 31, 2024 in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 in the prescribed format are annexed hereto as "**Annexure 4**" and forms part of this report.

### 37. STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate "**Annexure-5**" forming part of this report.

### 38. MAINTENANCE OF COST RECORDS AND COST AUDIT

The requirement of maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and audit of cost records were not applicable to the Company during the year under review.

### 39. DISCLOSURE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

During the year under review, neither any application was made nor any proceedings is pending against the Company under the Insolvency and Bankruptcy Code, 2016

### 40. DETAILS OF DIFFERENCE BETWEEN AMOUNTS OF THE VALUATION

There was no one time settlement by the Company with the Banks or Financial Institutions during the year under review, thus, the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are not applicable.

## Directors' Report (Contd.)

### 41. DIRECTOR'S RESPONSIBILITY STATEMENT

The Director's Responsibility Statement referred to in clause (c) of Sub-section (3) of Section 134 of the Companies Act, 2013 shall state that

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) The directors has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for that period.
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) The directors has prepared the annual accounts on a going concern basis;
- e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### 42. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at [www.euphoriainfotech.com](http://www.euphoriainfotech.com).

### 43. DISCLOSURES AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESS) ACT, 2013

The Company has zero-tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has set up Internal Complaint Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 along with its relevant Rules.

The Committee met once during the FY2024 on March 25, 2024.

There was no complaint pending at the beginning and at the end of FY2023-24. No complaints have been received by the Committee during the FY2023-24.

### 44. MANAGEMENT DISCUSSION & ANALYSIS REPORT

In term of requirements of Regulation 34(2)(e) of SEBI (LODR) Regulation 2015, a "**Management Discussion and Analysis Report**" are set out as a separate section in this Annual Report which forms an integral part of this report.

### 46. TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years are also to be transferred to the Demat account of the IEPF Authority.

During the year, there was no unclaimed and unpaid dividend and corresponding equity shares on which dividend were unclaimed/unpaid for seven consecutive years which was required to be transferred as per the requirement of the IEPF Rules.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there was no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.



## Directors' Report (Contd.)

### 47. HUMAN RESOURCES

Our employees are our core resource and the Company has continuously evolved policies to strengthen its employee value proposition. Your Company was able to attract and retain best talent in the market and the same can be felt in the past growth of the Company. The Company is constantly working on providing the best working environment to its Human Resources with a view to inculcate leadership, autonomy and towards this objective; your company makes all efforts on training. Your Company shall always place all necessary emphasis on continuous development of its Human Resources. The belief "Great People create Great Organization" has been at the core of the Company's approach to its people.

### 48. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

### 49. ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their sincere thanks to the Central Government and Governments of various states, Financial Institutions, Bankers and Customers for their co-operation and assistance extended.

Your Directors also wish to express their deep appreciation for the integrity and hard work of all the employees of the Company at all levels to cope-up the challenging scenario and strive for the growth of our Company.

The Board also takes this opportunity to express their deep gratitude for the continued co-operation and support received from the shareholders.

For and on behalf of the Board of Directors  
**EUPHORIA INFOTECH (INDIA) LIMITED**

Date: May 28, 2024  
Place: Kolkata

**PRIYABRATA SEAL**  
(Whole-time director)  
DIN: 07449685

**SHAMBA BHANJA**  
(Managing Director)  
DIN: 01546020

## Annexure to the Directors' Report

## Annexure - 1

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of  
subsidiaries/associate companies / joint ventures**

**Part "A": Subsidiaries**

Sr. No.	Particulars	
1.	Name of the subsidiary /associates	Euphoria Infotech Bangladesh (Pvt) Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-24
3.	Share capital	1,02,000
4.	Reserves & surplus	79,804
5.	Total assets	25,84,804
6.	Total Liabilities	25,84,804
7.	Investments	0
8.	Turnover	59,61,992
9.	Profit /Loss before taxation	(1,45,828)
10.	Other Comprehensive Income	0
11.	Provision for taxation	0
12.	Profit after taxation (incl. other comprehensive income)	0
13.	Proposed Dividend	0
14.	% of shareholding	51

For and on behalf of the Board of Directors  
**EUPHORIA INFOTECH (INDIA) LIMITED**

Date: May 28, 2024  
Place: Kolkata

**PRIYABRATA SEAL**  
(Whole-time director)  
DIN: 07449685

**SHAMBA BHANJA**  
(Managing Director)  
DIN: 01546020



**Annexure to the Directors' Report** (Contd.)

**Annexure- 2**

**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

During the year under review, the contracts or arrangement or transactions with related party were done at arm's length basis.

**2. Details of material contractors or arrangement or transactions at arm's length basis**

<b>Name(s) of the related party and nature of relationship</b>	<b>Trickshot Solutions Pvt Ltd (Group Company)</b>	<b>Bappaditya Dasgupta (Director)</b>	<b>Shamba Bhanja (Director)</b>	<b>Priyabrata Seal (Director)</b>
Nature of contracts/arrangements/ transactions	Advance Given	Remuneration, Advance Taken	Remuneration Advance Taken	Remuneration
Duration of the contracts / arrangements/transactions	Ongoing	Ongoing	Ongoing	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	N.A.	N.A.	N.A.	N.A.
Date of approval by the Board, if any	28.06.2021	28.06.2021	28.06.2021	28.06.2021
Amount paid as advances, if any:	NIL	NIL	NIL	NIL

**Note:** Appropriate approvals have been taken for Related Party Transactions. All the transactions referred above are in the Ordinary Course of business and on arm's length basis.

For and on behalf of the Board of Directors  
**EUPHORIA INFOTECH (INDIA) LIMITED**

Date: May 28, 2024  
Place: Kolkata

**PRIYABRATA SEAL**  
(Whole-time director)  
DIN: 07449685

**SHAMBA BHANJA**  
(Managing Director)  
DIN: 01546020

## Annexure to the Directors' Report (Contd.)

## Annexure - 3

**FORM NO. MR-3**  
**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 rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**EUPHORIA INFOTECH (INDIA) LIMITED**  
**CIN:** U92200WB2001PLC093236  
Bengal Eco Intelligent Park,  
Building EM-3 Sector V,  
Salt Lake City, Kolkata – 700 091

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EUPHORIA INFOTECH (INDIA) LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not Applicable during the Audit Period;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable during the Audit Period;**
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not Applicable during the Audit Period;**
  - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018- **Not Applicable during the Audit Period;**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;  
and



## Annexure to the Directors' Report (Contd.)

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the Statutory Auditors, Tax Auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.:

1. The shareholders of the Company at their Extra Ordinary General Meeting held on July 26, 2023, have approved appointment of M/s. Baid Agarwal Singhi & Co, Chartered Accountants (Firm Registration Number: 328671E) as Statutory Auditors to undertake Statutory Audit of the accounts for a period of 5 consecutive years
2. The shareholders of the Company at their Extra Ordinary General Meeting held on May 5, 2023 have approved:
  - Appointment of Mr. Sriyans Lunia (DIN: 08178507) as an Independent Director of the Company
  - Appointment of Mr. Avijit Mallick (DIN: 08438911) as an Independent Director of the Company
3. The IPO of 9,60,000 Equity Shares of ₹ 10 each of the Company opened for subscription on January 19, 2024 and ended on January 24, 2024. The shares of the Company got listed on January 30, 2024 at BSE SME.

**CS Niaz Ahmed**

**Proprietor**

**Membership No: 9432**

**CP No: 5965**

**UDIN: F009432F000473500**

**Peer Review Regn No. 4051/2023**

**Kolkata, 28<sup>th</sup> May, 2024**

**Annexure to the Directors' Report** (Contd.)**'ANNEXURE A'**

To,  
The Members,  
**EUPHORIA INFOTECH (INDIA) LIMITED**  
**CIN:** U92200WB2001PLC093236  
Bengal Eco Intelligent Park,  
Building EM-3 Sector V,  
Salt Lake City, Kolkata – 700 091

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our 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 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 our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on 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.

**CS Niaz Ahmed**  
**Proprietor**  
**Membership No: 9432**  
**CP No: 5965**  
**UDIN: F009432F000473500**  
**Peer Review Regn No. 4051/2023**

**Kolkata, 28<sup>th</sup> May, 2024**





**Annexure to the Directors' Report** (Contd.)

**Annexure - 4**

**DISCLOSURE OF THE PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014**

**A) CONSERVATION OF ENERGY**

S. No	Particular	Remark
1.	the steps taken or impact on conservation of energy;	NA
2	the steps taken by the company for utilizing alternate sources of energy	NA
3	the capital investment on energy conservation equipments;	NA

**B) TECHNOLOGY ABSORPTION**

<b>From B: Disclosure of particulars with respect to Technology absorption</b>	
<b>Technology, absorption, adaptation and innovation</b>	
Efforts made towards technology absorption	NA
The benefits derived like product improvement, cost reduction, product development or import substitution	NA
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
<b>Research &amp; Development (R &amp; D) -</b>	
<b>the expenditure incurred on Research and Development</b>	NA

**C) FOREIGN EXCHANGE EARNING AND OUTGO**

(₹ In Lacs)

Particulars	FY 2024	FY2023
Foreign Exchange earnings	NIL	NIL
Foreign Exchange outgo	NIL	NIL

For and on behalf of the Board of Directors  
**EUPHORIA INFOTECH (INDIA) LIMITED**

**PRIYABRATA SEAL**  
(Whole-time director)  
DIN: 07449685

**SHAMBA BHANJA**  
(Managing Director)  
DIN: 01546020

Date: May 28, 2024  
Place: Kolkata

## Annexure to the Directors' Report (Contd.)

## Annexure - 5

**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24	Percentage increase in Remuneration during 2023-24
Bappaditya Dasgupta	Whole-Time Director	548.63	Nil
Priyabrata Seal	Whole-Time Director	548.63	Nil
Shamba Bhanja	Managing Director	685.79	Nil
Amalendu Chatterjee	CFO	548.63	Nil
Md Talha	Company Secretary	74.81	Nil

- ii. The median remuneration of employees of the Company during the financial year was Rs 2,40,600/-
- iii. During the financial year 56.53% was increased of median remuneration of employee.
- iv. There were 45 permanent employees on the rolls of the Company as on 31st March, 2024.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2023-24 was 2.1 % whereas there is Nil % increase in managerial remuneration for the same financial year.
- vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



**Annexure to the Directors' Report** (Contd.)

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 [READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]**

It is hereby affirmed that:

- (i) No employee was in receipt of remuneration for the year in aggregate of more than Rs. 1.02 Crores;
- (ii) No employee was in receipt of remuneration for any part of the year at a rate which in aggregate was more than Rs. 8.50 lacs per month;
- (iii) No employee was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.
- (iv) Top Ten Employees in terms of Remuneration drawn for F.Y. 2023-24

S. No	Name	Designation	Remuneration (p.m.)	Qualification	Experience (Year)	Date of joining
1	Shamba Bhanja	Managing Director	1,37,500	MSC	23	28-05-2001
2	Priyabrata Seal	Director	1,10,000	ME	20	06-11-2003
3	Bappaditya Dagupta	Director	1,10,000	BSC	21	01-03-2003
4	Amalendu Chatterjee	CFO	1,10,000	B.COM	18	16-12-2005
5	Ranadeep Dhar	Project Head	1,10,000	MCA	16	01-03-2008
6	Subha Prasad Mukherjee	Technical Support Lead	70,000	B.TECH	12	01-04-2012
7	Saikat Dutta	Technical Support Lead	60,000	B.TECH	1	01-04-2023
8	Dhananjay Manna	Senior Developer	51,000	MCA	3	01-08-2021
9	Mrinal Kanti Seth	Senior Developer	51,000	MCA	2	01-12-2021
10	Avijit Roy	Project Lead	45,012	B.COM	7	01-07-2017

For and on behalf of the Board of Directors  
**EUPHORIA INFOTECH (INDIA) LIMITED**

**PRIYABRATA SEAL**  
(Whole-time director)  
DIN: 07449685

**SHAMBA BHANJA**  
(Managing Director)  
DIN: 01546020

Date: May 28, 2024  
Place: Kolkata

## MANAGEMENT DISCUSSION & ANALYSIS

FY2024 represents the fiscal year 2023-24, from 1 April 2023 to 31 March 2024, and analogously for FY2023 and previously such labelled years.

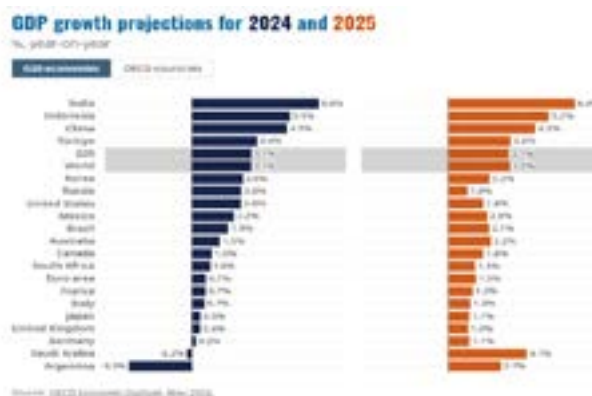
### GLOBAL ECONOMY

More than four years after the global economy suffered the largest shock of the past 78 years, the wounds are still healing, amid widening growth divergences across regions. After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia's war in Ukraine, and increasing geo-economic fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events. Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre-pandemic (January 2020) projections, especially in emerging market and developing economies.

The strongest recovery among major economies has been in the United States, where GDP in 2024 is estimated to exceed its pre-pandemic path. The euro area has recovered, though less strongly—with output still 2.8 percent below pre-pandemic projections, reflecting greater exposure to the war in Ukraine and the associated adverse terms-of-trade shock, as well as a spike in imported energy prices. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with pre-pandemic predictions. Its GDP grew by 4.7%, which was below expectations of a 1.1% increase. The secondary industry (manufacturing and industry) saw the highest growth rate at 5.8%, followed by the tertiary sector (services) at 4.6%, and the primary sector (agriculture and resource extraction) at 3.5%.



Other emerging market and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent. Higher interest rates and depreciated currencies have exacerbated the difficulties of low-income countries, placing more than half either at high risk of distress or already in distress. Overall, global output for 2024 is estimated at 3.2 percent. This is the same rate of growth as in 2023, and the WEO also predicts that global inflation will continue to decline, from 6.8% in 2023 to 5.9% in 2024. However, the WEO also notes that services inflation could make it difficult to normalize monetary policy, which could lead to higher interest rates in the future. Private consumption has also recovered faster in advanced economies than in emerging market and developing economies, owing to an earlier reopening in the former group facilitated by greater availability of effective vaccines, stronger safety nets, more ample policy stimulus, and greater feasibility of remote work. These factors supported livelihoods during the pandemic, and household consumption is now broadly back to pre-pandemic trends. Among advanced economies, private consumption has been stronger in the United States than in the euro area, with households receiving larger fiscal transfers early in the pandemic and spending the associated savings more quickly; being better insulated from the rise in energy prices resulting from the war in Ukraine; and feeling relatively confident amid historically tight US labour markets, which have supported real disposable incomes.



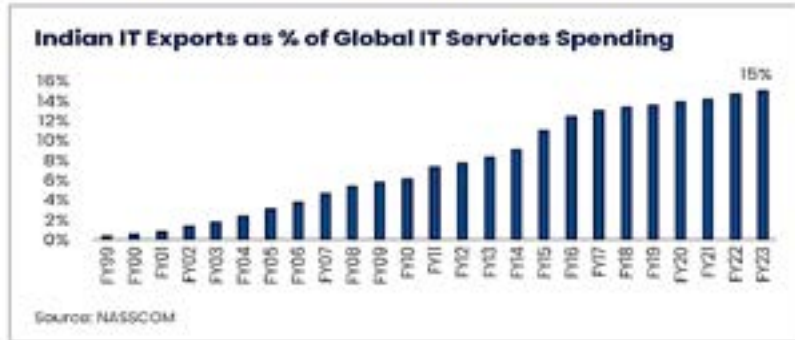
Headline inflation in the OECD is projected to gradually ease from 6.3% in 2023 to 5.6% in 2024 and 5.4% in 2025, helped by tight monetary policy and falling growth.



**Management Discussion & Analysis (Contd.)**

by 2030. One report indicates that 640,000 low-skilled service jobs in the IT sector are at risk due to automation, while only 160,000 mid- to high-skilled positions will be created in the IT and BPO service sectors. Goldman Sachs has predicted that advances in artificial intelligence (AI) could potentially automate the equivalent of 300 million full-time jobs globally.

The tech industry witnessed a significant increase in layoffs in 2024, with companies like Google, Amazon, Meta, and Cisco announcing job cuts. While AI is a contributing factor, economic downturns and cost-cutting measures often influence such decisions. It was said that automation may lead to a decrease in the workforce size needed for specific tasks, particularly for repetitive or data entry-heavy IT jobs.



**MARKET SIZE**

STPI envisaged under Digital India program launched the India BPO Promotion Scheme (IBPS). this scheme seek to incentivize establishment of 48,300 seats in respect of business process outsourcing (BPO) and information technology-enabled services (ITES) operations in India. STPI is the nodal agency of this scheme under the Ministry of Electronics and Information Technology. In 2017 the Director General of STPI announced the launch of 48,000 such seats across the country, with a target employment of 72,450 in the sector. The government provides financial support of up to Rs 1 lakh per seat under two plans (India BPO Promotion Scheme and North East BPO Promotion Scheme). The Scheme was distributed among each State in proportion of the State’s population with an outlay of Rs. 543 Crore. 50,000 employment were reported as of August 2023 under the India BPO Promotion Scheme (IBPS).

India’s technology industry revenue is estimated to be \$245 Billion in FY 2023. Technology are expected to grow at 9.4% in reported currency terms. In terms of FDI equity inflow, the computer software and hardware sectors attracted the highest FDI in FY 2021-22.

India is one of the most preferred destinations when it comes to setting up Global Capability Centres (GCCs). Total number of GCCs in India are 1580+. The total installed GCC talent is 1.66 Million+. Over 45 new data centres are expected to come up in India by 2025. Data centres in India have attracted investment of \$10 Billion since 2020. There are 286.94 Million Registered Users on the Digi locker in India.

Indian SaaS companies saw 2x growth in share of global markets. India has as many as 59 number of SaaS unicorns and potential unicorns. Internet connections rose to 918.19 Million in 2022 from 251 Million in 2014.

Optical fibre in panchayats have increased from less than 100 in 2014 to 1.7 Lakh panchayats in 2022. As per NASSCOM, the total amount of IT export is estimated to be \$200 Billion in FY 2024.

**THE NO NORMAL GROWTH PLAYBOOK**

Sector	2023E* (\$/bn)	2022 (\$/bn)
IT services	125	116
BPM	47	44
ER&D	40	36
Software products	14	13
Hardware	18	17
<b>Total</b>	<b>245</b>	<b>226</b>

\*E-estimate | Source: Nasscom Strategic Review

- > 5.4 million direct employees
- > 2.9 lakh added in FY 2023
- > IT sector employs 2 million women
- > 1.4 lakh women to be hired in FY23

## Management Discussion & Analysis (Contd.)

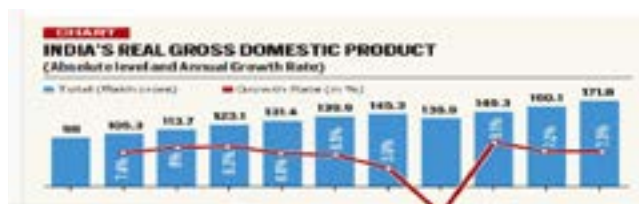
### INDIAN ECONOMY

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.



### Industry Overview

#### THE INFORMATION TECHNOLOGY SECTOR

India's IT sector is one of the oldest industries in the Indian economy, dating back to several centuries. The Bhabha Committee was created 10 year plan back in the year 1966 laying the foundation of India's IT Service Industries. Within 90 days of its establishment, the committee produced an extensive background report on the state of technology in India and an IT Action Plan with 108 recommendations. The proposal was also consistent with the thinking and recommendations of international bodies like the World Trade Organization (WTO), International Telecommunication Union (ITU), and World Bank.

In 1991 the Department of Electronics creates a corporation called Software Technology Parks of India (STPI) that, being owned by the government, could provide VSAT communications without breaching its monopoly. STPI set up software technology parks in different cities, each of which provided satellite links to be used by firms; the local link was a wireless radio link. In 90's the government began to allow individual companies their own dedicated links, which allowed work done in India to be transmitted abroad directly. Indian firms soon convinced their American customers that a satellite link was as reliable as a team of programmers working in the clients' office. In the last decade most of the IT companies developed indigenous R&D and innovation capabilities to develop home grown IT products. As the IT-BPM sector evolves, many are concerned that artificial intelligence (AI) will drive significant automation and destroy jobs in the coming years.

The rise of AI-powered code generation tools like Chat-GPT, Gemini, and Copilot has sparked discussions about their potential impact on programming jobs. These tools can automate some coding tasks, potentially affecting the skillset required for certain programming roles. In 2024, the tech industry witnessed a significant increase in layoffs, with companies like Google, Amazon, Meta, and Cisco announcing job cuts. While AI is a contributing factor, economic downturns and cost-cutting measures often influence such decisions. Automation's role in the IT industry has been a topic of discussion. Some industry leaders have suggested that automation may lead to a decrease in workforce size needed for specific tasks. According to Layoffs, there have been over 500,000 layoffs from 2022 until April 2024. It is predicted that India, which has 65 percent of global IT off-shore work and 40 percent of global business processing, will have 69 percent of its jobs in the formal employment automated



## Management Discussion & Analysis (Contd.)

### ITeS

- Market size: US\$116 billion in FY 2022.
- Over 81 percent of revenue comes from the export market.
- Banking, Financial Services, and Insurance (BFSI) continues to be the key vertical for the IT sector.
- IT services accounted for about 51 percent of the IT & BPM market revenue in India in FY 2022.

### Business process management (BPM)

- Market size: US\$44 billion in FY 2022. It is expected to reach US\$54 billion by FY 2025.
- About 87 percent of the revenue comes from the export market.
- BPM had a 19 percent share of the IT and BPM market revenue in India in FY 2022.

### Software products and engineering services

- Market size: US\$13 billion for software and US\$36 billion for engineering services during FY 2022.
- Over 83.9 percent of the revenue comes from exports.
- It reportedly had around 22 percent revenue share in the Indian IT space in FY 2022.

The following countries continue to dominate as the primary markets for India's total IT software and services exports: United States (62 percent), United Kingdom (17 percent), and European Union (EU) (11 percent) in 2022.

### Hardware

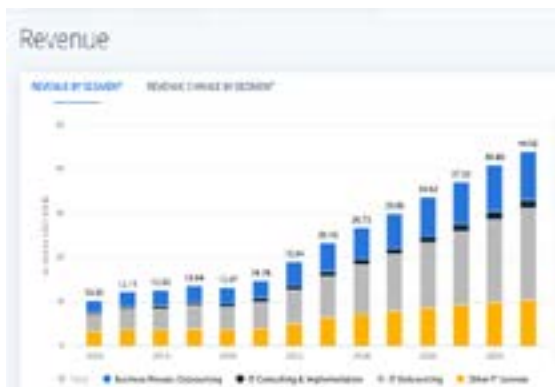
- Market size: US\$17 billion in FY 2022.
- The domestic market plays a significant role in this sector, accounting for a substantial share.
- It had around eight percent revenue share in the Indian IT space in FY 2022.
- Moreover, there was an estimated growth rate of 78 percent in hardware exports from India during FY 2019.

### INDIAN TECHNICAL IT INDUSTRY

The Indian Information Technology/ Software industry is a global powerhouse today, and its impact on India has been incomparable. It has contributed immensely in positioning the country as a preferred investment destination amongst global investors and creating huge job opportunities in India, as well as in the USA, Europe and other parts of the world. In the last decade, the industry has grown many folds in revenue terms, and relative share to India's GDP is around 7% in FY2023-24. India is the topmost off-shoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Indian IT/Software industry offers cost-effectiveness, great quality, high reliability, speedy deliveries and, above all, the use of state-of-the-art technologies globally.

The Indian IT/ ITeS industry has a leading position globally and has been progressively contributing to the growth of exports and creation of employment opportunities. India's IT-BPM industry (excluding e-commerce) is expected to reach at USD 254 billion, including exports of around 200 USD Billion in FY2023-24 (E). The IT-ITeS Industry has also created large employment opportunities and is estimated to employ 5.43 million professionals, an addition of 60,000 people over FY 2022-2023 (E). Women employees account for 36% share in total industry employee base.

The Ministry of Electronics and Information Technology is coordinating strategic activities, promoting skill development programmes, enhancing infrastructure capabilities and supporting R&D for India's leadership position in IT and IT-enabled Services.



## Management Discussion & Analysis (Contd.)

### Major Government Schemes for Information Technology

STPI envisaged under Digital India program launched the India BPO Promotion Scheme (IBPS). This scheme seeks to incentivize establishment of 48,300 seats in respect of business process outsourcing (BPO) and information technology-enabled services (ITES) operations in India. The Government has regularly supported the industry by providing schemes like MeitY Digital India Internship Scheme 2024, Digital India Internship Scheme for NIC (Summer 2023), BPO promotion Schemes, Electronic Hardware Schemes and PhD Scheme.

#### MeitY Digital India Internship Scheme 2024

Ministry of Electronics and Information Technology (MeitY) is responsible for formulation, implementation and review of national policies in the field of Information Technology, Electronics and Internet (all matters other than licensing of Internet Service Provider). Its mission is to promote e-Governance for empowering citizens; promoting the inclusive and sustainable growth of the Electronics, IT and ITeS industries; enhancing India's role in Internet Governance; adopting a multipronged approach that includes development of human resources; promoting R&D and innovation; enhancing efficiency through digital services; and ensuring a secure cyber space. It is an opportunity for a student to secure first hand and practical work experience under the guidance of a qualified and experienced Supervisor/Mentor. It also aims at active participation in the learning process through experimentation and putting into practice the knowledge acquired in the classrooms. For the larger benefit of the student community and with a view to enrich the management/implementation of its various schemes/programmes, the Ministry of Electronics and Information Technology has decided to notify these "Internship Guidelines", to provide a framework for engagement of Interns for a limited period.

#### Digital India Internship Scheme for NIC (Summer 2023)

National Informatics Centre (NIC) has been instrumental in steering e-Government / e-Governance applications in Government ministries / departments at the Centre, States, Districts and Blocks, facilitating improvement in government services, wider transparency, promoting decentralized planning and management, resulting in better efficiency and accountability to the people of India. "Informatics-led-development" programme of the government has been spearheaded by NIC to derive competitive advantage by implementing ICT applications in social & public administration. NIC has implemented many nationwide e-Governance projects in close collaboration with Central and State Governments such as PFMS, e-Hospital, Vahan, Sarathi, e-Office, e-Prisons, Service Plus etc. (www.nic.in) which are also implemented in many other countries. For the larger benefit of the student community and with a view to enrich the management / implementation of its various schemes / programmes / projects, NIC has notified these "Internship Guidelines", to provide a framework for engagement of Interns for a limited period at NIC, Headquarter, New Delhi and at NIC State Centres.

#### BPO promotion Schemes

The India BPO Promotion Scheme (IBPS), envisaged under Digital India Programme, seeks to incentivize establishment of 48,300 seats in respect of BPO/ITES operations across the country. It is distributed among each State in proportion of State's population with an outlay of Rs. 493 Crore. This would help in capacity building in smaller cities in terms of infra & manpower and would become basis for next wave of IT / ITES led growth.

#### Electronic Hardware Schemes and PhD Scheme

Ministry of Electronics and Information Technology (MeitY), Government of India has launched "Visvesvaraya PhD Scheme for Electronics and IT" with an objective to enhance the number of PhDs in Electronics System Design and Manufacturing (ESDM) and IT/IT Enabled Services (IT/ITES) sectors in the country. "Visvesvaraya PhD Scheme" is an Institutional Scheme, where the PhD seats are allocated to the institutions and the institutes enroll the PhD candidates on these seats following their admission procedures. Support to 1500 PhD Candidates including both Full-Time (500) and Part-Time(1000) in each of ESDM and IT/ITES sectors. Support 200 Young Faculty Research Fellowships in the areas of ESDM and IT/ITES with the objective to retain and attract bright young faculty members in these sectors.

#### Investment and Key Development

Indian IT companies have consistently achieved robust economic growth, leveraging skilled manpower, cost advantages and favourable outsourcing policies. As technology remains pivotal in global enterprises, investments in Indian IT firms indicate a sector well-positioned for ongoing expansion and innovation.

- Indian IT companies have consistently achieved robust economic growth, leveraging skilled manpower, cost advantages and favourable outsourcing policies. As technology remains pivotal in global enterprises, investments in Indian IT firms indicate a sector well-positioned for ongoing expansion and innovation.
- The IT sector contributes 7.5 percent to India's GDP and serves as a hub for IT and software companies worldwide.





## Management Discussion & Analysis (Contd.)

### Growth Drivers of the IT Sector in India

- National Strategy on Block-chain to reduce fraud, speed up contracts, and increase transparency.
- Remote work enablement.
- National Optical Fiber Network (NOFN) – 178,000 gram panchayats (village councils) connected by optical fiber.
- Digital India program – ambition to make India the second fastest digitalizing economy in the world.
- Startup revolution – focus on facilitating IoT, machine learning, AI, and healthcare innovation and skill development.
- Artificial intelligence and other emerging tech will boost India's growth rate by 2035.

### GOVERNMENT INITIATIVES

The Indian government has launched initiatives under the Digital India Scheme, established Software Technology Parks and Centres of Entrepreneurship, and has in place various sector-specific incentives to promote manufacturing and exports. The federal budget for FY 2023-24 has allocated US\$11.77 billion for the IT and telecom sector.

#### Other initiatives taken by the Government of India are:

##### Startups

Startups receive an 80% rebate on patent filing and a 50% rebate on trademark filing compared to other businesses. They can also wind up operations within 90 days, compared to 180 days for other companies. The government also offers tax exemptions for IT companies for three years, and capital gains exemptions for those who invest in government-recognized funds.

##### AI and emerging technologies

The government has established a Centre of Excellence in Hyderabad to provide resources for startups in gaming, animation, VFX, computer vision, and AI. The government also has a project called AIRAWAT, which provides a common platform for AI research and knowledge sharing.

### ROAD AHEAD

As of April 2024, India's IT sector was experiencing strong growth and projected to reach \$138.9 billion by the end of the year. The sector is expected to continue growing, with IT spending projected to reach \$124.6 billion in 2024, an 11% increase from 2023. However, the sector also faces some challenges, including:

#### Skills gap

As technology evolves rapidly, the workforce needs to continuously upskill and reskill to meet the industry's changing demands.

#### Uneven internet penetration

This can limit access to technology in rural areas and worsen inequalities.

#### Data security and privacy

As India becomes a data powerhouse, strong security is important to protect citizens' privacy and data.

#### Attrition

The sector has seen a significant increase in attrition over the past two decades, with leading IT firms like Wipro and Cognizant recording high rates.

The highlights of the financial results for the year ended March 31, 2024 and the corresponding figure for the previous year are as under:

(Rs in Lakhs except EPS)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	601.40	736.73	601.40	736.73
Other Income	1.23	0.83	1.23	0.83
<b>Total Income</b>	<b>602.63</b>	<b>737.56</b>	<b>602.64</b>	<b>737.56</b>
Total Expenditure	478.91	561.64	478.93	561.64
<b>Profit before tax</b>	<b>123.72</b>	<b>175.92</b>	<b>123.71</b>	<b>175.92</b>
Current Tax	30.94	48.29	30.94	48.29
Income tax Adjustment	-	1.43	-	1.43
Deferred Tax Adjustment	0.19	(3.51)	0.19	(3.51)
<b>Profit after Tax</b>	<b>92.59</b>	<b>129.71</b>	<b>92.58</b>	<b>129.71</b>
Basic Earnings per share (in ₹)	4.40	6.17	4.38	6.17

## Management Discussion & Analysis (Contd.)

### Key Ratios

Particulars	FY 2024	FY2023
Revenue (Rs. in Lacs)	601.40	736.73
Net Profit After Tax (Rs. in Lacs)	92.59	129.71
Earnings per share (in Rs.)	4.40	6.17
EBITDA (Rs. in Lacs)	152.94	135.51
Net Profit Margin (%)	0.15	0.18
Return on Net worth	0.10	0.49
Current Ratio (times)	8.45	1.95
Debtors Turnover(times)	1.14	1.98
Debt-equity (times)	0.06	0.38
Interest Coverage Ratio(times)	5.20	5.41

### CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis report detailing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, raw material prices, finished goods prices, cyclical demand and pricing in the Company's products and their principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries with which the Company conducts business and other factors such as litigation and / or labor negotiations.



## Additional Shareholders' Information

FY2024 represents fiscal year 2023-24, from 1 April 2023 to 31 March 2024, and analogously for FY2023 and previously such labelled years.

### 1. General Body Meetings

Below table gives the details of date, time, location and business transacted through special resolution at last three Annual General Meetings:

Financial Year	Date & Time	Location	Special Resolution(s) Passed
2022-23	July 26, 2023 at 11.00 am	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None
2021-22	September 30, 2022 at 11.00 am	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None
2020-21	November 30, 2021 at 11.00 am	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None

#### Resolution(s) passed through Postal Ballot

During the year, the Company did not pass any special resolution through postal ballot.

#### Annual General Meeting (AGM):

As per the Circulars issued by the Ministry of Corporate Affairs and the SEBI, from time to time, the 24<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Friday, September 27, 2024, at 11.00 A.M through Video Conference /Other Audio-Visual Means ("VC/OAVM") facility. The venue of the AGM shall be deemed to be the registered office of the Company at Bengal Eco Intelligent Park, Building EM-3 Sector V, Salt Lake City, Kolkata – 700 091 West Bengal, India. The detailed instruction for participation and voting at the meeting is available in the notice of the 24<sup>th</sup> AGM.

#### Proposal to Conduct Postal Ballot for any Matter in the Ensuing Annual General Meeting

There is no proposal to conduct a postal ballot for any matter in the ensuing Annual General Meeting.

### 2. Book Closure Date:-

From September 21, 2024 to September 27, 2024 (both days inclusive)

### 3. Dividend

To strengthen the financial position of the Company and to augment working capital, your directors do not recommend any dividend for the FY 2024.

### 4. Financial Calendar

The financial year of the Company starts on 1<sup>st</sup> April every year and ends on 31<sup>st</sup> March subsequent year.

Indicative calendar of events for the financial year 2024-25 are as under

For the first half-year ending 30 September 2024	First / Second week of November 2024
For the quarter and nine months ending 31 December 2024	First / Second week of February 2025
AGM for the year ending 31 March 2025	First week of September 2025

### 5. Listing of Stock Exchange and Stock Codes

#### Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai – 400 001

Trading Symbol- EUPHORIAIT

Annual Listing fees to the Bombay Stock Exchange have been paid for the FY 2024-25. The Custodian fee for NSDL & CDSL has also been paid for the FY 2024-25.

## 6. The International Security Identification Number (ISIN)

ISIN is a unique identification number of traded scrip. This number has to be quoted in each transaction relating to the dematerialized securities of the Company. The ISIN of the Company's equity shares is INE0PYT01018.

## 7. Market Price Data

Monthly High and Low Prices of the Equity Shares of the Company for the year ended 31st March, 2024: (Source: www.bseindia.com)

Month	BSE	
	High	Low
Feb-24	164.95	71.10
Mar-24	81.98	55.00

\* Your Company got listed on January 30, 2024 hence the Market Price Data is available from February 1, 2024 till March 31, 2024.

## 8. Performance in comparison to board based indices

Your Company got listed on January 30, 2024, hence the trading data of the Company's Equity Shares and its performance comparison to board based indices for FY 2023-24 is not comparable.

## 9. Registrar and Share Transfer Agents

M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020, is the Registrar and Share Transfer Agent of the Company, both for Physical & Demat Shareholders. Accordingly, all communications on matters relating to Share Transfers, Dividend etc. may be sent directly to them. Complaints, if any, on these matters may also be sent to the Compliance Officer of the Company.

## 10. Share Transfer System

As on date, the 100% of the issued and subscribed capital are held in dematerialised form, the process for physical share transfer is not relevant.

## 11. Description of Voting Rights

All shares issued by the Company carry equal voting rights, and one share confirms one vote.

## 12. Nomination Facility

Shareholders may contact their respective Depository Participant (DP) to avail nomination facility.

## 13. Shareholding Pattern as on 31st March 2024:

	As on 31 <sup>st</sup> March 2023		As on 31 <sup>st</sup> March 2024		% change
	No. of shares	% of total	No. of shares	% of Total	
<b>Promoter's Holding</b>					
Individuals	9,66,415	49.77	18,46,860	63.64	91.10
Companies	-	-	-	-	-
<b>Sub-Total</b>	<b>9,66,415</b>	<b>49.77</b>	<b>18,46,860</b>	<b>63.64</b>	<b>91.10</b>
<b>Indian Financial Institutions</b>					
Banks	-	-	-	-	-
Mutual Funds	-	-	-	-	-
<b>Foreign holdings</b>					
Foreign Institutional Investors	-	-	-	-	-
Non-Resident Indians	-	-	16,800	0.58	-
ADRs / Foreign Nationals	-	-	-	-	-
<b>Sub total</b>	<b>-</b>	<b>-</b>	<b>16,800</b>	<b>0.58</b>	<b>-</b>
<b>Indian Public and Corporate</b>	<b>9,75,445</b>	<b>50.23</b>	<b>10,38,200</b>	<b>35.78</b>	<b>6.04</b>
<b>Total</b>	<b>19,41,860</b>	<b>100.00</b>	<b>29,01,860</b>	<b>100.00</b>	<b>-</b>



#### 14. Distribution of shareholding as on March 31, 2024

Range	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Shares
1 -5000	0	0	0	0
5001 – 10000	2	0.37	2,000	0.07
10001 – 20000	404	74.12	4,85,600	16.74
20001 – 30000	82	15.05	1,98,000	6.82
30001 – 40000	25	4.59	90,000	3.10
40001 – 50000	12	2.20	58,400	2.01
50001 – 100000	11	2.02	82,000	2.83
100001 & Above	9	1.65	19,85,860	68.43
<b>Total</b>	<b>545</b>	<b>100</b>	<b>29,01,860</b>	<b>100</b>

#### 15. Outstanding ADR's & GDR's, Warrants or any other convertible instruments, conversion date and likely impact on equity shares

During the year under review, the Company has not issued any ADR's & GDR's, Warrants or any other convertible instruments. The Company has at present no outstanding ADR's/GDR's/Warrants to be converted that has an impact on the equity shares of the Company.

#### 16. Commodity Price Risk or Foreign Exchange Risk

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods and exchange rate fluctuation. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices and hedging of foreign currency payables and receivables. The Company's reputation for quality, products differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

#### 17. Credit Rating

The Company has not availed any Credit Rating.

#### 18. Dematerialization of Shares

The Company's scrip forms part of the compulsory dematerialization segment for all investors. To facilitate easy access of the dematerialized system to the investors, the Company has signed up with both the depositories namely National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") – and has established connectivity with the depositories through its Registrar and Transfer Agents, MAS Services Limited.

The breakup of dematerialized shares and shares in certificate form as on March 31, 2024 as under:

Physical	NSDL	CDSL
43,000	21,78,260	6,80,600

#### 19. Other Disclosures

##### Disclosures on materially significant related party transaction

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. The details of Related Party Transaction are discussed in detail in Note No. 36 of Notes to the Financial Statements.

All the contracts/ arrangements/transactions entered by the Company during the financial year with related parties were in its ordinary course of business on an Arm's Length Basis.

None of the transactions with any of related parties were in conflict with the Company's interest.

##### Details of non-compliance(s) by the company

There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authority for Non-Compliance of any matter related to the Capital Markets

### Whistle Blower Policy/Vigil Mechanism

The Board of Directors of the company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report the higher authorities any unethical, improper, illegal, or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to the employees of the Company. However, no employee has been denied access to the Audit Committee.

### Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company is exempted from compliance with the mandatory requirements of Corporate Governance under listing Regulations. However, the Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on the Board, constitution of an Audit Committee and Nomination and Remuneration Committee.

### Disclosure of Accounting Treatments

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard (IndAS) to comply in all material aspects under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the Act 1956"), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

## 20. Name, Designation & Address of Compliance Officer and RTA for Complaints & Correspondence

### Euphoria Infotech (India) Limited

Bengal Eco Intelligent Park, Building, Tower I,  
EM-3, Unit 16, 13th Floor, Sector V, Salt  
Lake City, Kolkata 700091 West Bengal.  
Tel: +91 33 4602 1034  
Email : cs@euphoriainfotech.com  
Website: www.euphoriainfotech.com  
CIN: U92200WB2001PLC093236

### Registered / Corporate Office Address for Correspondence

### Euphoria Infotech (India) Limited

Bengal Eco Intelligent Park, Building, Tower I,  
EM-3, Unit 16, 13th Floor, Sector V, Salt  
Lake City, Kolkata 700091 West Bengal.  
Tel: +91 33 4602 1034  
Email : cs@euphoriainfotech.com  
Website: www.euphoriainfotech.com  
CIN: U92200WB2001PLC093236

### Registrar & Share Transfer Agents

M/s. MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area,  
Phase - II, New Delhi -110020  
Tel: 033 2280-6616/6617/6618, Fax: 033 2280-6619  
Email: info@masserv.com  
URL: https://www.masserv.com/

## 21. Disclosure with respect to demat suspense account/unclaimed suspense account

SL No.	Particulars	Applicability
1.	Aggregate number of Shareholder and the outstanding shares in the suspense account lying in the beginning of the year	Nil
2.	Number of Shareholder who approached the Company for transfer of shares from suspense account during the year	Nil



SL No.	Particulars	Applicability
3.	Number of Shareholders to whom shares were transferred from suspense account during the year	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil
5.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Nil

**21. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund**

Your Company did not declared any dividend hence the above provisions is not applicable.

**23. Reminder to Investors:**

As there is no unpaid / unclaimed dividends, no reminders for such unclaimed shares and unpaid dividends to be sent to shareholders. The Company shall ensure compliance as and when applicable.

For and on behalf of the Board of Directors  
**EUPHORIA INFOTECH (INDIA) LIMITED**

Date: May 28, 2024  
Place: Kolkata

**PRIYABRATA SEAL**  
(Whole-time director)  
DIN: 07449685

**SHAMBA BHANJA**  
(Managing Director)  
DIN: 01546020

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## Standalone Financial Sections

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## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF M/S EUPHORIA INFOTECH (INDIA) LIMITED

### REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying Standalone Financial Statements of **M/S EUPHORIA INFOTECH (INDIA) LIMITED ("the Company")** which comprises the Standalone Balance Sheet as at March 31, 2024, the Standalone Statement of Profit and Loss, and Standalone statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (The Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its *Profit*, and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

#### RESPONSIBILITY OF MANAGEMENT FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

#### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than

## Independent Auditor's Report (Contd.)

for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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 the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.
  - g. With respect to the matter to be included in the Auditors Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Director 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 (as amended) in our opinion and to the best of our information and according to the explanations given to us:



## Independent Auditor's Report (Contd.)

- I. The Company does not have any pending litigations which would impact its financial position.
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
- IV.
  - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("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 have been received by the Company from any person(s) or entity(ies), including foreign entities ("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 such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (IV) (a) and (IV) (b) contain any material mis-statement.
- V. Proviso to Rule 3(1) of the Companies (Accounts) Rule 2014 for maintain books of account using software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and based on our examination which included test checks the company has used accounting software for maintaining books of accounts which has an edit log feature and the same has operated throughout the year for all relevant transactions recorded in the software except for creation of transactions. Further during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
- VI. There was no dividend declared or paid during the year by the company.

For **BAID AGARWAL SINGHI & CO**

*Chartered Accountants*

Firm Registration No. 328671E

**CA DHRUV NARAYAN AGARWAL**

**(Partner)**

Membership No: 306940

Place: Kolkata

Dated: 28<sup>th</sup> Day of May, 2024

UDIN: 24306940BKCOAD9841

**Independent Auditor's Report** (Contd.)**ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date in respect to statutory audit of **M/s EUPHORIA INFOTECH (INDIA) LIMITED** for the year ended 31 March 2024, we report that:

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
- (b) As explained to us, the company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment have been physically verified by the management in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, a portion of the property, plant and equipment have been physically verified during the year and no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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) as disclosed in Note no 11 on Property, Plant and Equipment, are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not revalued any of its property, plant and equipment or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- (ii) (a) The inventory has been physically verified by the management at regular intervals during the year. In our opinion, the frequency, coverage and procedures of such verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) 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 been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from bank on the basis of security of current assets at any point of time of the year.
- (iii) The Company has 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. Accordingly, clause 3(iii) of the Order is applicable, the details of which are given hereunder:
- (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, with respect to loans and investments made, if any. There are no guarantees, and securities granted in respect of which provisions of section 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public in terms of directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposit) Amendment Rules, 2015.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of activities carried on by the company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods & service tax, provident fund, employees state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations



## Independent Auditor's Report (Contd.)

given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, duty of customs, value added tax, goods & service tax, cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material statutory dues of income tax or sales tax or duty of customs or value added tax or goods & service tax or cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (ix) (a) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest to any lender during the year.  
(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or other lender.  
(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.  
(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.  
(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that 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) According to the information and explanations given to us and procedures performed by us, we report that 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 raised funds by way of initial public offer during the year.  
(b) According to the information and explanations give to us, the Company has not made preferential allotment of shares during the year.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.  
(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.  
(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) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company is required to have an internal audit system commensurate with the size and nature of its business in terms of the provision of section 138 of Companies Act, 2013.

**Independent Auditor's Report** (Contd.)

- (b) Since the company does not have internal audit system, the reports of the Internal Auditor for the period under audit have not been considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under Clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs. Accordingly, the reporting under Clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (also refer Note 39 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 that the 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) Based on information and explanations provided to us and our audit procedures, the company does not have any obligation under 135 of the Act and hence, the requirements of Clause 3(xx) of the Order are not applicable to the company.
- (xxi) The reporting under Clause 3 (xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **BAID AGARWAL SINGHI & CO**

*Chartered Accountants*

Firm Registration No. 328671E

**CA DHRUV NARAYAN AGARWAL**

**(Partner)**

Membership No: 306940

Place: Kolkata

Dated: 28<sup>th</sup> Day of May, 2024

UDIN: 24306940BKCOAD9841



## **ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT**

**The Annexure referred to in paragraph 2 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date in respect to the internal financial control under clause (i) of sub-section 3 of section 143 of the Act of M/s EUPHORIA INFOTECH (INDIA) LIMITED for the year ended 31 March 2024, we report that:**

We have audited the internal financial controls over financial reporting of **M/s EUPHORIA INFOTECH (INDIA) LIMITED** ("the Company") as of 31<sup>st</sup> March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 Act.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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.

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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 ICAI.

**Other Matter**

The Company did not make available to us written/ documented framework for internal financial control with reference to the standalone financial statements. However, based on the fact that transactions are limited/ less complex and there are very few levels of management, they have relied upon testing of controls through direct inquiry combined with other procedures, such as observation of activities, inspection of less formal documentation etc. to obtain sufficient audit evidence about the internal financial controls with reference to the financial statements operating effectively as at the year end.

For **BAID AGARWAL SINGHI & CO**

*Chartered Accountants*

Firm Registration No. 328671E

**CA DHRUV NARAYAN AGARWAL**

**(Partner)**

Membership No: 306940

Place: Kolkata

Dated: 28<sup>th</sup> Day of May, 2024

UDIN: 24306940BKCOAD9841





**Standalone Balance Sheet** as at 31st March, 2024

(Currency: Rs. In lakhs)

PARTICULARS	Note	As at 31st March, 2024	As at 31st March, 2023
<b>EQUITY AND LIABILITIES</b>			
<b>1) Shareholder's Fund</b>			
(a) Share Capital	3	290.19	194.19
(b) Reserves & Surplus	4	1,172.17	215.59
<b>Total Shareholder's Fund</b>		<b>1,462.35</b>	<b>409.78</b>
<b>Liabilities</b>			
<b>2) Non-current liabilities</b>			
(a) Long-Term Borrowings	5	30.82	15.73
(b) Long Term Provisions	6	17.35	14.62
<b>Total Non-Current Liabilities</b>		<b>48.17</b>	<b>30.35</b>
<b>3) Current liabilities</b>			
(a) Short Term Borrowings	7	59.03	139.36
(b) Trade Payables	8		
i) Total outstanding dues of micro enterprises and small enterprises		36.88	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		25.59	65.38
(c) Other Current Liabilities	9	28.48	145.74
(d) Short Term Provisions	10	6.79	41.66
<b>Total Current Liabilities</b>		<b>156.77</b>	<b>392.14</b>
<b>Total Equity And Liabilities</b>		<b>1,667.29</b>	<b>832.27</b>
<b>ASSETS</b>			
<b>1) Non-current assets</b>			
<b>a) Property, plant and equipment and intangible assets</b>			
Property, plant and equipment	11	80.91	57.68
Other intangible assets	12	0.39	1.07
<b>b) Non-Current Investments</b>	13	8.00	8.00
<b>c) Deferred Tax Assets (Net)</b>	14	0.25	0.45
<b>d) Other Non-Current Assets</b>	15	253.79	-
<b>Total non-current assets</b>		<b>343.35</b>	<b>67.19</b>
<b>2) Current assets</b>			
(a) Inventories	16	414.83	209.73
(b) Trade receivables	17	560.84	491.99
(c) Cash and cash equivalents	18	206.80	26.97
(d) Others Current Assets	19	141.47	36.38
		<b>1,323.94</b>	<b>765.07</b>
Assets classified as held for sale		-	-
		<b>1,323.94</b>	<b>765.07</b>
<b>Total Assets</b>		<b>1,667.29</b>	<b>832.27</b>

Significant Accounting policies

Notes to the standalone financial statements

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India)Limited**

**Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata

**Standalone Statement of Profit and Loss** for the year ended 31st March 2024

(Currency: Rs. In lakhs)

	Note	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>I Revenue</b>			
Revenue from operations	20	601.40	736.73
Other Income	21	1.23	0.83
<b>Total Income (I)</b>		<b>602.64</b>	<b>737.56</b>
<b>II Expenses:</b>			
Changes in Inventories	22	102.67	232.23
Employee Benefits Expense	23	244.66	209.49
Finance costs	24	23.33	31.55
Depreciation and Amortisation Expense	25	7.13	8.03
Other expenses	26	101.12	80.34
<b>Total Expenses (II)</b>		<b>478.93</b>	<b>561.64</b>
<b>Profit / Loss before exceptional item and tax (I-II)</b>		<b>123.71</b>	<b>175.92</b>
<b>Extraordinary Items (IV)</b>		-	-
<b>Profit / (Loss) before Tax (III-IV)</b>		<b>123.71</b>	<b>175.92</b>
Income tax expense			
- Current tax		30.94	48.29
- Deferred tax		0.19	(3.51)
- Income tax for earlier years		-	1.43
		31.14	46.20
<b>Profit (Loss) for the period from continuing operations</b>		<b>92.58</b>	<b>129.71</b>
<b>Earnings per equity share (for continuing operation):</b>			
(1) Basic		4.40	6.17
(2) Diluted		4.40	6.17
<b>Earnings per equity share (for discontinued operation):</b>			
(1) Basic		-	-
(2) Diluted		-	-
<b>Earnings per equity share (for discontinued &amp; continuing operations):</b>			
(1) Basic		4.40	6.17
(2) Diluted		4.40	6.17

Significant Accounting policies

Notes to the standalone financial statements

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India) Limited****Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata



**Standalone Cash Flow Statement** for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>(A) Cash Flow From Operating Activities</b>		
<b>Net Profit before tax</b>	123.71	175.92
Adjustments for:		
Depreciation	7.13	8.03
Interest (Net)	22.10	18.25
Provision for Gratuity	2.54	15.81
Adjustments for:		
(Increase)/Decrease of Trade and other Receivables	(173.93)	(223.96)
(Increase)/Decrease of Other Non-Current Assets	(253.79)	-
(Increase)/Decrease of Inventories	(205.11)	31.34
Increase/(Decrease) of Trade Payables & other Liabilities	(120.18)	3.84
<b>Cash Generated from Operations</b>	<b>(597.51)</b>	<b>29.24</b>
Taxes Paid	(65.63)	(22.09)
<b>Net cash from Operating Activities (A)</b>	<b>(663.14)</b>	<b>7.15</b>
<b>(B) Cash Flow from Investing Activities</b>		
(Purchase)/sale of Fixed Assets	(29.69)	(2.57)
(Increase)/decrease of Loan & advance	-	-
Interest Received	1.23	0.83
<b>Net Cash used in Investing Activities (B)</b>	<b>(28.46)</b>	<b>(1.74)</b>
<b>(C) Cash Flow from Financing Activities</b>		
Issue of share Capital	96.00	-
Proceeds/(Repayment) of Borrowings	(65.24)	32.03
Issue Of Share At Premium	864.00	-
Interest Paid	(23.33)	(19.08)
<b>Net Cash used in Financing Activities (C)</b>	<b>871.43</b>	<b>12.95</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>179.83</b>	<b>18.36</b>
<b>Cash and Cash Equivalents at beginning of the Year</b>	<b>26.97</b>	<b>8.61</b>
<b>Cash and Cash Equivalents at end of the Year*</b>	<b>206.80</b>	<b>26.97</b>

Note:

The above statement of cash flow has been prepared under the indirect method as set out in AS 3 "Statement of Cash Flow".

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India)Limited**

**Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata

**Notes** forming part of the Standalone Financial Statements for the year ended 31st March, 2024

## NOTE 1 & 2: SIGNIFICANT ACCOUNTING POLICIES

### 1. COMPANY INFORMATION

The Company was originally incorporated on May 28, 2001 as a Private Limited Company as "Euphoria Infotech (India) Private Limited" vide Registration No. 093236 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on January 18, 2023, the Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of the Company was changed to 'Euphoria Infotech (India) Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 22, 2023 by the Registrar of Companies, Kolkata, West Bengal. The Parent company is mainly engaged in Information Technology Activity.

### 2: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### a. BASIS OF PREPARATION OF STANDALONE FINANCIAL STATEMENTS

The financial statements has been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India ("GAAP") and comply with the mandatory Accounting Standards ("AS") specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013 ("the 2013 Act").

The Standalone Financial Statements has been prepared by the Management to comply in all material respects with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

The Financial statements are presented in Indian Rupee (Rs.) & all the amounts included in the financial statements have been rounded off to the nearest Lakhs upto two decimals, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated. Wherever the amount represented Rs '0.00' construes value less than Rupees Five Hundred.

#### b. USE OF ESTIMATES

The preparation of financial statements is in conformity with GAAP which requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses for the year. Actual results could differ from this estimate. Difference between the actual result and estimates are recognized in the period in which result are known / materialized.

#### c. CLASSIFICATION OF ASSETS AND LIABILITIES

The Revised Schedule III to the Companies Act, 2013 requires assets and liabilities to be classified as either Current or Non-current.

- (a) An asset shall be classified as current when it satisfies any of the following criteria:
  - It is expected to be realized in, or is intended for sale or consumption in, normal operating cycle of the company;
  - It is held primarily for the purpose of being traded;
  - It is expected to be realized within twelve months after the reporting date; or
  - It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- (b) All assets other than current assets shall be classified as non-current.
- (c) A liability shall be classified as current when it satisfies any of the following criteria:



**Notes** forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

- It is expected to be settled in the normal operating cycle of the company;
- It is held primarily for the purpose of being traded;
- It is due to be settled within twelve months after the reporting date; or
- The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

(c) All liabilities other than current liabilities shall be classified as non-current.

**d. PROPERTY, PLANT & EQUIPMENT**

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal and retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset is recognized in Statement of profit and loss.

**Subsequent cost**

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost are charged to Statement of profit and loss at the time of incurrence.

**Depreciation**

Depreciation on PPE is provided on the Straight Line method computed on the basis of useful life prescribed in Schedule II to the Companies Act, 2013 ('Schedule II') on a pro-rata basis from the date the asset is ready to put to use.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

**e. INVENTORIES**

Inventories of finished goods are valued at cost or net realizable value ('NRV'), whichever is lower. Costs of inventories has been determined using weighted average cost method and comprise all costs of purchase after deducting non-refundable rebates and discounts and all other costs incurred in bringing the inventories to their present location and condition. Provision is made for items which are not likely to be consumed and other anticipated losses wherever considered necessary. The comparison of cost and NRV for traded goods is made on at item Company level basis at each reporting date. However, there is no inventory of any products.

**f. LEASES**

Lease payments in respect of assets taken on operating lease are charged to the Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases, if any. However, there is no lease payments during the period under consideration.

**g. BORROWING COSTS**

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Other borrowing costs are charged to statement of profit and loss as and when incurred.

#### **g. IMPAIRMENT OF ASSETS**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU').

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognized in the Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### **h. PROVISIONS AND CONTINGENT LIABILITIES AND ASSETS**

##### **Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

##### **Contingent liabilities**

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

#### **i. EMPLOYEE BENEFITS**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post Retirement Employee Benefits

Gratuity

(a) Defined contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. The Company's contribution to defined contribution plans is recognized in the Standalone Statement of Profit and Loss in the



financial year to which they relate.

(b) Defined benefit plans

Defined Benefit plans are the plans for which the benefits has been defined for the eligible employees which are meant to be paid to then at the time of retirement.

**j. INCOME TAXES**

**Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. It is determined as the amount of tax payable under the provisions of Income Tax Act, 1961, in respect of taxable income for the year.

**Deferred Tax**

Deferred income taxes reflect the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing difference of earlier year. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

**Current Tax for the year**

Current Tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**k. FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS**

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Standalone Statement of profit and loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the Standalone Statement of profit and loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the Standalone Statement of profit and loss, within finance costs.

**Foreign operations**

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition are translated into Indian rupees (INR), the functional currency of the Company at the exchange rate at the reporting date. The income and expenses of foreign operations are translated to Indian rupees (INR) at exchange rates at the date of transactions or an average rate if the average rate approximates the actual rate at the date of transaction.

Foreign currency translation differences are recognised in statement of profit and loss and accumulated in equity.

**l. REVENUE RECOGNITION**

Sales of services comprises of income arising from IT consulting contracts which includes software development, domain hosting services, other hosting services and reimbursement of expenses incurred on projects. Income is recognized on accrual basis based on the regular invoices raised on the clients as per the terms of Agreements or other arrangements as the case may be.

Revenue is measured at fair value of consideration received/receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

**Other Income**

Other Income is accounted for on accrual basis except where the receipt income is uncertain.

**m. INVESTMENTS**

Long-term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

Current Investments are carried at lower of cost or market value. The cost of securities sold is determined on the first-in-first-out (FIFO) method.

**n. EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holder, by weighted average number of equity share outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

**o. CASH AND CASH EQUIVALENTS**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.





Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>3 EQUITY SHARE CAPITAL</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Authorised</b>		
32,50,000 Equity shares of Rs. 10/- each	325.00	325.00
	<b>325.00</b>	<b>325.00</b>
<b>Issued, subscribed and paid up</b>		
29,01,860 Equity shares of Rs. 10/- each fully paid up in cash (Previous Year 19,41,860/ Share of Rs.10/-each)	290.19	194.19
	<b>290.19</b>	<b>194.19</b>
<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
Equity Shares outstanding at the beginning of the year	19,41,860	12,860
Add: Equity Shares issued	9,60,000	19,29,000
Equity Shares outstanding at the close of the year	<b>29,01,860</b>	<b>19,41,860</b>

Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity share is entitled to receive dividend as declared time to time and is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has completed its initial public offer (IPO) of 9,60,000 Equity shares of face value of Rs 10 each at an issue price of Rs 100/- per share amounting to Rs 960/- Lakhs The equity shares of the company were listed on BSE SME Platform of Bombay Stock Exchange (India Limited ("BSE SME") on 30th January 2024.

**Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	31st March, 2024		31st March, 2023	
	No. of Shares	% holding	No. of Shares	% holding
<b>Equity Shares of Rs.10 each fully paid</b>				
Shamba Bhanja	9,66,415	33.30%	9,66,415	49.76%
Supriya Gupta	8,80,445	30.34%	8,80,445	45.34%
Satyam Investment Private Limited	20,000	0.69%	20,000	1.03%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**Share Held by Promoters**

Name of the Shareholders	As at 31st March 2024		As at 31st March 2023		Percentage change in shareholding of promoters(%)
	Nos	% of Holding	Nos	% of Holding	
Shamba Bhanja	9,66,415	33.30%	9,66,415	49.77%	-16.46%
<b>Total</b>	<b>9,66,415</b>	<b>33.30%</b>	<b>9,66,415</b>	<b>49.77%</b>	<b>-16.46%</b>

The change in Percentage holding is due to issue of Fresh Equity share and not due to change in no of Shares held.

<b>4 RESERVES AND SURPLUS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Securities Premium Account</b>		
As per last Financial Statement	-	40.90
Add: Issue of Fresh Equity Capital	864.00	(40.90)
	<b>864.00</b>	-
<b>General reserve</b>		
As per last Financial Statement	-	-
Add: Transfer from Statement of Profit and Loss	-	-
	-	-

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>4 RESERVES AND SURPLUS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Retained earnings</b>		
As per last Financial Statement	215.59	237.88
Add: Transfer from Statement of Profit and Loss	92.58	129.71
Less: Utilised for issue of bonus shares	-	(152.00)
	<b>308.17</b>	<b>215.59</b>
	<b>1,172.17</b>	<b>215.59</b>

<b>5 NON-CURRENT BORROWINGS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Secured Loan</b>		
Term Loan from Bank	36.56	18.50
Less: Current maturity	(5.74)	(3.33)
	<b>30.82</b>	<b>15.17</b>
<b>Unsecured Loan</b>		
From NBFC	0.64	31.58
Others	-	-
Less: Current maturity	(0.64)	(31.02)
	<b>-</b>	<b>0.56</b>
	<b>30.82</b>	<b>15.73</b>

Name of the Lender	Rate of Interest	Repayment Term	Nature loan	Loan Financed (Rs. In Lakhs)	Balance at year end (Rs. In Lakhs)
Punjab National Bank	MCLR-Y +2.75% p.a i.e 11.45% p.a	On demand	Cash Credit Loan	80.00	36.01
Punjab National Bank	7.50%	60 months	Term Loan	13.90	14.01
Punjab National Bank	7.50%	36 months	Covid Loan	10.00	1.12
Bajaj Finance	14.00%	48 months	Business Loan	2.49	0.64
ICICI Bank Limited	8.85% p.a.	60 months	Auto Loan	24.00	21.43

Note: The amount for various loans also includes interest to stay in parity with the loan account balance as per financial and non financial institutions for which the schedule of repayment and loan account statement is available, rest interest has been charged to other liabilities.

<b>6 LONG TERM PROVISIONS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Provision for Gratuity	17.35	14.62
	<b>17.35</b>	<b>14.62</b>

<b>7 SHORT TERM BORROWINGS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Secured Borrowings</b>		
Current Maturity of Term loan from banks	5.74	3.33
Loan payable on demand - from Banks	36.01	69.41
<b>Unsecured Borrowings</b>		
Current Maturity of Term Loan From NBFC	0.64	31.02
Other Loans		
Related Parties	-	10.60
Others	16.65	25.00
	<b>59.03</b>	<b>139.36</b>

Refer Note No. 5



Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>8 TRADE PAYABLES</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Trade payables		
Total outstanding dues of microenterprises and small enterprises	36.88	-
Total outstanding dues of creditors other than microenterprises and small enterprises	25.59	65.38
The Company had not received information from vendors regarding their status under the Micro, Small and Medium Enterprises (Development) Act, 2006 for the Financial Year 2022-2023 and hence disclosure relating to amounts unpaid as at the year-end together with interest paid / payable under this Act have not been given for that Financial Year.		
	<b>62.47</b>	<b>65.38</b>

**Trade Payables ageing schedule as on 31.03.2024**

Particulars	Outstanding for Following periods From due date of payments				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME	19.01	16.91	-	0.95	36.88
Others	3.49	5.85	6.00	10.24	25.59
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
	<b>22.50</b>	<b>22.77</b>	<b>6.00</b>	<b>11.20</b>	<b>62.47</b>

**Trade Payables ageing schedule as on 31.03.2023**

Particulars	Outstanding for Following periods From due date of payments				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME	-	-	-	-	-
Others	46.36	6.95	5.86	6.22	65.38
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
	<b>46.36</b>	<b>6.95</b>	<b>5.86</b>	<b>6.22</b>	<b>65.38</b>

<b>9 OTHER CURRENT LIABILITIES</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Statutory dues	19.18	75.63
Advance from customers	-	15.42
Others Current Liabilities		
- From Related Parties	6.92	1.87
- From Others	2.38	52.83
	<b>28.48</b>	<b>145.74</b>

<b>10 SHORT TERM PROVISIONS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Provision for Gratuity	1.00	1.19
Provision for Audit Fees	1.50	1.50
Provision for Income Tax (Net of Advance Tax)	4.29	38.97
	<b>6.79</b>	<b>41.66</b>

**Notes** forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

### 11. PROPERTY, PLANT AND EQUIPMENT Schedule for the year ended 31st March, 2024

DESCRIPTION	Gross Block			Depreciation			Net Block	
	As at 31st March, 2023	Additions During the year	Adjustment/ Deduction during the year	As at 31st March, 2024	Depreciation During the Year	Adjustment/ Deduction during the Year	As at 31st March, 2024	As at 31st March, 2023
Buildings	58.63	2.52	-	61.15	1.93	-	11.74	48.82
Computer & Peripherals	82.47	0.11	-	82.58	0.00	-	77.67	4.91
Furniture & Fittings	5.37	-	-	5.37	0.51	-	4.02	1.35
Office Equipment	8.67	3.33	-	12.00	1.79	-	8.27	3.74
Vehicles	-	23.58	-	23.58	2.07	-	2.07	21.51
<b>Total</b>	<b>155.14</b>	<b>29.54</b>	<b>-</b>	<b>161.10</b>	<b>6.30</b>	<b>-</b>	<b>103.77</b>	<b>57.68</b>

### 12. OTHER INTANGIBLE ASSETS Schedule for the year ended 31st March, 2024

DESCRIPTION	Gross Block			Depreciation			Net Block	
	As at 31st March, 2023	Additions During the year	Adjustment/ Deduction during the year	As at 31st March, 2024	Depreciation During the Year	Adjustment/ Deduction during the Year	As at 31st March, 2024	As at 31st March, 2023
Intangible Assets	4.78	0.15	-	4.93	0.83	-	4.54	1.07
Software	4.78	0.15	-	4.93	0.83	-	4.54	1.07
<b>Total</b>	<b>4.78</b>	<b>0.15</b>	<b>-</b>	<b>4.93</b>	<b>0.83</b>	<b>-</b>	<b>4.54</b>	<b>1.07</b>



Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>13 INVESTMENTS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Investment in Unquoted Equity Instruments of Associate	8.00	8.00
	<b>8.00</b>	<b>8.00</b>

<b>14 DEFERRED TAX ASSETS (NET)</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Deferred tax liabilities</b>		
Depreciation and Amortization Expenses	4.36	3.53
	<b>4.36</b>	<b>3.53</b>
<b>Deferred Tax Assets</b>		
Provision for Gratuity as on U/s 40 A(7)	4.62	3.98
<b>Deferred Tax Assets</b>	4.62	3.98
<b>Deferred Tax Liabilities (Net)</b>	<b>(0.25)</b>	<b>(0.45)</b>
<b>Deferred Tax Assets (Net)</b>	<b>0.25</b>	<b>0.45</b>

<b>15 NON-CURRENT ASSET - OTHERS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Share Issue Expense*</b>	113.79	-
<b>Capital Advance</b>	140.00	-
	<b>253.79</b>	<b>-</b>

\*The Management has decided to Charge off the Share Issue Expenses over the period 36 months from the date of Listing .

<b>16 INVENTORIES</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>(At lower of cost and net realisable value)</b>		
Project in WIP	414.27	209.73
Closing Stock	0.56	-
	414.83	209.73

<b>17 TRADE RECEIVABLES</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Trade receivables - unsecured(outstanding for a period exceeding six months)		
Considered good		
-Related parties	-	-
-Others	45.62	40.71
	45.62	<b>40.71</b>
Trade receivables - unsecured( less than six months)		
Related parties	-	-
Others	515.22	451.28
	515.22	<b>451.28</b>
Total trade receivables	560.84	<b>491.99</b>
Less: Provision for doubtful debts	-	-
<b>Total trade receivables net of provisions</b>	<b>560.84</b>	<b>491.99</b>

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

**Trade Receivables ageing schedule as on 31.03.2024**

Particulars	Less Than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed trade receivables-considered good	515.22	11.78	4.35	7.38	22.12	560.84
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule as on 31.03.2023**

Particulars	Less Than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed trade receivables-considered good	451.28	-	17.18	2.49	21.05	491.99
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtful	-	-	-	-	-	-

There are no debts due by directors and other officers of the company or any of them either severally or jointly with any other persons or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

<b>18 CASH &amp; CASH EQUIVALENTS</b>	As at 31st March, 2024	As at 31st March, 2023
Balance with banks		
a) In current accounts	8.74	0.15
b) Cash and stamps in hand	27.92	17.50
Other Bank Balances		
a) Investment in Fixed Deposits	163.33	2.65
b) Investment in Recurring deposit	6.81	6.66
	<b>206.80</b>	<b>26.97</b>

<b>19 CURRENT ASSETS - OTHERS</b>	As at 31st March, 2024	As at 31st March, 2023
Security Deposits	26.32	1.51
Prepaid Expenses	0.69	-
Share Issue Expense	62.07	-
<b>Others - Advances Recoverable from (Unsecured, considered good)</b>		
- Related Party	-	15.11
- Vendors	45.12	16.59
- Others	7.27	3.19
	<b>141.47</b>	<b>36.38</b>

Note : Trickshot Solutions Private Limited ceased to be a party in which KMP exercise significant influence as Mr. Priyabrata Seal ceased to be a director from 2nd December, 2022 in Trickshot Solutions Private Limited.

There are advances due by directors and other officers of the company or any of them either severally or jointly with any other persons or debts due by firms or private companies respectively in which any director is a partner or a director or a member.



Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>20 REVENUE FROM OPERATIONS</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Other operating revenues		
Sale of Services including material*	601.40	736.73
<b>Total Revenue from operations</b>	<b>601.40</b>	<b>736.73</b>

\* In the case of our company, we have provided services to WEBEL Ltd. totaling Rs.2,70,35,019 under work order number WTL/WO/23-24/1958 Dated 29th Feb 2024 and WTL/WO/23-24/2009 Dated 6th Mar 2024. This amount constitutes of the total services agreed upon. Although the billing process for this service is yet to be completed, the revenue recognition should not be delayed.

To align with GAAP principles and accurately reflect our financial performance, we intend to recognize the revenue earned from the services rendered to WEBEL Ltd. Even though invoicing is scheduled for April 2024, it's essential to recognize the revenue in the period in which it was earned, adhering to the principle of revenue recognition.

By recording this unbilled revenue, we ensure transparency and accuracy in our financial reporting. This practice not only complies with regulatory standards but also provides stakeholders with a clear understanding of the company's financial health and performance.

<b>21 OTHER INCOME</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
<b>Interest Income</b>		
Interest	1.23	0.83
<b>Total other income</b>	<b>1.23</b>	<b>0.83</b>

<b>22 CHANGES IN INVENTORIES OF FINISHED GOODS</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Cost of Service & Material Consumed	102.67	232.23
<b>Total (increase)/decrease in inventories</b>	<b>102.67</b>	<b>232.23</b>

<b>23 EMPLOYEE BENEFITS EXPENSE</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Salary, wages, bonus and other benefits	195.07	150.06
Staff Welfare Expenses	4.15	0.48
Director Remuneration	42.90	43.15
Gratuity	2.54	15.81
<b>Total employee benefit expenses</b>	<b>244.66</b>	<b>209.49</b>

<b>24 FINANCE COSTS</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Interest on Cash Credit	8.75	8.21
Interest on others	13.86	22.69
Bank & Processing Charges	0.70	0.55
Brokerage	0.02	0.10
<b>Total Finance cost</b>	<b>23.33</b>	<b>31.55</b>

**Notes** forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>25 DEPRECIATION AND AMORTISATION</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Tangible Assets	6.30	7.10
Intangible Assets	0.83	0.93
<b>Total Depreciation and Amortisation</b>	<b>7.13</b>	<b>8.03</b>

Note : Refer to Note No. 11 & 12

<b>26 OTHER EXPENSES</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Telephone & Internet Expenses	3.97	3.69
Sale Promotion Expenses	2.70	3.02
Printing & Stationery	6.61	6.14
Subscription & Donation	0.25	0.30
Maintenance		
Computer & Software	2.52	4.02
Office	2.51	2.13
Vehicle	1.49	0.68
Others	4.13	8.22
Rent	10.42	6.91
Rates & Taxes	8.53	5.29
Professional & Consultancy Charges	17.90	19.07
<b>Payment to Statutory Auditors (Refer note 26.1)</b>		
Audit Fees	5.24	1.65
Miscellaneous Expenses	0.35	0.39
Travelling & conveyance	15.44	9.52
Office Leisure and Entertainment Expense	0.53	-
Sorting & Data Entry Expenses	4.84	7.36
General Charges	0.08	0.20
Power & Fuel	1.88	1.03
Postage & Courier	0.34	0.18
Renewal Fees	0.09	-
Insurance charges	0.53	0.54
Share Issue Expense	10.77	-
<b>Total Other expenses</b>	<b>101.12</b>	<b>80.34</b>

<b>26.1 Auditors' Remuneration</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Statutory Auditors		
Audit Fees	1.50	1.50
Tax Audit Fees	-	0.15
Other	3.74	-
	<b>5.24</b>	<b>1.65</b>





Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

27 INCOME TAXES	Year ended 31st March, 2024	Year ended 31st March, 2023
Income tax related to items charged or credited directly to profit or loss during the year :		
<b>a) Statement of profit and loss</b>		
(i) Current Income Tax	30.94	48.29
(ii) Deferred Tax expense / (benefit)	0.19	(3.51)
(iii) Income tax adjustment for earlier years	-	1.43
Total (a+b)	<b>31.14</b>	<b>46.20</b>
<b>The reconciliation of estimated income tax (arrived at by multiplying accounting profit with India's domestic tax rate) to income tax expense is as follows.</b>		
Profit / (Loss) before taxes	123.71	175.92
Enacted Income Tax rate in India	25.17%	25.17%
Income tax expense at tax rates applicable	31.14	44.27
Adjustments ;		
Tax effect of items that are deductible for tax purpose	(2.63)	(1.99)
Tax effect of items that are not deductible for tax purpose	2.44	6.00
Reversal of deferred tax liability	-	(3.51)
Other Adjustments	-	
Others	0.19	1.43
Income tax expense reported	<b>31.14</b>	<b>46.20</b>
Effective Income tax rate (%)	<b>25.18</b>	<b>26.26</b>
<b>28 Contingent Liabilities and Capital commitments</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
Other commitments relating to settlement of litigation disputes	<b>1,056.57</b>	<b>1,031.07</b>

#### Income Tax Demand

The company has an Income Tax Demand of Rs. 1031.07 lakhs having demand reference number 2021201737005359281C dated 31-Mar-2022. The company has filed a writ petition against the demand whose outcome is yet to come.

#### Non-Filing of Satisfaction of Charge

As of 31.03.2024, the Company has identified an instance where a charge, previously registered with the Registrar of Companies (ROC), has been fully satisfied. The charge in question was associated with WEST BENGAL FINANCIAL CORPORATION created as on 17.12.2003, and the outstanding amount was fully settled in accordance with the terms of the agreement. While the loan or obligation underlying the charge has been repaid, and the charge has been effectively satisfied, there remains a non-compliance issue regarding the filing of the satisfaction of the charge with the ROC. Despite the completion of all relevant obligations, the necessary documentation to officially register the satisfaction with the ROC has not been filed within the prescribed timeline. However, the non-filing with the ROC may result in regulatory implications and potential penalties. It has been indicated that the potential penalty for non-compliance could amount to Rs. 25.50 lakhs. Although the charge has been satisfied, and there is no financial liability associated with it, the non-filing with the ROC may impact the Company's regulatory standing. Therefore, the Company is diligently working towards rectifying this situation and ensuring proper adherence to legal and regulatory obligations. This note is intended to provide transparency regarding the non-filing of the satisfaction of the charge with the ROC, despite the underlying obligation being fully discharged. Shareholders and other stakeholders are encouraged to consider this information in conjunction with the financial statements.

**Notes** forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

## 29 Disclosure pursuant to Accounting Standard - 15 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013

### 29.1 Defined Benefit Plan:

The following are the types of defined benefit plans:

#### a Gratuity Plan

15 days salary for every completed year of service. Vesting period is 5 years and payment is restricted to Rs. 20 lacs. The present value of defined obligation and related current cost are measured using the Projected Credit Method with actuarial valuation being carried out at each balance sheet date.

#### b Risk Exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

##### Interest Rates Risk

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase. Thus the plan exposes the Company to the risk of fall in interest rates. Some times, the fall can be permanent, due to a paradigm shift in interest rate scenarios because of economic or fiscal reasons. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements). Even for funded schemes, a paradigm downward shift in bond yields may affect the reinvestment yields and may increase ultimate costs.

##### Salary Inflation Risk

The present value of the defined benefit plan is calculated with the assumption of salary escalation rate (SER), which is applied to find the salary of plan participants in future, at the time of separation. Higher than expected increases in salary will increase the defined benefit obligation and will have an exponential effect.

##### Demographic Risk

Demographic assumptions are required to assess the timing and probability of a payment taking place. This is the risk of volatility of results due to unexpected nature of decrements that include mortality, attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short serving employees will be less compared to long service employees.

##### Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

**Adverse Salary Growth Experience:** Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

**Variability in mortality rates:** If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

**Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

##### Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cash flows.

##### Asset Liability Mismatch

This will come into play unless the funds are invested with a term of the assets replicating the term of the liability



**Investment Risk:**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**Legislative Risk/Regulatory Risk:**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation. The new labour code is a case in point. And the same will have to be recognized immediately in the year when any such amendment is effective.

**c Reconciliation of the net defined benefit (asset)/ liability**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

Particulars	Gratuity	
	2023-24	2022-23
Balance for previous years recorded in this year	15.81	15.78
Current Service Cost	2.62	2.01
Interest Cost on Defined Benefit Obligation	1.18	1.14
Actuarial Gain and Losses arising from	(1.26)	(3.13)
Balance at the end of the year	18.35	15.81
Expenses recognized in Statement of Profit & Loss	2.54	15.81

**d Actuarial Assumptions**

Particulars	Gratuity	Gratuity
	2023-24	2022-23
<b>Financial Assumptions</b>		
Discount Rate	7.26%	7.48%
Salary Escalation Rate	7%	7%
Attrition Rates	10%	10%
<b>Demographic Assumptions</b>		
Mortality Rate	(% of IALM 2012-14)	(% of IALM 2012-14)
Disability Rate	5%	5%
Withdrawal Rate		
Grades Rate from Age 35	9.38%	7.89%
Grades Rate from Age 40	6.25%	5.26%
Grades Rate from Age 45	3.13%	2.63%
Grades Rate from Age 50	1.56%	1.32%

**Note : Retirement Age 60**

**e** The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

**f Maturity Profile of Defined Benefit Obligations**

Expected benefits payment 23-24	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	1.00	1.06
Year 2	0.86	0.97
Year 3	0.75	0.90
Year 4	0.64	0.83
Year 5	0.57	0.79

Expected benefits payment 22-23	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	1.19	1.25
Year 2	1.08	1.22
Year 3	0.93	1.14
Year 4	0.78	1.02
Year 5	0.69	0.97

**g Sensitivity Analysis**

The sensitivity analyses below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	Gratuity (31.03.2024)		
	% Increase in Defined Benefit Obligation	Liability	Increase / Decrease in Defined Benefit Obligations
Effect on DBO due to 1% increase in Discount Rate	-9.72%	16.57	(1.78)
Effect on DBO due to 1% decrease in Discount Rate	11.40%	20.44	2.09
Effect on DBO due to 1% increase in Salary Escalation Rate	11.30%	20.39	2.04
Effect on DBO due to 1% decrease in Salary Escalation Rate	-9.64%	16.58	(1.77)
Effect on DBO due to 1% increase in Attrition Rate	-0.57%	18.25	(0.10)
Effect on DBO due to 1% decrease in Attrition Rate	0.61%	18.46	0.11
Mortality rate 10% Up	0.02%	18.35	0.00

Particulars	Gratuity (31.03.2023)		
	% Increase in Defined Benefit Obligation	Liability	Increase / Decrease in Defined Benefit Obligations
Effect on DBO due to 1% increase in Discount Rate	-8.73%	14.43	(1.38)
Effect on DBO due to 1% decrease in Discount Rate	10.18%	17.42	1.61
Effect on DBO due to 1% increase in Salary Escalation Rate	9.80%	17.36	1.55
Effect on DBO due to 1% decrease in Salary Escalation Rate	-8.53%	14.46	(1.35)
Effect on DBO due to 1% increase in Attrition Rate	-0.29%	15.76	(0.05)
Effect on DBO due to 1% decrease in Attrition Rate	0.33%	15.86	0.05
Mortality rate 10% Up	0.01%	15.81	(0.00)

While one of the parameters mentioned above is changed by 100 basis points, Other parameters are kept unchanged for evaluating the DBO While there is no change in the method used for sensitivity analysis from previous period, the change in assumptions now considered are with reference to the current assumptions

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.



**Notes** forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

**30** Certain trade receivables, loans & advances and creditors are subject to confirmation. In the opinion of the management, the value of trade receivables and loans & advances on realisation in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

**31 Earnings per share (EPS) as per AS 20**

Calculation of weighted average number of equity shares of Rs 10 each fully paid up:		
Number of equity shares at the beginning of the year	19,41,860	12,860.00
Total number of equity shares outstanding at the end of the year-A	9,60,000	19,41,860
Weighted average number of equity shares outstanding during the year –B	21,01,860	4,25,084.66
Net profit attributable to equity shareholders for calculation of basic EPS – C (Rs. In Lakhs)	92.58	129.71
Basic and Diluted EPS (Rs.) (C/B)(Based on weighted average number of shares)	4.40	30.51
Basic and Diluted EPS (Rs.) (C/A)(Based on shares at the end of year)	4.40	6.68
<b>Restated EPS</b>	<b>4.40</b>	<b>6.17</b>

**32 Disclosure on Corporate Social Responsibility Expenses**

Provisions of Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the company.

**33 Contingencies and Events occurring after the Balance Sheet Date**

There were no events which occurred after the Balance Sheet date up to the date of approval of financial statements which required any adjustments/disclosure in the financial statements as per AS-4.

**34 Foreign currency transactions**

The company has not made any foreign currency during the period under consideration.

**35 Segment Information**

The company operates in a single reportable primary segment (Business segment) i.e. Development of Information Technology.

No other operating segments have been aggregated to form the above reportable operating segments as per the criteria specified in the AS-17.

**Business Segment wise / Geographical Segment wise revenue/results/assets/liabilities**

Since there is Single Reportable Operating Segment hence disclosure of Operating Segment wise Assets, Liabilities, Revenue and Results are not applicable.

**36 Related party transactions**

<b>a) Key management personnel ('KMP')</b>	<b>Relation</b>
Mr. Bappaditya Dasgupta	Director
Mr. Shamba Bhanja	Director
Mr. Priyabrata Seal	Director
Mrs. Soma Das	Director
Mr. Amalendu Chatterjee	CFO

**b) Entities in which KMP can exercise significant influence**

Trickshot Solutions Private Limited

<b>c) Transactions with related parties during the year have been set out below</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>Remuneration</b>		
Key management personnel ('KMP')	42.90	55.46
<b>Interest income</b>		
Entities in which KMP can exercise significant influence	-	-
<b>Advances Received</b>		
Key management personnel ('KMP')	-	2.55

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<i>c) Transactions with related parties during the year have been set out below</i>	31 March 2024	31 March 2023
<b>Advances Repaid</b>		
Key management personnel ('KMP')	-	4.10
<b>Loans given during the year</b>		
Entities in which KMP can exercise significant influence	-	-
<b>Loans realised during the year</b>		
Entities in which KMP can exercise significant influence	-	-
<b>d) Balances at the year end</b>		
<b>Loans given</b>		
Entities in which KMP can exercise significant influence	-	-
<b>Advances Received</b>		
Key management personnel ('KMP')	-	0.45
<b>Advances given</b>		
Entities in which KMP can exercise significant influence	-	15.11
<b>Remuneration Payable at the year end</b>		
Key management personnel ('KMP')	6.92	1.42

### 37 Information under section 186(4) of the companies Act, 2013

	31st March 2023	Given	Realised	31st March 2024
<b>a) Loans given during the FY 2023-24</b>				
Wholly owned subsidiaries	-	-	-	-
Others	-	-	-	-
<b>b) Loans given during the FY 2022-23</b>	31 st march 2022	Given	Realised	31st March 2023
Wholly owned subsidiaries	-	-	-	-
Others	-	-	-	-

#### c) Investment made

There are no investments by the company other than those stated under Note No. 13 in the financial statements.

#### d) Guarantee given

i) To secure obligation of wholly owned subsidiaries	NIL
ii) To secure obligation of other related parties	NIL

#### e) Security given

There is no security given during the year.

In the opinion of the Board of Directors and to the best of their knowledge and belief, the valuation on realisation of financial assets and other assets in the ordinary course of business would not be less than the amount at which they are stated in the financial statements.

### 38 Standalone Statement of Accounting Ratios :

Particulars	31 March 2024	31 March 2023
PAT as per Profit and Loss Account (Rs. In lakhs)	92.58	129.71
EBITDA	154.18	214.85
Actual Number of outstanding equity shares at the end of the year	29,01,860	19,41,860
Weighted Number of outstanding equity shares at the end of the year	21,01,860	4,25,085
Net Worth	1,462.35	409.78
Current Assets	1,323.94	765.07
Current Liabilities	156.77	392.14
Number of shares	29,01,860	19,41,860



Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

Particulars	31 March 2024	31 March 2023
<b>Earnings per share</b>		
Basic EPS	4.40	30.51
Diluted EPS	4.40	30.51
<b>Return on Net Worth (%)</b>	6.33%	31.65%
Net Asset Value per share	50.39	21.10
EBITDA	154.18	214.85
Nominal Value per equity share(Rs.)	10	10

**Note - 39**

**Ratio Analysis**

a) Current Ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Current Assets	1,323.94	765.07	558.87	73%	Increase in current assets is due to increase in cash and cash equivalents as funds were unutilised which were raised through lpo
Current Liabilities	156.77	392.14	(235.37)	-60%	
<b>CA/CL</b>	<b>8.45</b>	<b>1.95</b>	<b>6.49</b>	<b>332.86%</b>	

b) Debt- Equity Ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Debt	89.85	155.09	(65.24)	-42%	Fresh Equity Shares Issued
Shareholder's Equity	1,462.35	409.78	1,052.58	257%	
<b>Debt- Equity Ratio</b>	<b>0.06</b>	<b>0.38</b>	<b>(0.32)</b>	<b>-83.77%</b>	

c) Debt - Service Coverage Ratio (DSCR)	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
EBDIT	153.46	214.85	-61.39	-0.29	
Debt Repayment	29.49	39.69	-10.20	-0.26	
<b>DSCR</b>	<b>5.20</b>	<b>5.41</b>	<b>(0.21)</b>	<b>-3.85%</b>	

d) Return on Equity Ratio (ROE)	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Profit after Tax (PAT)	92.58	129.71	(37.14)	(0.29)	Due to substantial increase in shareholder's equity due to issue of shares on premium.
Average Shareholder's Equity	936.06	344.92	591.14	1.71	
<b>ROE</b>	<b>0.10</b>	<b>0.38</b>	<b>(0.28)</b>	<b>-73.70%</b>	

e) Inventory Turnover Ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Stock	312.00	225.40	86.60	0.38	Due to increase in stock and decrease in sales as work is in progress and not yet billed.
Net Turnover	601.40	736.73	(135.33)	(0.18)	
<b>Inventory Turnover Ratio (Days)</b>	<b>1.93</b>	<b>3.27</b>	<b>(1.34)</b>	<b>-41.03%</b>	

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

f) Trade receivables turnover ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Debtors	526.42	372.51	153.91	0.41	Major Invoices were billed at the year end hence substantial increase in the debtors.
Gross Turnover	601.40	736.73	(135.33)	(0.18)	
<b>Trade receivables turnover ratio (Days)</b>	<b>1.14</b>	<b>1.98</b>	<b>(0.84)</b>	<b>-42.23%</b>	

g) Trade payables turnover ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Trade Payables for Goods	63.93	63.18	0.75	0.01	Decrease in trade payable in compared to purchase as timely payments were made.
Purchase	307.78	165.76	142.02	0.86	
<b>Inventory Turnover Ratio (Days)</b>	<b>4.81</b>	<b>2.62</b>	<b>2.19</b>	<b>83.51%</b>	

h) Net capital turnover ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Net Sales	601.40	736.73	(135.33)	(0.18)	Increase in current assets as reason mentioned above.
Average Working Capital	770.05	294.87	475.18	1.61	
<b>Net capital turnover ratio</b>	<b>0.78</b>	<b>2.50</b>	<b>(1.72)</b>	<b>-68.74%</b>	

i) Net profit ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Net Profit (PAT)	92.58	129.71	(37.14)	(0.29)	
Net Turnover	601.40	736.73	(135.33)	(0.18)	
<b>Net Profit Ratio</b>	<b>0.15</b>	<b>0.18</b>	<b>(0.02)</b>	<b>-12.57%</b>	

j) Return on capital employed	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Earnings before Interest , Depreciation & Tax	154.18	214.85	(60.67)	(0.28)	Due to increase in capital employed as fresh share were issued at a premium.
Capital Employed (Total Assets - Current Liabilities)	1,510.52	440.13	1,070.39	2.43	
<b>Return on capital employed</b>	<b>0.10</b>	<b>0.49</b>	<b>(0.39)</b>	<b>-79.09%</b>	

#### Note - 40

The Company was originally incorporated on May 28, 2001 as a Private Limited Company as "Euphoria Infotech (India) Private Limited" vide Registration No. 093236 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on January 18, 2023, the Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of the Company was changed to 'Euphoria Infotech (India) Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 22, 2023 by the Registrar of Companies, Kolkata, West Bengal.

#### Note - 41

#### Other Statutory Information

- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017
- The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.
- The company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.





**Notes** forming part of the Standalone Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

- iv) The company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- v) The company has not traded or invested in Crypto currency or Virtual currency during the financial year.
- vi) The Company has not advanced or loaned or invested any fund to any person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries,
- vii) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries); or
  - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- viii) The Company do not have any such transactions 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.
- ix) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India during the year.

#### **Note - 42**

Previous year's figures have been regrouped and/or re-arranged wherever necessary, to conform the current year classification.

As per our report of even date attached

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India)Limited**

**Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata

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## Consolidated Financial Sections

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## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF M/S EUPHORIA INFOTECH (INDIA) LIMITED

### REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying Consolidated Financial Statements of **M/S EUPHORIA INFOTECH (INDIA) LIMITED ("the Company")** which comprises the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss, and Consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (The Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its *Profit*, and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

#### RESPONSIBILITY OF MANAGEMENT FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

#### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than

## Independent Auditor's Report (Contd.)

for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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 the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.
  - g. With respect to the matter to be included in the Auditors Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Director 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 (as amended) in our opinion and to the best of our information and according to the explanations given to us:



## Independent Auditor's Report (Contd.)

- I. The Company does not have any pending litigations which would impact its financial position.
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
- IV.
  - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("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 have been received by the Company from any person(s) or entity(ies), including foreign entities ("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 such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (IV) (a) and (IV) (b) contain any material mis-statement.
- V. Proviso to Rule 3(1) of the Companies (Accounts) Rule 2014 for maintain books of account using software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and based on our examination which included test checks the company has used accounting software for maintaining books of accounts which has an edit log feature and the same has operated throughout the year for all relevant transactions recorded in the software except for creation of transactions. Further during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
- VI. There was no dividend declared or paid during the year by the company.

**For BAID AGARWAL SINGHI & CO**

*Chartered Accountants*

Firm Registration No. 328671E

**CA DHRUV NARAYAN AGARWAL**

**(Partner)**

Membership No: 306940

Place: Kolkata

Dated: 28<sup>th</sup> Day of May, 2024

UDIN: 24306940BKCOAE7061

**Independent Auditor's Report** (Contd.)**ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date in respect to statutory audit of **M/s EUPHORIA INFOTECH (INDIA) LIMITED** for the year ended 31 March 2024, we report that:

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
- (b) As explained to us, the company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment have been physically verified by the management in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, a portion of the property, plant and equipment have been physically verified during the year and no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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) as disclosed in Note no 11 on Property, Plant and Equipment, are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not revalued any of its property, plant and equipment or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- (ii) (a) The inventory has been physically verified by the management at regular intervals during the year. In our opinion, the frequency, coverage and procedures of such verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) 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 been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from bank on the basis of security of current assets at any point of time of the year.
- (iii) The Company has 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. Accordingly, clause 3(iii) of the Order is applicable, the details of which are given hereunder:
- (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, with respect to loans and investments made, if any. There are no guarantees, and securities granted in respect of which provisions of section 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public in terms of directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposit) Amendment Rules, 2015.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of activities carried on by the company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods & service tax, provident fund, employees state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, duty of customs, value added tax, goods & service tax, cess and other material statutory dues were in



## Independent Auditor's Report (Contd.)

arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material statutory dues of income tax or sales tax or duty of customs or value added tax or goods & service tax or cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (ix) (a) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest to any lender during the year.
  - (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or other lender.
  - (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
  - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
  - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that 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) According to the information and explanations given to us and procedures performed by us, we report that 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 raised funds by way of initial public offer during the year.
  - (b) According to the information and explanations give to us, the Company has not made preferential allotment of shares during the year.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
  - (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
  - (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) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company is required to have an internal audit system commensurate with the size and nature of its business in terms of the provision of section 138 of Companies Act, 2013.
  - (b) Since the company does not have internal audit system, the reports of the Internal Auditor for the period under audit have not been considered by us.

**Independent Auditor's Report** (Contd.)

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under Clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs. Accordingly, the reporting under Clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (also refer Note 39 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 that the 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) Based on information and explanations provided to us and our audit procedures, the company does not have any obligation under 135 of the Act and hence, the requirements of Clause 3(xx) of the Order are not applicable to the company.
- (xxi) The reporting under Clause 3 (xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **BAID AGARWAL SINGHI & CO**

*Chartered Accountants*

Firm Registration No. 328671E

**CA DHRUV NARAYAN AGARWAL**

**(Partner)**

Membership No: 306940

Place: Kolkata

Dated: 28<sup>th</sup> Day of May, 2024

UDIN: 24306940BKCOAE7061





## **ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT**

**The Annexure referred to in paragraph 2 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date in respect to the internal financial control under clause (i) of sub-section 3 of section 143 of the Act of M/s EUPHORIA INFOTECH (INDIA) LIMITED for the year ended 31 March 2024, we report that:**

We have audited the internal financial controls over financial reporting of **M/s EUPHORIA INFOTECH (INDIA) LIMITED** ("the Company") as of 31<sup>st</sup> March 2024 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The 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 Act.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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.

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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 ICAI.

#### **Other Matter**

The Company did not make available to us written/ documented framework for internal financial control with reference to the consolidated financial statements. However, based on the fact that transactions are limited/ less complex and there are very few levels of management, they have relied upon testing of controls through direct inquiry combined with other procedures, such as observation of activities, inspection of less formal documentation etc. to obtain sufficient audit evidence about the internal financial controls with reference to the financial statements operating effectively as at the year end.

For **BAID AGARWAL SINGHI & CO**

*Chartered Accountants*

Firm Registration No. 328671E

**CA DHRUV NARAYAN AGARWAL**

**(Partner)**

Membership No: 306940

Place: Kolkata

Dated: 28<sup>th</sup> Day of May, 2024

UDIN: 24306940BKCOAE7061



**Consolidated Balance Sheet** as at 31st March, 2024

(Currency: Rs. In lakhs)

PARTICULARS	Note	As at 31st March, 2024	As at 31st March, 2023
<b>EQUITY AND LIABILITIES</b>			
<b>1) Shareholders Fund</b>			
(a) Equity Share Capital	3	290.19	194.19
(b) Reserves & Surplus	4	1,171.93	215.96
<b>Total Shareholder's Fund</b>		<b>1,462.11</b>	<b>410.15</b>
<b>Liabilities</b>			
<b>2) Non-current liabilities</b>			
(a) Long-Term Borrowings	5	30.82	15.73
(b) Long Term Provisions	6	17.35	14.62
<b>Total non-current liabilities</b>		<b>48.17</b>	<b>30.35</b>
<b>3) Current liabilities</b>			
(a) Short Term Borrowings	7	59.03	139.36
(b) Trade payables	8		
i) Total outstanding dues of micro enterprises and small enterprises		36.88	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		25.59	65.38
(c) Other Current Liabilities	9	28.48	145.74
(d) Short Term Provisions	10	6.79	41.66
<b>Total current liabilities</b>		<b>156.77</b>	<b>392.14</b>
<b>Total equity and liabilities</b>		<b>1,667.05</b>	<b>832.64</b>
<b>ASSETS</b>			
<b>1) Non-current assets</b>			
<b>a) Property, plant and equipment and intangible assets</b>			
Property, Plant and Equipment	11	80.91	57.68
Other Intangible Assets	12	0.39	1.07
<b>b) Non-Current Investments</b>	13	7.76	8.37
<b>c) Deferred Tax Assets (Net)</b>	14	0.25	0.45
<b>d) Other Non-Current Assets</b>	15	253.79	-
<b>Total non-current assets</b>		<b>343.11</b>	<b>67.57</b>
<b>2) Current assets</b>			
(a) Inventories	16	414.83	209.73
(b) Trade receivables	17	560.84	491.99
(c) Cash and cash equivalents	18	206.80	26.97
(d) Others Current Assets	19	141.47	36.38
		<b>1,323.94</b>	<b>765.07</b>
Assets classified as held for sale		-	-
<b>Total Assets</b>		<b>1,667.05</b>	<b>832.64</b>

Significant Accounting policies

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India)Limited**

**Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata

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

(Currency: Rs. In lakhs)

	Note	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>Revenue</b>			
Revenue from operations	20	601.40	736.73
Other Income	21	1.23	0.83
<b>Total Income</b>		<b>602.64</b>	<b>737.56</b>
<b>Expense</b>			
Changes in inventories	22	102.67	232.23
Employee benefits	23	244.66	209.49
Finance costs	24	23.33	31.55
Depreciation and amortisation	25	7.13	8.03
Other expenses	26	101.12	80.34
<b>Total expenses</b>		<b>478.93</b>	<b>561.64</b>
<b>Profit / Loss before exceptional item and tax</b>		<b>123.71</b>	<b>175.92</b>
<b>Exceptional Item</b>			
<b>Profit / (Loss) before Tax</b>		<b>123.71</b>	<b>175.92</b>
Income tax expense			
- Current tax		30.94	48.29
- Deferred tax		0.19	(3.51)
- Income tax for earlier years		-	1.43
		31.14	46.20
Share of Profit/(loss) of joint ventures and associates(net)		(0.42)	<b>0.88</b>
Exchange difference in translating the financial statement of Foreign joint venture/Associate		(0.19)	<b>(0.91)</b>
<b>Profit (Loss) for the period from continuing operations</b>		<b>91.97</b>	<b>129.69</b>
<b>Earnings per equity share (for continuing operation):</b>			
(1) Basic		<b>4.38</b>	<b>6.17</b>
(2) Diluted		<b>4.38</b>	<b>6.17</b>
<b>Earnings per equity share (for discontinued operation):</b>			
(1) Basic		-	-
(2) Diluted		-	-
<b>Earnings per equity share (for discontinued&amp; continuing operations):</b>			
(1) Basic		4.38	<b>6.17</b>
(2) Diluted		4.38	<b>6.17</b>

Significant Accounting policies

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India)Limited****Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata



**Consolidated Cash Flow Statement** for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>(A) Cash Flow From Operating Activities</b>		
<b>Net Profit before tax</b>	123.71	175.92
<b>Adjustments for:</b>		
Depreciation	7.13	8.03
Interest (Net)	22.10	18.25
Provision for Gratuity	2.54	15.81
	155.49	218.01
Adjustments for:		
(Increase)/Decrease of Trade and other Receivables	(173.93)	(223.96)
(Increase)/Decrease of Other Non-Current Assets	(254.40)	-
(Increase)/Decrease of Inventories	(205.11)	31.34
Increase/(Decrease) of Trade Payables & other Liabilities	(120.18)	3.84
<b>Cash Generated from Operations</b>	(598.13)	29.24
Taxes Paid	(65.63)	(22.09)
<b>Net cash from Operating Activities (A)</b>	(663.75)	7.15
<b>(B) Cash Flow from Investing Activities</b>		
(Purchase)/sale of Fixed Assets	(29.69)	(2.57)
(Increase)/decrease of Loan & advance	0.61	-
Interest received	1.23	0.83
<b>Net Cash used in Investing Activities (B)</b>	(27.84)	(1.74)
<b>(C) Cash Flow from Financing Activities</b>		
Issue of share Capital	96.00	-
Proceeds/(Repayment) of Borrowings	(65.24)	32.03
Issue Of Share At Premium	864.00	-
Interest Paid	(23.33)	(19.08)
<b>Net Cash used in Financing Activities (C)</b>	871.43	12.95
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents(A+B+C)</b>	179.83	18.36
<b>Cash and Cash Equivalents at beginning of the Year</b>	26.97	8.61
<b>Cash and Cash Equivalents at end of the Year*</b>	206.80	26.97

Note:

The above statement of cash flow has been prepared under the indirect method as set out in AS 3 "Statement of Cash Flow".

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India)Limited**

**Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

## NOTE 1 & 2: SIGNIFICANT ACCOUNTING POLICIES

### 1. COMPANY INFORMATION

The Company was originally incorporated on May 28, 2001 as a Private Limited Company as "Euphoria Infotech (India) Private Limited" vide Registration No. 093236 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on January 18, 2023, the Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of the Company was changed to 'Euphoria Infotech (India) Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 22, 2023 by the Registrar of Companies, Kolkata, West Bengal. The Parent company is mainly engaged in Information Technology Activity.

The list of associates, which are included in the consolidation and the company's holding therein is as under:

Sr. No	Name of associate company	Country of Incorporation	Proportion of ownership
1	Euphoria Infotech (Bangladesh) Pvt Ltd	Bangladesh	49 %

### 2: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### a. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The financial statements has been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India ("GAAP") and comply with the mandatory Accounting Standards ("AS") specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013 ("the 2013 Act").

The CONSOLIDATED Financial Statements has been prepared by the Management to comply in all material respects with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

The Financial statements are presented in Indian Rupee (Rs.) & all the amounts included in the financial statements have been rounded off to the nearest Lakhs upto two decimals, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated. Wherever the amount represented Rs '0.00' construes value less than Rupees Five Hundred.

#### b. USE OF ESTIMATES

The preparation of financial statements is in conformity with GAAP which requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses for the year. Actual results could differ from this estimate. Difference between the actual result and estimates are recognized in the period in which result are known / materialized.

#### c. CLASSIFICATION OF ASSETS AND LIBAILITIES

The Revised Schedule III to the Companies Act, 2013 requires assets and liabilities to be classified as either Current or Non-current.

- (a) An asset shall be classified as current when it satisfies any of the following criteria:
  - It is expected to be realized in, or is intended for sale or consumption in, normal operating cycle of the company;
  - It is held primarily for the purpose of being traded;
  - It is expected to be realized within twelve months after the reporting date; or
  - It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- (b) All assets other than current assets shall be classified as non-current.



**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

- (c) A liability shall be classified as current when it satisfies any of the following criteria:
- It is expected to be settled in the normal operating cycle of the company;
  - It is held primarily for the purpose of being traded;
  - It is due to be settled within twelve months after the reporting date; or
  - The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.
- (d) All liabilities other than current liabilities shall be classified as non-current.

**d. PROPERTY, PLANT & EQUIPMENT**

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal and retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset is recognized in Statement of profit and loss.

**Subsequent cost**

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost are charged to Statement of profit and loss at the time of incurrence.

**Depreciation**

Depreciation on PPE is provided on the Straight Line method computed on the basis of useful life prescribed in Schedule II to the Companies Act, 2013 ('Schedule II') on a pro-rata basis from the date the asset is ready to put to use.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

**e. INVENTORIES**

Inventories of finished goods are valued at cost or net realizable value ('NRV'), whichever is lower. Costs of inventories has been determined using weighted average cost method and comprise all costs of purchase after deducting non-refundable rebates and discounts and all other costs incurred in bringing the inventories to their present location and condition. Provision is made for items which are not likely to be consumed and other anticipated losses wherever considered necessary. The comparison of cost and NRV for traded goods is made on at item Company level basis at each reporting date. However, there is no inventory of any products.

**f. LEASES**

Lease payments in respect of assets taken on operating lease are charged to the Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases, if any. However, there is no lease payments during the period under consideration.

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

**g. BORROWING COSTS**

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Other borrowing costs are charged to statement of profit and loss as and when incurred.

**g. IMPAIRMENT OF ASSETS**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU').

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognized in the Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized

**h. PROVISIONS AND CONTINGENT LIABILITIES AND ASSETS**

**Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**Contingent liabilities**

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

**i. EMPLOYEE BENEFITS**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post Retirement Employee Benefits

Gratuity

(a) Defined contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension





**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

fund scheme for all applicable employees and superannuation scheme for eligible employees. The Company's contribution to defined contribution plans is recognized in the CONSOLIDATED Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plans

Defined Benefit plans are the plans for which the benefits has been defined for the eligible employees which are meant to be paid to then at the time of retirement.

**j. INCOME TAXES**

**Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. It is determined as the amount of tax payable under the provisions of Income Tax Act, 1961, in respect of taxable income for the year.

**Deferred Tax**

Deferred income taxes reflect the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing difference of earlier year. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

**Current Tax for the year**

Current Tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**k. FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS**

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the CONSOLIDATED Statement of profit and loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the CONSOLIDATED Statement of profit and loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the CONSOLIDATED Statement of profit and loss, within finance costs.

**Foreign operations**

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition are translated into Indian rupees (INR), the functional currency of the Company at the exchange rate at the reporting date. The income and expenses of foreign operations are translated to Indian rupees (INR) at exchange rates at the date of transactions or an average rate if the average rate approximates the actual rate at the date of transaction.

Foreign currency translation differences are recognised in statement of profit and loss and accumulated in equity.

**l. REVENUE RECOGNITION**

Sales of services comprises of income arising from IT consulting contracts which includes software development, domain hosting services, other hosting services and reimbursement of expenses incurred on projects. Income is recognized on accrual basis based on the regular invoices raised on the clients as per the terms of Agreements or other arrangements as the case may be.

Revenue is measured at fair value of consideration received/receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

**Other Income**

Other Income is accounted for on accrual basis except where the receipt income is uncertain.

**m. INVESTMENTS**

Long-term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

Current Investments are carried at lower of cost or market value. The cost of securities sold is determined on the first-in-first-out (FIFO) method.

**n. EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holder, by weighted average number of equity share outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

**o. CASH AND CASH EQUIVALENTS**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>3 EQUITY SHARE CAPITAL</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Authorised</b>		
32,50,000 Equity shares of Rs. 10/- each	325.00	325.00
	<b>325.00</b>	<b>325.00</b>
<b>Issued, subscribed and paid up</b>		
29,01,860 Equity shares of Rs. 10/- each fully paid up in cash (Previous Year 19,41,860/ Share of Rs.10/-each)	290.19	194.19
	<b>290.19</b>	<b>194.19</b>
<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
Equity Shares outstanding at the beginning of the year	19,41,860	12,860
Add: Equity Shares issued	9,60,000	19,29,000
Equity Shares outstanding at the close of the year	<b>29,01,860</b>	<b>19,41,860</b>

Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity share is entitled to receive dividend as declared time to time and is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has completed its initial public offer (IPO) of 9,60,000 Equity shares of face value of Rs 10 each at an issue price of Rs 100/- per share amounting to Rs 960/- Lakhs. The equity shares of the company were listed on BSE SME Platform of Bombay Stock Exchange (India Limited ("BSE SME")) on 30th January 2024.

#### Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	31st March, 2024		31st March, 2023	
	No. of Shares	% holding	No. of Shares	% holding
<b>Equity Shares of Rs.10 each fully paid</b>				
Shamba Bhanja	9,66,415	33.30%	9,66,415	49.76%
Supriya Gupta	8,80,445	30.34%	8,80,445	45.34%
Satyam Investment Private Limited	20,000	0.69%	20,000	1.03%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

#### Share Held by Promoters

Name of the Shareholders	As at 31st March 2024		As at 31st March 2023		Percentage change in shareholding of promoters(%)
	Nos	% of Holding	Nos	% of Holding	
Shamba Bhanja	9,66,415	33.30%	9,66,415	49.77%	-16.46%
<b>Total</b>	<b>9,66,415</b>	<b>33.30%</b>	<b>9,66,415</b>	<b>49.77%</b>	<b>-16.46%</b>

The change in Percentage holding is due to issue of Fresh Equity share and not due to change in no of Shares held.

4 RESERVES AND SURPLUS	As at 31st March, 2024	As at 31st March, 2023
<b>Securities Premium Account</b>		
As per last Financial Statement	-	40.90
Add: Issue of Fresh Equity Capital	864.00	(40.90)
	<b>864.00</b>	-
<b>General reserve</b>		
As per last Financial Statement	-	-
Add: Transfer from Statement of Profit and Loss	-	-
	-	-
<b>Retained earnings</b>		
As per last Financial Statement	215.96	238.28
Add: Transfer from Statement of Profit and Loss	91.97	129.69
Less: Utilised for issue of bonus shares	-	(152.00)
	<b>307.93</b>	<b>215.96</b>
	<b>1,171.93</b>	<b>215.96</b>



**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

(Currency: Rs. In lakhs)

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

<b>5 LONG TERM BORROWINGS</b>		<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Secured Loan</b>			
Term Loan from Bank		36.56	18.50
Less: Current maturity		(5.74)	(3.33)
		<b>30.82</b>	<b>15.17</b>
<b>Unsecured Loan</b>			
From NBFC		0.64	31.58
Others		-	-
Less: Current maturity		(0.64)	(31.02)
		<b>-</b>	<b>0.56</b>
		<b>30.82</b>	<b>15.73</b>

<b>Name of the Lender</b>	<b>Rate of Interest</b>	<b>Repayment Term</b>	<b>Nature loan</b>	<b>Loan Financed (Rs. In Lakhs)</b>	<b>Balance at year end (Rs. In Lakhs)</b>	<b>Description</b>
Punjab National Bank	MCLR+2.75% p.a i.e 11.45% p.a	On demand	Cash Credit Loan	80.00	36.01	a) Loan is Secured by Hypothecation of entire movable and immovable property, stocks, book debts(not older than 90 Days) and other current assets of the concern. b) Equitable mortgage charge on the Residential Flat in the name of Kumresh Gupta. c) Assignment of LIC of Bappadiya Dasgupta and Priyabrata Seal. d) Lien on Recurring Deposit of Rs. 10000/p.m for 5 Years in the name of Company. e) Lien on RIP of Rs. 2.00 Lacs in the name of the Company. a)Secured as mentioned above
Punjab National Bank	7.50%	60 months	Term Loan	13.90	14.01	
Punjab National Bank	7.50%	36 months	Covid Loan	10.00	1.12	Term loan will be over by August, 2024
Bajaj Finance	14.00%	48 months	Business Loan	2.49	0.64	c) Assignment of LIC of Bappadiya Dasgupta and Priyabrata Seal.
ICICI Bank Limited	8.85% p.a.	60 months	Auto Loan	24.00	21.43	Vehicle Loan

**Note:** The amount for various loans also includes interest to stay in parity with the loan account balance as per financial and non financial institutions for which the schedule of repayment and loan account statement is available, rest interest has been charged to other liabilities.

**6 LONG TERM PROVISIONS**

Provision for Gratuity

As at 31st March, 2024	As at 31st March, 2023
17.35	14.62
<b>17.35</b>	<b>14.62</b>

**7 SHORT TERM BORROWINGS****Secured Borrowings**

Current Maturity of Term loan from banks

Loan payable on demand - from Banks

As at 31st March, 2024	As at 31st March, 2023
5.74	3.33
36.01	69.41

**Unsecured Borrowings**

Current Maturity of Term Loan From NBFC

Other Loans

Related parties

Others

As at 31st March, 2024	As at 31st March, 2023
0.64	31.02
-	10.60
16.65	25.00
<b>59.03</b>	<b>139.36</b>

Refer the schedule below Note No. 5 For the Details of Loan,

**8 TRADE PAYABLES**

Trade payables

Total outstanding dues of microenterprises and small enterprises

Total outstanding dues of creditors other than microenterprises and small enterprises

As at 31st March, 2024	As at 31st March, 2023
36.88	-
25.59	65.38

**Trade Payables ageing schedule as on 31.03.2024**

Particulars	Outstanding for Following periods From due date of payments				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME	19.01	16.91	-	0.95	36.88
Others	3.49	5.85	6.00	10.24	25.59
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
	<b>22.50</b>	<b>22.77</b>	<b>6.00</b>	<b>11.20</b>	<b>62.47</b>



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

**Trade Payables ageing schedule as on 31.03.2023**

Particulars	Outstanding for Following periods From due date of payments				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME	-	-	-	-	-
Others	46.36	6.95	5.86	6.22	65.38
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
	<b>46.36</b>	<b>6.95</b>	<b>5.86</b>	<b>6.22</b>	<b>65.38</b>

**9 OTHER CURRENT LIABILITIES**

	As at 31st March, 2024	As at 31st March, 2023
Statutory dues	19.18	75.63
Advance from customers	-	15.42
Others Current Liabilities		
- From Related Parties	6.92	1.87
- From Others	2.38	52.83
	<b>28.48</b>	<b>145.74</b>

**10 SHORT TERM PROVISIONS**

	As at 31st March, 2024	As at 31st March, 2023
Provision for Gratuity	1.00	1.19
Provision for Audit Fees	1.50	1.50
Provision for Income Tax (Net of Advance Tax)	4.29	38.97
	<b>6.79</b>	<b>41.66</b>

**11 PROPERTY, PLANT AND EQUIPMENT**

**Schedule for the year ended 31st March, 2024**

DESCRIPTION	Gross Block				Depreciation				Net Block	
	As At 31st March, 2023	Additions During the year	Adjustment/ Deduction during the year	As At 31st March, 2024	As At 31st March, 2023	Depreciation During The Year	Adjustment/ Deduction during the year	As At 31st March, 2024	As At 31st March, 2024	As At 31st March, 2023
Property, plant and equipment (PPE)										
Buildings	58.63	2.52	-	61.15	9.81	1.93	-	11.74	49.40	48.82
Computer & Peripherals	82.47	0.11	-	82.58	77.67	0.00	-	77.67	4.91	4.80
Furniture & Fittings	5.37	-	-	5.37	3.51	0.51	-	4.02	1.35	1.86
Office Equipment	8.67	3.33	-	12.00	6.48	1.79	-	8.27	3.74	2.20
Vehicals		23.58		23.58		2.07		2.07	21.51	
<b>Total</b>	<b>155.14</b>	<b>29.54</b>	<b>-</b>	<b>161.10</b>	<b>97.47</b>	<b>6.30</b>	<b>-</b>	<b>103.77</b>	<b>80.91</b>	<b>57.68</b>

**12. OTHER INTANGIBLE ASSETS**

**Schedule for the year ended 31st March, 2024**

DESCRIPTION	Gross Block				Depreciation				Net Block	
	As At 31st March, 2023	Additions During the year	Adjustment/ Deduction during the year	As At 31st March, 2024	As At 31st March, 2023	Depreciation During The Year	Adjustment/ Deduction during the year	As At 31st March, 2024	As At 31st March, 2024	As At 31st March, 2023
<b>Intangible Assets</b>										
Software	4.78	0.15	-	4.93	3.71	0.83	-	4.54	0.39	1.07
<b>Total</b>	<b>4.78</b>	<b>0.15</b>	<b>-</b>	<b>4.93</b>	<b>3.71</b>	<b>0.83</b>	<b>-</b>	<b>4.54</b>	<b>0.39</b>	<b>1.07</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>13 INVESTMENTS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Investment in Unquoted Equity Instruments of Associate	7.76	8.37
	<b>7.76</b>	<b>8.37</b>

<b>14 DEFERRED TAX ASSETS (NET)</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Deferred tax liabilities</b>		
Depreciation and Amortization Expenses	4.36	3.53
	<b>4.36</b>	<b>3.53</b>
<b>Deferred Tax Assets</b>		
Provision for Gratuity as on U/s 40 A(7)	4.62	3.98
<b>Deferred Tax Assets</b>	4.62	3.98
<b>Deferred Tax Liabilities (Net)</b>	(0.25)	(0.45)
<b>Deferred Tax Assets (Net)</b>	<b>0.25</b>	<b>0.45</b>

<b>15 NON-CURRENT ASSET - OTHERS</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Share Issue Expense*</b>	113.79	-
<b>Capital Advance</b>	140.00	-
	<b>253.79</b>	-

\*The Management has decided to Charges off the Share Issue Expenses over the period 36 months from the date of Listing.

<b>16 INVENTORIES</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>(At lower of cost and net realisable value)</b>		
Project in WIP	414.27	209.73
Closing Stock	0.56	-
	414.83	209.73

<b>17 TRADE RECEIVABLES</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Trade receivables - unsecured(outstanding for a period exceeding six months)		
Considered good		
Related parties	-	-
Others	45.62	40.71
	45.62	<b>40.71</b>
Trade receivables - unsecured( less than six months)		
Related parties	-	-
Others	515.22	451.28
	515.22	<b>451.28</b>
Total trade receivables	560.84	<b>491.99</b>
Less: Provision for doubtful debts		-
<b>Total trade receivables net of provisions</b>	<b>560.84</b>	<b>491.99</b>





Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

**Trade Receivables ageing schedule as on 31.03.2024**

Particulars	Less Than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed trade receivables- considered good	515.22	11.78	4.35	7.38	22.12	560.84
Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
Disputed trade receivables- considered good	-	-	-	-	-	-
Disputed trade receivables- considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule as on 31.03.2023**

Particulars	Less Than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed trade receivables- considered good	451.28	-	17.18	2.49	21.05	491.99
Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
Disputed trade receivables- considered good	-	-	-	-	-	-
Disputed trade receivables- considered doubtful	-	-	-	-	-	-

There are no debts due by directors and other officers of the company or any of them either severally or jointly with any other persons or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

18 CASH & CASH EQUIVALENTS	As at 31st March, 2024	As at 31st March, 2023
Balance with banks		
a) In current accounts	8.74	0.15
b) Cash and stamps in hand	27.92	17.50
Other Bank Balances		
a) Investment in Fixed Deposits	163.33	2.65
b) Investment in Recurring deposit	6.81	6.66
	<b>206.80</b>	<b>26.97</b>

19 CURRENT ASSETS - OTHERS	As at 31st March, 2024	As at 31st March, 2023
Security Deposits	26.32	1.51
Prepaid Expenses	0.69	-
Share Issue Expense	62.07	-
<b>Others - Advances Recoverable from (Unsecured, considered good)</b>		
- Related Party	-	15.11
- Vendors	45.12	16.59
- Others	7.27	3.19
	<b>141.47</b>	<b>36.38</b>

Note : Trickshot Solutions Private Limited ceased to be a party in which KMP exercise significant influence as Mr. Priyabrata Seal ceased to be a director from 2nd December, 2022 in Trickshot Solutions Private Limited.

There are advances due by directors and other officers of the company or any of them either severally or jointly with any other persons or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>20 REVENUE FROM OPERATIONS</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
a) Other operating revenues		
Sale of Services including material*	601.40	736.73
<b>Total Revenue from operations</b>	<b>601.40</b>	<b>736.73</b>

\* In the case of our company, we have provided services to WEBEL Ltd. totaling Rs.2,70,35,019 under work order number WTL/WO/23-24/1958 Dated 29th Feb 2024 and WTL/WO/23-24/2009 Dated 6th Mar 2024. This amount constitutes of the total services agreed upon. Although the billing process for this service is yet to be completed, the revenue recognition should not be delayed.

To align with GAAP principles and accurately reflect our financial performance, we intend to recognize the revenue earned from the services rendered to WEBEL Ltd. Even though invoicing is scheduled for April 2024, it's essential to recognize the revenue in the period in which it was earned, adhering to the principle of revenue recognition.

By recording this unbilled revenue, we ensure transparency and accuracy in our financial reporting. This practice not only complies with regulatory standards but also provides stakeholders with a clear understanding of the company's financial health and performance.

<b>21 OTHER INCOME</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
a) <b>Interest Income</b>		
Interest	1.23	0.83
<b>Total other income</b>	<b>1.23</b>	<b>0.83</b>

<b>22 CHANGES IN INVENTORIES OF FINISHED GOODS</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Cost of Service & Material Consumed	102.67	232.23
<b>Total (increase)/decrease in inventories</b>	<b>102.67</b>	<b>232.23</b>

<b>23 EMPLOYEE BENEFITS EXPENSE</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Salary, wages, bonus and other benefits	195.07	150.06
Staff Welfare Expenses	4.15	0.48
Director Remuneration	42.90	43.15
Gratuity	2.54	15.81
<b>Total employee benefit expenses</b>	<b>244.66</b>	<b>209.49</b>

<b>24 FINANCE COSTS</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Interest on Cash Credit	8.75	8.21
Interest on others	13.86	22.69
Bank & Processing Charges	0.70	0.55
Brokerage	0.02	0.10
<b>Total Finance cost</b>	<b>23.33</b>	<b>31.55</b>



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>25 DEPRECIATION AND AMORTISATION</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Tangible Assets	6.30	7.10
Intangible Assets	0.83	0.93
<b>Total Depreciation and Amortisation</b>	<b>7.13</b>	<b>8.03</b>

Note : Refer to Note No. 13 & 14

<b>26 OTHER EXPENSES</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Telephone & Internet Expenses	3.97	3.69
Sale Promotion Expenses	2.70	3.02
Printing & Stationery	6.61	6.14
Subscription & Donation	0.25	0.30
Maintenance		
Computer & Software	2.52	4.02
Office	2.51	2.13
Vehicle	1.49	0.68
Others	4.13	8.22
Rent	10.42	6.91
Rates & Taxes	8.53	5.29
Professional & Consultancy Charges	17.90	19.07
<b>Payment to Statutory Auditors (Refer note 26.1)</b>		
Audit Fees	5.24	1.65
Miscellaneous Expenses	0.35	0.39
Travelling & conveyance	15.44	9.52
Office Leisure and Entertainment Expense	0.53	-
Sorting & Data Entry Expenses	4.84	7.36
General Charges	0.08	0.20
Power & Fuel	1.88	1.03
Postage & Courier	0.34	0.18
Renewal Fees	0.09	-
Insurance charges	0.53	0.54
Statutory Payment	0.00	-
Share Issue Expense	10.77	-
<b>Total Other expenses</b>	<b>101.12</b>	<b>80.34</b>

<b>26.1 Auditors' Remuneration</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March, 2023</b>
Statutory Auditors		
Audit Fees	1.50	1.50
Tax Audit Fees	-	0.15
Others	3.74	-
	<b>5.24</b>	<b>1.65</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

27 Income taxes	Year ended 31st March, 2024	Year ended 31st March, 2023
Income tax related to items charged or credited directly to profit or loss during the year :		
<b>a) Statement of profit and loss</b>		
(i) Current Income Tax	30.94	48.29
(ii) Deferred Tax expense / (benefit)	0.19	(3.51)
(iii) Income tax adjustment for earlier years	-	1.43
<b>Total</b>	<b>31.14</b>	<b>46.20</b>

**The reconciliation of estimated income tax (arrived at by multiplying accounting profit with India's domestic tax rate) to income tax expense is as follows.**

Profit / (Loss) before taxes	123.71	175.92
Enacted Income Tax rate in India	25.17%	25.17%
Income tax expense at tax rates applicable	31.14	44.27
Adjustments ;		
Tax effect of items that are deductible for tax purpose	(2.63)	(2.63)
Tax effect of items that are not deductible for tax purpose	2.44	2.44
Reversal of deferred tax liability	-	(3.51)
Other Adjustments	-	
Others	0.19	1.43
Income tax expense reported	<b>31.14</b>	<b>42.00</b>
Effective Income tax rate (%)	<b>25.18</b>	<b>23.88</b>

28 Contingent Liabilities and Capital commitments	31 March 2024	31 March 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
Other commitments relating to settlement of litigation disputes	<b>1,056.57</b>	<b>1,031.07</b>

### Contingent Liabilities and Capital commitments

#### Income Tax Demand

The company has an Income Tax Demand of Rs. 1031.07 lakhs having demand reference number 2021201737005359281C dated 31-Mar-2022. The company has filed a writ petition against the demand whose outcome is yet to come.

#### Non-Filing of Satisfaction of Charge

As of 31.03.2024, the Company has identified an instance where a charge, previously registered with the Registrar of Companies (ROC), has been fully satisfied. The charge in question was associated with WEST BENGAL FINANCIAL CORPORATION created as on 17.12.2003, and the outstanding amount was fully settled in accordance with the terms of the agreement. While the loan or obligation underlying the charge has been repaid, and the charge has been effectively satisfied, there remains a non-compliance issue regarding the filing of the satisfaction of the charge with the ROC. Despite the completion of all relevant obligations, the necessary documentation to officially register the satisfaction with the ROC has not been filed within the prescribed timeline. However, the non-filing with the ROC may result in regulatory implications and potential penalties. It has been indicated that the potential penalty for non-compliance could amount to Rs. 25.50. Although the charge has been satisfied, and there is no financial liability associated with it, the non-filing with the ROC may impact the Company's regulatory standing. Therefore, the Company is diligently working towards rectifying this situation and ensuring proper adherence to legal and regulatory obligations. This note



is intended to provide transparency regarding the non-filing of the satisfaction of the charge with the ROC, despite the underlying obligation being fully discharged. Shareholders and other stakeholders are encouraged to consider this information in conjunction with the financial statements.

**29 Disclosure pursuant to Accounting Standard - 15 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013**

**Defined Benefit Plan:**

The following are the types of defined benefit plans:

**a Gratuity Plan**

15 days salary for every completed year of service. Vesting period is 5 years and payment is restricted to Rs. 20 lacs. The present value of defined obligation and related current cost are measured using the Projected Credit Method with actuarial valuation being carried out at each balance sheet date.

**b Risk Exposure**

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

**Interest Rates Risk**

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase. Thus the plan exposes the Company to the risk of fall in interest rates. Some times, the fall can be permanent, due to a paradigm shift in interest rate scenarios because of economic or fiscal reasons. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements). Even for funded schemes, a paradigm downward shift in bond yields may affect the reinvestment yields and may increase ultimate costs.

**Salary Inflation Risk**

The present value of the defined benefit plan is calculated with the assumption of salary escalation rate (SER), which is applied to find the salary of plan participants in future, at the time of separation Higher than expected increases in salary will increase the defined benefit obligation and will have an exponential effect.

**Demographic Risk**

Demographic assumptions are required to assess the timing and probability of a payment taking place. This is the risk of volatility of results due to unexpected nature of decrements that include mortality, attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short serving employees will be less compared to long service employees.

**Actuarial Risk**

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons: Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

**Liquidity Risk**

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cash flows.

**Asset Liability Mismatch**

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

This will come into play unless the funds are invested with a term of the assets replicating the term of the liability

**Investment Risk:**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**Legislative Risk/Regulatory Risk:**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation. The new labour code is a case in point. And the same will have to be recognized immediately in the year when any such amendment is effective.

**c Reconciliation of the net defined benefit (asset)/ liability**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

Particulars	Gratuity	
	2023-24	2022-23
Balance for previous years recorded in this year	15.81	15.78
Current Service Cost	2.62	2.01
Interest Cost on Defined Benefit Obligation	1.18	1.14
Actuarial Gain and Losses arising from	(1.26)	(3.13)
Balance at the end of the year	18.35	15.81
Expenses recognized in Statement of Profit & Loss	2.54	15.81

**d Actuarial Assumptions**

Particulars	Gratuity	Gratuity
	2023-24	2022-23
<b>Financial Assumptions</b>		
Discount Rate	7.26%	7.48%
Salary Escalation Rate	7%	7%
Attrition Rates	10%	10%
<b>Demographic Assumptions</b>		
Mortality Rate	(% of IALM 2012-14)	(% of IALM 2012-14)
Disability Rate	5%	5%
Withdrawal Rate		
Grades Rate from Age 35	0.0938	7.89%
Grades Rate from Age 40	6.25%	5.26%
Grades Rate from Age 45	3.13%	2.63%
Grades Rate from Age 50	1.56%	1.32%

**Note : Retirement Age 60**

**e** The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.



**f Maturity Profile of Defined Benefit Obligations]**

Expected benefits payment	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	1.00	1.06
Year 2	0.86	0.97
Year 3	0.75	0.90
Year 4	0.64	0.83
Year 5	0.57	0.79

Expected benefits payment 22-23	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	1.19	1.25
Year 2	1.08	1.22
Year 3	0.93	1.14
Year 4	0.78	1.02
Year 5	0.69	0.97

**g Sensitivity Analysis**

The sensitivity analyses below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	Gratuity (31.03.2024)		
	% Increase in Defined Benefit Obligation	Liability	Increase / Decrease in Defined Benefit Obligations
Effect on DBO due to 1% increase in Discount Rate	-9.72%	16.57	(1.78)
Effect on DBO due to 1% decrease in Discount Rate	11.40%	20.44	2.09
Effect on DBO due to 1% increase in Salary Escalation Rate	11.30%	20.39	2.04
Effect on DBO due to 1% decrease in Salary Escalation Rate	-9.64%	16.58	(1.77)
Effect on DBO due to 1% increase in Attrition Rate	-0.57%	18.25	(0.10)
Effect on DBO due to 1% decrease in Attrition Rate	0.61%	18.46	0.11
Mortality rate 10% Up	0.02%	18.35	0.00

Particulars	Gratuity (31.03.2023)		
	% Increase in Defined Benefit Obligation	Liability	Increase / Decrease in Defined Benefit Obligations
Effect on DBO due to 1% increase in Discount Rate	-8.73%	14.43	(1.38)
Effect on DBO due to 1% decrease in Discount Rate	10.18%	17.42	1.61
Effect on DBO due to 1% increase in Salary Escalation Rate	9.80%	17.36	1.55
Effect on DBO due to 1% decrease in Salary Escalation Rate	-8.53%	14.46	(1.35)
Effect on DBO due to 1% increase in Attrition Rate	-0.29%	15.76	(0.05)
Effect on DBO due to 1% decrease in Attrition Rate	0.33%	15.86	0.05
Mortality rate 10% Up	0.01%	15.81	(0.00)

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

While one of the parameters mentioned above is changed by 100 basis points, Other parameters are kept unchanged for evaluating the DBO While there is no change in the method used for sensitivity analysis from previous period, the change in assumptions now considered are with reference to the current assumptions

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

**30** Certain trade receivables ,loans & advances and creditors are subject to confirmation. In the opinion of the management, the value of trade receivables and loans & advances on realisation in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

### **31 Earnings per share (EPS) as per AS 20**

<b>Calculation of weighted average number of equity shares of Rs 10 each fully paid up:</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Number of equity shares at the beginning of the year	<b>19,41,860</b>	<b>12,860.00</b>
Total number of equity shares outstanding at the end of the year-A	<b>9,60,000</b>	<b>19,41,860</b>
Weighted average number of equity shares outstanding during the year –B	<b>21,01,860</b>	<b>4,25,084.66</b>
Net profit attributable to equity shareholders for calculation of basic EPS – C(Rs. In Lakhs)	<b>91.97</b>	<b>129.69</b>
Basic and Diluted EPS (Rs.) (C/B)(Based on weighted average number of shares)	<b>4.38</b>	<b>30.51</b>
Basic and Diluted EPS (Rs.) (C/A)(Based on shares at the end of year)	<b>4.38</b>	<b>6.68</b>
<b>Restated EPS</b>	<b>4.38</b>	<b>6.17</b>

### **32 Disclosure on Corporate Social Responsibility Expenses**

Provisions of Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the company.

### **33 Contingencies and Events occurring after the Balance Sheet Date**

There were no events which occurred after the Balance Sheet date up to the date of approval of financial statements which required any adjustments/disclosure in the financial statements as per AS-4.

### **34 Foreign currency transactions**

The company has not made any foreign currency during the period under consideration.

### **35 Segment Information**

The company operates in a single reportable primary segment (Business segment) i.e. Development of Information Technology.

No other operating segments have been aggregated to form the above reportable operating segments as per the criteria specified in the AS-17.

Business Segment wise / Geographical Segment wise revenue/results/assets/liabilities

Since there is Single Reportable Operating Segment hence disclosure of Operating Segment wise Assets, Liabilities, Revenue and Results are not applicable.

### **36 Related party transactions**

<b>a) Key management personnel ('KMP')</b>	<b>Relation</b>
Mr. Bappaditya Dasgupta	Director
Mr. Shamba Bhanja	Director
Mr. Priyabrata Seal	Director
Mrs. Soma Das	Director
Mr. Amalendu Chatterjee	CFO





Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

**b) Entities in which KMP can exercise significant influence**

Trickshot Solutions Private Limited

<i>c) Transactions with related parties during the year have been set out below</i>	31 March 2024	31 March 2023
<b>Remuneration</b>		
Key management personnel ('KMP')	42.90	55.46
<b>Interest income</b>		
Entities in which KMP can exercise significant influence	-	-
<b>Advances Received</b>		
Key management personnel ('KMP')	-	2.55
<b>Advances Repaid</b>		
Key management personnel ('KMP')	-	4.10
<b>Loans given during the year</b>		
Entities in which KMP can exercise significant influence	-	-
<b>Loans realised during the year</b>		
Entities in which KMP can exercise significant influence	-	-
<b>d) Balances at the year end</b>		
<b>Loans given</b>		
Entities in which KMP can exercise significant influence	-	-
<b>Advances Received</b>		
Key management personnel ('KMP')	-	0.45
<b>Advances given</b>		
Entities in which KMP can exercise significant influence	-	15.11
<b>Remuneration Payable at the year end</b>		
Key management personnel ('KMP')	6.92	1.42

**37. Information under section 186(4) of the companies Act, 2013**

	31st March 2023	Given	Realised	31st March 2024
<b>a) Loans given during the FY 2023-24</b>				
Wholly owned subsidiaries	-	-	-	-
Others	-	-	-	-
<b>b) Loans given during the FY 2022-23</b>	31 st march 2022	Given	Realised	31st March 2023
Wholly owned subsidiaries	-	-	-	-
Others	-	-	-	-
<b>c) Investment made</b>				
There are no investments by the company other than those stated under Note No. 13 in the financial statements.				
<b>d) Guarantee given</b>				
i) To secure obligation of wholly owned subsidiaries		-		
ii) To secure obligation of other related parties		-		

**e) Security given**

There is no security given during the year.

In the opinion of the Board of Directors and to the best of their knowledge and belief, the valuation on realisation of financial assets and other assets in the ordinary course of business would not be less than the amount at which they are stated in the financial statements.

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

### 38. Standalone Statement of Accounting Ratios :

Particulars	31 March 2024	31 March 2023
Restated PAT as per Profit and Loss Account(Rs. In lakhs)	91.97	129.69
EBITDA	153.57	214.85
Actual Number of outstanding equity shares at the end of the year	29,01,860	19,41,860
Weighted Number of outstanding equity shares at the end of the year	21,01,860	4,25,085
Net Worth	1,462.11	410.15
Current Assets	1,323.94	765.07
Current Liabilities	156.77	392.14
Number of shares	29,01,860	19,41,860
<b>Earnings per share</b>		
Basic EPS	4.38	30.51
Diluted EPS	4.38	30.51
<b>Return on Net Worth (%)</b>	6.29%	31.62%
Net Asset Value per share	50.39	21.12
EBITDA	153.57	214.85
Nominal Value per equity share(Rs.)	10	10

### Note - 39 Ratio Analysis

a) Current Ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Current Assets	1,323.94	765.07	558.87	73%	Increase in current assets is due to increase in cash and cash equivalents as funds were unutilised which were raised raised through Ipo
Current Liabilities	156.77	392.14	(235.37)	-60%	
<b>CA/CL</b>	<b>8.45</b>	<b>1.95</b>	<b>6.49</b>	<b>332.86%</b>	
b) Debt- Equity Ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Debt	89.85	155.09	(65.24)	-42%	Fresh Equity Shares Issued
Shareholder's Equity	1,462.11	410.15	1,051.97	256%	
<b>Debt- Equity Ratio</b>	<b>0.06</b>	<b>0.38</b>	<b>(0.32)</b>	<b>-83.75%</b>	
c) Debt - Service Coverage Ratio (DSCR)	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
EBDIT	153.46	214.85	-61.39	-0.29	
Debt Repayment	29.49	39.69	-10.20	-0.26	
<b>DSCR</b>	<b>5.20</b>	<b>5.41</b>	<b>(0.21)</b>	<b>-3.85%</b>	
d) Return on Equity Ratio (ROE)	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Profit after Tax (PAT)	91.97	129.69	(37.72)	(0.29)	Due to substantial increase in shareholder's equity due to issue of shares on premium.
Average Shareholder's Equity	936.13	344.92	591.21	1.71	
<b>ROE</b>	<b>0.10</b>	<b>0.38</b>	<b>(0.28)</b>	<b>-73.87%</b>	
e) Inventory Turnover Ratio	31 March 2024	31 March 2023	Variance	% Variance	Reason for variance
Stock	312.00	225.40	86.60	0.38	Due to increase in stock and decrease in sales as work is in progress and not yet billed.
Net Turnover	601.40	736.73	(135.33)	(0.18)	
<b>Inventory Turnover Ratio (Days)</b>	<b>1.93</b>	<b>3.27</b>	<b>(1.34)</b>	<b>-41.03%</b>	



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

(Currency: Rs. In lakhs)

<b>f) Trade receivables turnover ratio</b>	<b>31 March 2024</b>	<b>31 March 2023</b>	<b>Variance</b>	<b>% Variance</b>	<b>Reason for variance</b>
Debtors	526.42	372.51	153.91	0.41	Major Invoices were billed at the year end hence substantial increase in the debtors.
Gross Turnover	601.40	736.73	(135.33)	(0.18)	
<b>Trade receivables turnover ratio (Days)</b>	<b>1.14</b>	<b>1.98</b>	<b>(0.84)</b>	<b>-42.23%</b>	
<b>g) Trade payables turnover ratio</b>	<b>31 March 2024</b>	<b>31 March 2023</b>	<b>Variance</b>	<b>% Variance</b>	<b>Reason for variance</b>
Trade Payables for Goods	63.93	63.18	0.75	0.01	Decrease in trade payable in compared to purchase as timely payments were made.
Purchase	307.78	165.76	142.02	0.86	
<b>Inventory Turnover Ratio (Days)</b>	<b>4.81</b>	<b>2.62</b>	<b>2.19</b>	<b>83.51%</b>	
<b>h) Net capital turnover ratio</b>	<b>31 March 2024</b>	<b>31 March 2023</b>	<b>Variance</b>	<b>% Variance</b>	<b>Reason for variance</b>
Net Sales	601.40	736.73	(135.33)	(0.18)	Increase in current assets as reason mentioned above.
Average Working Capital	770.05	294.87	475.18	1.61	
<b>Net capital turnover ratio</b>	<b>0.78</b>	<b>2.50</b>	<b>(1.72)</b>	<b>-68.74%</b>	
<b>i) Net profit ratio</b>	<b>31 March 2024</b>	<b>31 March 2023</b>	<b>Variance</b>	<b>% Variance</b>	<b>Reason for variance</b>
Net Profit (PAT)	91.97	129.69	(37.72)	(0.29)	
Net Turnover	601.40	736.73	(135.33)	(0.18)	
<b>Net Profit Ratio</b>	<b>0.15</b>	<b>0.18</b>	<b>(0.02)</b>	<b>-13.13%</b>	
<b>j) Return on capital employed</b>	<b>31 March 2024</b>	<b>31 March 2023</b>	<b>Variance</b>	<b>% Variance</b>	<b>Reason for variance</b>
Earnings before Interest, Depreciation & Tax	153.46	214.85	(61.39)	(0.29)	Due to increase in capital employed as fresh share were issued at a premium.
Capital Employed (Total Assets - Current Liabilities)	1,510.28	440.50	1,069.78	2.43	
<b>Return on capital employed</b>	<b>0.10</b>	<b>0.49</b>	<b>(0.39)</b>	<b>-79.17%</b>	

**Note - 40**

The Company was originally incorporated on May 28, 2001 as a Private Limited Company as "Euphoria Infotech (India) Private Limited" vide Registration No. 093236 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on January 18, 2023, the Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of the Company was changed to 'Euphoria Infotech (India) Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 22, 2023 by the Registrar of Companies, Kolkata, West Bengal.

**Note - 41**

Other Statutory Information

- i) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017
- ii) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.
- iii) The company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- iv) The company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

**Notes** forming part of the Consolidated Financial Statements for the year ended 31st March, 2024

- v) The company has not traded or invested in Crypto currency or Virtual currency during the financial year.
- vi) The Company has not advanced or loaned or invested any fund to any person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:
- 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,
- vii) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- 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.
- viii) The Company do not have any such transactions 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.
- ix) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India during the year.

**Note - 42**

Previous year's figures have been regrouped and/or re-arranged wherever necessary, to conform the current year classification.

**For Baid, Agarwal Singhi & Co.**

Chartered Accountants

Firm's Registration No. with ICAI:0328671E

**(Dhruv Narayan Agarwal)**

Partner

Membership No.: 306940

Place : Kolkata

For and on behalf of the Board

**Euphoria Infotech (India)Limited**

**Bappaditya Dasgupta**

Director

DIN: 07449680

Place : Kolkata

**Shamba Bhanja**

Director

DIN: 01546020

Place : Kolkata

**Amalendu Chatterjee**

Chief Financial Officer

Place : Kolkata

**Md. Talha**

Company Secretary

Place : Kolkata





**Euphoria Infotech (India) Limited**

**CIN: U92200WB2001PLC093236**

Registered Office

Bengal Eco Intelligent Park,

Building EM-3 Sector V,

Salt Lake City, Kolkata – 700 091, West Bengal