



Mindpool Technologies Limited

ANNUAL REPORT 2022

ISIN: INER00RQ01019

NSE SYMBOL: MINDPOOL



**FROM THE DESK OF CHAIRMAN & MANAGING
DIRECTOR**



Mr. Ritesh Sharma

Dear Stakeholders,

I would like to convey my gratefulness for the encouragement and support you offer to the organization. It is a privilege to have you all on board, and we intend to work hard to provide value and innovative thinking to our decision-makers while also expanding the Mindpool family. Following COVID-19, the Company's goals had to be reinvented, with safety and well-being at the top of the queue, simultaneously, ensuring Operational continuity to meet customer needs and build lasting financial health was pivotal to our long-term profitability and your trust and contribution has played a vital role in Company's success.

I am excited to share that your company has performed marvellously on all counts and that we are ecstatic and proud to inform you that 'Mindpool' has completed 11 years and has worked masterfully even during times of tragedy, kudos to our experts who are focused on offering impactful solutions. Our unified efficiency helped contribute to a 121 % revenue increase. We are happy to announce that the company provided career paths to its staff-members at a time when

many other companies were experiencing serious financial hardships and layoffs, with appropriate appraisals averaging to 15%, in the January 2022 appraisal cycle.

You would be delighted to know that the organization has collaborated with a slew of Fortune 500 clients and we remain dedicated to our aim of maintaining the highest quality of advancement for business leaders across the world. We intend to develop viable solutions that will aid the company's financial expansion, boost brand value, and solidify our team of experts. Since the crisis, Mindpool has looked strong and quickly transformed itself to adapt to the global trend of workstyles, the health risks associated with the outset of the pandemic, and the inescapable financial shift. In addition, the organization has put in place a Business Continuity Plan, which is designed to enable our people, methodologies, and technology to collaborate and operate productively even in dire cases.

We are focused on providing value to stakeholders, employees, and businesses, and are laying the groundwork with our decision-makers to ensure the company's overall expansion. We will continue to assist customers in achieving their company's goals and accomplishments through our strong Staffing and IT Consultation Services. This will be achieved by keeping the Mindpool family members healthy and safe, our business operating, and our ambition in mind. We are confident in our array of skills, and diligence, and understand that our bond has grown stronger, and we are more committed than ever before to our stakeholders and purpose.

I am grateful to every member of the Mindpool family and hope that you will continue to offer us your support and motivation as we steer our organization forward.

Best Wishes!!

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CORPORATE INFORMATION

A. BOARD OF DIRECTORS



Mr. Ritesh Sharma
Chairman & Managing Director

A leader with around two decades of vast experience in IT Staffing & Consulting Industry, he oversees the Business Operations and is involved in Strategy Consulting, Business plans, Sales Strategy Development, IT Solutions, and Service delivery of the Company.

He has also been serving as member of Stakeholders Relationship Committee and Nomination & Remuneration Committee.

Being a dedicated & experienced professional, Mrs. Sharma has been a cornerstone for the development of Mindpool into a renowned IT consulting, development, and Digital Marketing organization. She has been taking the responsibility of the Human Resources Department and Administrative Operations of the company since the very beginning and continues to do so with an unyielding passion.

She is also a member of the Nomination & Remuneration Committee.



Mrs. Poonam Sharma
Whole-Time Director



Mr. Kaustubh Karwe
Independent Director

With around 24 years of professional experience across IT Projects, HR, Facility Administration including IT-Staffing and nearly 6 years of experience into Training & Development, Mr. Karwe is a specialist in Business Administration and a Master Trainer AML-KYC.

He has also been serving as the Chairman of Audit Committee and Stakeholders Relationship Committee and a member of the Nomination & Remuneration Committee.

Having over 24 years of industry experience, Mr. Jain's expertise in Product development and Program Management has been vital for the Company in planning and development of new areas and manners for expanding the services.

He has also been serving as the Chairman of Nomination & Remuneration Committee and a member of the Audit Committee and Stakeholders Relationship Committee.



Mr. Sunil Jain
Independent Director



He is an Accredited Trainer for EXIN® & PEOPLECERT® having a 22+ years of expertise learning in leading Service Management. Mr. Naiyyar is a Visionary, dynamic, outcome-oriented & collaborative leader who has worked in challenging environments with diverse geographies, cultures & vendors for global enterprises.

Mr. Shailendrasingh Naiyyar
Independent Director (Additional)

B. KEY MANAGERIAL PERSONNEL (Other than Directors)

Mr. Sathish K. Ganesan
Chief Financial Officer

He is the Country Head and Chief Financial Officer of the Company and has been an undivided part of the company since 2011. He has been proactively stimulating & empowering various teams of the organization to bring more value to the organization.

Mr. Sanskar Prabhakar
Company Secretary & Compliance Officer

He is an Associate Member of the Institute of Company Secretaries of India and a law graduate from Bharati Vidyapeeth University, Pune. He is thorough professional having expertise in Statutory and Stock Exchange Compliance and handles the secretarial, contracts, compliance, and other legal matters of the Company.

C. BOARD COMMITTEES

| Name of the Committee | Chairman | Members |
|--|-----------------|---------------------------------|
| Audit Committee | Kaustubh Karwe | Sunil Jain Ritesh Sharma |
| Nomination And Remuneration Committee | Sunil Jain | Kaustubh Karwe Poonam Sharma |
| Stakeholders Relationship Committee | Kaustubh Karwe | Sunil Jain Ritesh Sharma |

D. IMPORTANT STAKEHOLDERS & CORPORATE DETAILS

Statutory Auditor

**M/s. R.B SHARMA & CO.
Chartered Accountants
Pune (MH)**

Secretarial Auditor

**M/s. KANJ & Co. LLP
Company Secretaries
Pune (MH)**

Internal Auditor

Mr. Rohit Kalamkar, Pune

Bankers

**ICICI Bank Limited
Federal Bank Limited
RBL Bank Limited**

Registrar & Share Transfer Agents

BIGSHARE SERVICES PRIVATE LIMITED

S6-2, 6th Floor, Pinnacle business Park, Next to
Ahura Centre, Mahakali Caves Road, Andheri East,
Mumbai – 400093

Contact: + 91-22-6263 8200

www.bigshareonline.com

email: investor@bigshareonline.com

Listed On

**NSE EMERGE PLATFORM
(National Stock Exchange of India Ltd.)**

Investor Relations

Email: investors@mindpooltech.com

Website

www.mindpooltech.com

CIN

L72900PN2011PLC138607

Registered Office

3rd & 4th, Sr. No. 133/1/316111 GK Mall Near
Konkane Chowk, Pimple Saudagar, Pune
Maharashtra 411027

Contact Details

Tel: +91-9900038833; 9561979197

email: info@mindpooltech.com

ABOUT MINDPOOL

We are one of the leading technology consulting and digital solutions provider delivering technology solutions & capabilities to our clients from diverse industries across the world. We are experienced across a number of industry verticals with specialization in Digital Transformation, Data & Analytics, Cloud, and AI Solutions.

Mindpool, a listed company on NSE Emerge, has proven to be a trusted technology partner in India & US by maintaining a high standard of products/services and accredited with ISO 9001:2015 & ISO/IEC 27001:2013. We are rated high among our all clients, including Fortune 500 Clients & known for outstanding service delivery, sustained relationships, consistent results and innovation.



Our Business Approach

Mindpool Technologies focus has been in helping businesses grow with out-of-the box business solutions so as to create long-term value for our stakeholders - clients, candidates, employees and shareholders.

Our efficient, effective & transparent governing infrastructure provides the framework for a compliant and resilient growth strategy. Our knowledge driven expertise across sectors combined with our operational excellence puts us in a favorable position to enhance customer value.

Why Mindpool Technologies?

Personalized Services

We create highly personalized experience across every channel

Result Oriented Approach

We execute the right campaigns for the right customers at the right time across right channels

ISO Certified

Accredited with ISO 9001:2015 & ISO/IEC 27001:2013. Mindpool has proven to be a trusted technology partner to our clients by maintaining a high standards of products/ service

Customer Focused

We empower your sales and marketing teams with data insight

Completed Digital Service Provider

Empowering Organizations with End-to-End Innovative Digital Solutions.



Our Values



Vision

Partnership

We function as an organic extension of our client's teams and work closely with them to provide collaborative and dedicated support. We understand what matters for your success and deliver accordingly.



Confidentiality

We treat all information shared by our clients with utmost safety and privacy. We respect the confidentiality of client's data- giving utmost importance to business ethics. We build business relationships based on mutual trust.

Integrity

In an ever- demanding business environment, we constantly strive to meet all the expectations of our clients. We adhere to industry best-practices and standardized processes that allow us to surpass our client's expectations.

Mission

Constantly excel in creation and delivery of innovative workforce solutions that help our clients to effectively resolve their recruitment challenges.

CSR ACTIVITIES

Computer Lab Setup

Mindpool Technologies Ltd. helped in setting up a Computer Lab for the NGO at Wagholi, Pune



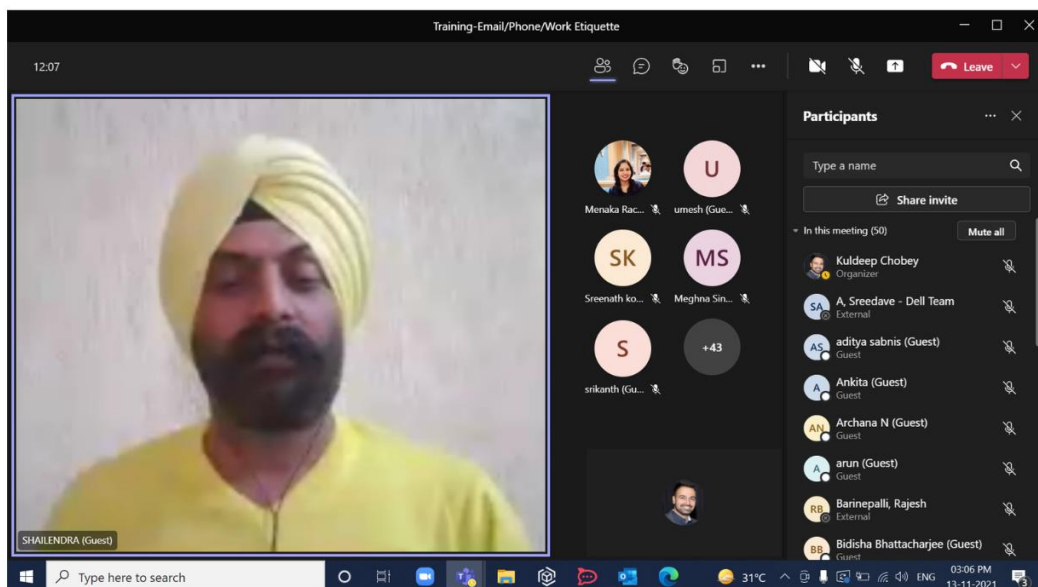
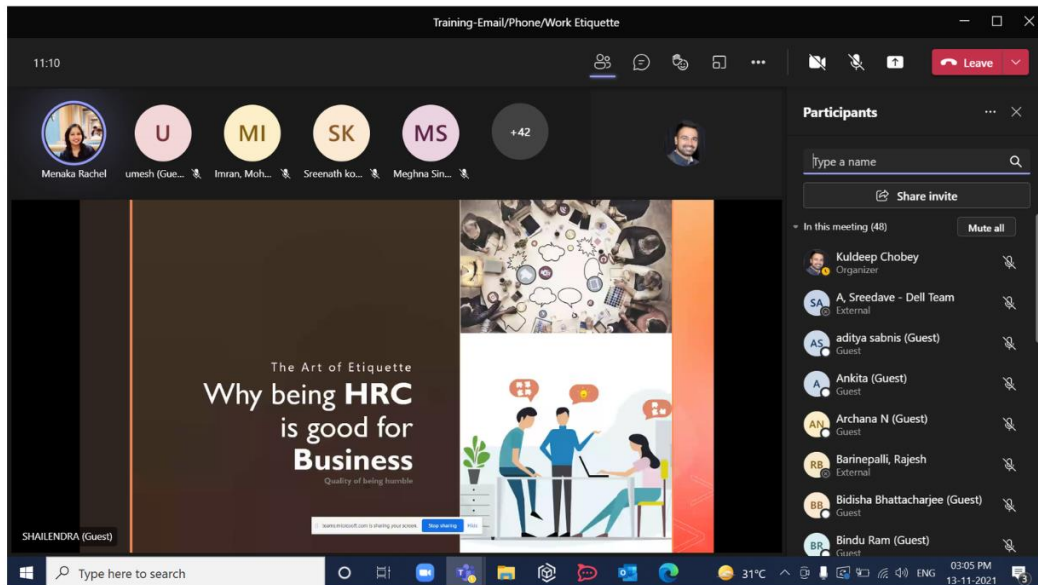
Rs. 1.5 lakh donated to PM CARES Fund



PM CARES
Prime Minister's Citizen Assistance and Relief
in Emergency Situations Fund

CORPORATE TRAINING

>> The Art of Etiquette <<



NOTICE OF THE 12TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF MINDPOOL TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2022 AT 4 P.M. (IST) THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for Financial Year ended March 31st, 2022 including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31, 2022 along with the Directors’ Report and the Auditor’s Report thereon be and are hereby received, considered, approved and adopted.”

- (b) The Audited Consolidated Financial Statements of the Company for Financial Year ended March 31st, 2022 including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31, 2022 along with the Directors’ Report and the Auditor’s Report thereon be and are hereby received, considered, approved and adopted.”

SPECIAL BUSINESS:

2. To re-appoint Mr. Ritesh Sharma (DIN: 02676486) as the Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the reappointment of Mr. Ritesh Ramavtar Sharma (DIN: 02676486) as the Chairman & Managing Director of the Company for a period of 5 years (w.e.f. October 1, 2022 to September 30, 2027), on the terms and conditions

including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED THAT pursuant to the provisions of Section 178, 197 and 198 alongwith Schedule V of the Companies Act, 2013 read with the rules made thereunder and the other applicable provisions of law, including any statutory modification(s) or reenactment thereof, for the time being in force ("Act"), and on recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company be and is hereby accorded for payment of a Remuneration of Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum (as detailed in the Explanatory Statement annexed to the Notice and excluding the reimbursement of expenses) to Mr. Ritesh Ramavtar Sharma (DIN: 02676486) the Managing Director of the Company over and above the limit prescribed under Section 197 in furtherance of Schedule V of the Companies Act, 2013 with effect from 1st April 2022.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

3. To re-appoint Mrs. Poonam Ritesh Sharma (DIN: 03397469) as the Whole Time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the reappointment of Mrs. Poonam Ritesh Sharma (DIN: 03397469) as the Executive & Whole-Time Director of the Company for a period of 5 years (w.e.f. October 1, 2022 to September 30, 2027), on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED THAT pursuant to the provisions of Section 178, 197 and 198 alongwith Schedule V of the Companies Act, 2013 read with the rules made thereunder and the other applicable provisions of law, including any statutory modification(s) or reenactment thereof, for the time being in force ("Act"), and on recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company be and is hereby accorded for payment of a Remuneration of Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum (as detailed in the Explanatory Statement annexed to the Notice and excluding the reimbursement of expenses) to Mrs. Poonam Ritesh Sharma (DIN: 03397469) the Whole-Time Director of the Company over and above the limit prescribed under Section 197 in furtherance of Schedule V of the Companies Act, 2013 with effect from 1st April 2022.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

4. To re-appoint Mr. Kaustubh Narayan Karwe (DIN: 08553122) as the Non-Executive

Independent Director of the company for a period of 5 consecutive years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the rules made thereunder with Schedule IV to the Act alongwith the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the Articles of Association of the Company and after considering the declaration that he meets criteria of Independence as prescribed in Section 149(6) of the Act, the consent of Members of the Company be and is hereby accorded for re-appointment of Mr. Kaustubh Narayan Karwe (DIN: 08553122), who was appointed as an Independent Director at the 10th Annual General Meeting of the Company held on September 30, 2020 for a period of three (3) consecutive years from the date of his appointment in the Board Meeting i.e. from 23rd September 2019 upto 22nd September, 2022 for a second term of 5 (five) years, i.e. upto 22nd September 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and rules made thereunder, Mr. Kaustubh Narayan Karwe (DIN: 08553122) be paid such fee and/or commission as the may be decided by the Board and its committee from time to time, subject to the limits prescribed by law.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

5. To regularize the appointment of Mr. Shailendrasingh Naiyyar (DIN: 09723751) as the Non-Executive Independent Director of the company for a period of 5 consecutive years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the rules made thereunder with Schedule IV to the Act alongwith the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the Articles of Association of the Company and after considering the declaration that he meets criteria of Independence as prescribed in Section 149(6) of the Act, the consent of Members of the Company be and is hereby accorded to appoint Mr. Shailendrasingh Naiyyar (DIN: 09723751), [who was appointed as an Additional Independent Director w.e.f. 1st September 2022 by the Board of Directors and who holds office upto the date of this Annual General Meeting] for a term of 5 (five) years, i.e. upto 31st August 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and rules made thereunder, Mr. Shailendrasingh Naiyyar (DIN: 09723751) be paid such fee and/or commission as the may be decided by the Board and its committee from time to time, subject to the limits prescribed by law.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

By Order of the Board of Directors
For, Mindpool Technologies Limited

Sd/-

Sanskar Prabhakar
Company Secretary
A65089

Place: Pune
Date: 1st September, 2022

NOTES:

1. **A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the Item Nos. 2, 3, 4 and 5 of this Notice is annexed herewith and the same is to be read as part of this Notice.**
2. **General instructions for accessing and participating in the 12th Annual General Meeting (AGM) through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 - 2.1. In view of the outbreak of the COVID-19 social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (referred to as 'MCA Circulars' hereinafter) and Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 read with Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/201 dated October 08, 2020, Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2021/21 dated February 26, 2021, Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2021/697 dated December 22, 2021 and Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 issued by the Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 12th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
 - 2.2. The deemed venue for the 12th AGM shall be the Registered Office of the Company, i.e. Mindpool Technologies Limited, 3rd & 4th, SR NO 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune Maharashtra- 411027 India.
 - 2.3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **However**, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act **will not be available** for the 12th AGM.
 - 2.4. Institutional/Corporate Shareholders (i.e. other than individuals/ NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorization/etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to investors@mindpooltech.com
 - 2.5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the 12th AGM.
 - 2.6. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.
 - 2.7. National Securities Depository Limited ('NSDL') will be providing facility for voting

through remote e-Voting, for participation in the 12th AGM through VC/OAVM Facility and e-Voting during the 12th AGM.

- 2.8. Members may join the 12th AGM through VC/ OAVM Facility by following the procedure as mentioned below which shall be kept open for the members from 3:45 P.M. IST i.e. 15 minutes before the time scheduled to start the 12th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 12th AGM.
- 2.9. The facility of participation at the 12th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 2.10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 2.11. 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 Circulars issued by the Ministry of Corporate Affairs and detailed in Note 2.1 hereinabove, the Company is providing facility of remote e-voting to its Members holding shares in physical or dematerialized form, as on the cut-off date, being **Friday, 23rd September, 2022**, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting").
- 2.12. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.mindpooltech.com.
- 2.13. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.mindpooltech.com
- 2.14. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 2.15. The members may submit their questions prior to the commencement of the 12th AGM at investors@mindpooltech.com / cs@mindpooltech.com
- 2.16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to investors@mindpooltech.com / cs@mindpooltech.com

3. The Instructions and other information relating to remote e-voting are as under: -

- 3.1 The remote e-voting period begins on Monday, September 26, 2022 at 9:00 A.M. and ends on Thursday, September 29, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 3.2 Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. September 23rd, 2022) shall be entitled to cast their vote through VC/ OAVM at the 12th AGM. Any person who is not a member of as on the cut-off date should treat this Notice for information purposes only.

4. The remote e-Voting process is explained herein below:

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 at <https://www.evoting.nsdl.com/>

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold 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 company name or **e-Voting service provider i.e. NSDL** 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.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43 |

B) Login Method for e-Voting and joining virtual meeting 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: <https://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 <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 <u>IN300***</u> and Client ID is <u>12*****</u> then your user ID is <u>IN300***12*****</u> . |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is <u>12*****</u> then your user ID is <u>12*****</u> . |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company. For example if folio number is <u>001***</u> and EVEN is <u>101456</u> then user ID is <u>101456001***</u> . |

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status. Select “EVEN” of company for which you wish to cast your vote.
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.

5. General Guidelines for shareholders:

- 5.1. 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 sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in and investors@mindpooltech.com.
- 5.2. 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 to reset the password.
- 5.3. 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 or call on toll free no.: 1800-222-990/1800-224-430 or send a request to Mr. Anubhav Saxena, Assistant Manager at evoting@nsdl.co.in.
- 5.4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 23rd September 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/Bigshare. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 / 1800 22 44 30. In case of

Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23rd September, 2022, may follow steps mentioned in this Notice of the 12th AGM under “Access to NSDL e-Voting system”.

6. 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:

- 6.1. 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 investors@mindpooltech.com.
- 6.2. 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 investors@mindpooltech.com.

If you are an Individual shareholder 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.**

- 6.3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 6.4. 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.

7. Instructions for members for attending the AGM through VC/ OAVM are as under:

- 7.1. 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.
- 7.2. Members are encouraged to join the Meeting through Laptops for better experience.
- 7.3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

7.4. 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.

8. Procedure for Speaker Registration and to raise questions / seek clarifications with respect to Annual Report:

8.1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered Email ID to investors@mindpooltech.com/cs@mindpooltech.com till Wednesday, September 28th, 2022. Only those members who have registered themselves as Speaker will be allowed to express their views/ask questions during the AGM.

Speaker Registration Form *

| | |
|---|--|
| Name of Shareholder (including joint holder) | |
| DPID-CLID /Folio Number | |
| Permanent Account Number (PAN) | |
| E-mail ID | |
| Mobile Number | |
| Query in brief | |

** All fields are mandatory*

8.2. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

8.3. 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 investors@mindpooltech.com / cs@mindpooltech.com. The same will be replied by the Company suitably.

9. The instructions for members for e-voting on the day of the AGM are as under: -

9.1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

9.2. 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.

9.3. 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.

9.4. 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.

10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to Bigshare Services Private Limited ('Bigshare'), Registrar and Transfer Agent ('R&T') of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investors@mindpooltech.com/ cs@mindpooltech.com with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 12th AGM on the website of the service provider <https://evoting.nsdl.com/>. Shareholder would be able to view documents under the EVEN of the Company after entering their log- in credentials. This notice and the Annual Report will also be available on the Company's website www.mindpooltech.com for download.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 12th AGM along with the Annual Report 2021-22 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 and Annual Report 2021-22 will also be available on the Company's website www.mindpooltech.com, and the website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Service Provider, <https://evoting.nsdl.com/>.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN and / or AADHAAR to the Company/Bigshare.
14. The Board of Directors has appointed Mr. Sunil Nanal, Designated Partner of KANJ & Co. LLP, Practicing Company Secretary as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working 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 authorised by him in writing, who shall countersign the same.
16. The Results on above resolutions shall be declared within two working days of the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
17. The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company (www.mindpooltech.com) and on Service Provider's website (<https://evoting.nsdl.com/>) and the same shall also be simultaneously communicated to the National Stock Exchange of India Limited (NSE).

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 2: TO RE-APPOINT MR. RITESH SHARMA (DIN: 02676486) AS THE MANAGING DIRECTOR OF THE COMPANY

Mr. Ritesh Sharma, (DIN 02676486) Chairman and Managing Director equipped with more than 18 years of experience in IT Staffing and Consulting industry, is the Promoter and Managing Director of your Company. He has been associated with your company since its inception and was appointed as the Chairman & Managing Director w.e.f. 8th March 2018 by the members of the Company for a term of 5 years at a remuneration of Rs. 17,29,992 (Rupees Seventeen Lakhs Twenty-Nine Thousand Nine Hundred and Ninety-Two Only).

As per the provisions of Companies Act, 2013 a Managing Director may be re-appointed for another term of 5 years, however, such reappointment shall not be made earlier than one year before the expiry of his term. Therefore, re-appointment of Mr. Sharma is within the prescribed period of 1 year before expiry of his ongoing term ending on 7th March 2023. Accordingly, the Board, subject to approval of the members, has re-appointed Mr. Ritesh Sharma as the Chairman & Managing Director of the Company w.e.f. 1st October 2022 as per the recommendation of the Nomination & Remuneration Committee in their meeting held on 1st September, 2022.

Also, in pursuance of Section 197 & 198 read with Schedule V of the Companies Act, 2013, subject to the approval of the members by means of Special Resolution, the Board has decided to fix the overall remuneration (except reimbursement of expenses) of Mr. Ritesh Sharma at Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) w.e.f. 1st April 2022 as per the following table:

| Sr. No. | Particulars | Amount (INR) |
|---------|--|--------------|
| A | Annual Gross Remuneration | 36,00,000 |
| B | Less: Insurance Premium (directly paid by Company) | 6,00,000 |
| C | Annual Gross Remuneration (In-hand) | 30,00,000 |
| D | Monthly Gross Remuneration (In-hand) (C/12) | 2,50,000 |

| Sr. No. | CTC Components | Amount INR Per Annum |
|---------|--|----------------------|
| 1 | Basic Salary & DA | 15,00,000 |
| | Housing Rent Allowance | 6,00,000 |
| | Leave Travel Allowance | 1,80,000 |
| | Other Allowances | 5,22,888 |
| | (A) Gross Salary (Sum of above Fixed Components) | 28,02,888 |
| 2 | (B) Bonus (Paid Monthly) | 1,24,956 |
| | Provident Fund/Gratuity | 72,156 |
| | (C) Employer Contribution Total in CTC | 1,97,112 |
| 3 | (D) Variable Salary (Performance Based-Paid Annually) | - |
| 4 | (E) Insurance Premium | 6,00,000 |
| | (A+C+D) Total Cost To Company (Gross) | 36,00,000 |

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 2 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 2 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:

| Sr. No. | Particulars | Details |
|----------------|--|---|
| 1 | Name of the Director and DIN | Ritesh Ramavtar Sharma – (DIN: 02676486) |
| 2 | Designation | Chairman & Managing Director |
| 3 | Date of Birth | 20/05/1977 |
| 4 | Qualification | Bachelor of Commerce |
| 5 | Date of Original Appointment as Director | 21/02/2011 |
| 6 | Date of Appointment as Managing Director | 08/03/2018 |
| 7 | No. of Board Meetings attended during the Year | 06 |
| 8 | Experience and Expertise | <p>Mr. Ritesh Sharma is the Promoter and Managing Director of the Mindpool Technologies Ltd. He is one of the most important pillars of the company since its inception. His knowledge, experience, leadership and guidance plays a vital role in Company's growth as a leading IT Staffing, Consulting, Development and Digital Marketing firm.</p> <p>He oversees the Business Operations and is involved in Strategy Consulting, Business plans, Sales Strategy Development, IT Solutions, and Service delivery across India & North America.</p> <p>Alongwith a Bachelor's degree in commerce, Mr. Sharma has been Certified in Executive Leadership & Leadership Foundations from LinkedIn.</p> <p>Having an experience of around two decades in the IT Consulting and Staffing industry, his sheer grit and passion has been able to propel the Company in a forward direction.</p> |
| 9 | Relationship between Directors, Manager and other Key Managerial Personnel | <p>Mr. Poonam Ritesh Sharma, Whole-Time Director of the Company is the wife of Mr. Ritesh Sharma.</p> <p>He is not related to any other Director or KMP of the Company</p> |
| 10 | Directorship in other Companies | Director of Mindpool Technologies INC, USA |
| 11 | No. of Equity Shares held in the company | 15,05,000 Equity Shares |

| | | |
|----|---|---|
| 12 | Terms and conditions of reappointment & Remuneration sought for | Managing Director for 5 years at an remuneration of Rs. 36 Lakhs as per Section 197 read with Schedule V of the Companies Act 2013. |
| 13 | Details of remuneration last drawn | Rs. 17,29,992/- Per annum [FY 2021-22] |
| 14 | Chairmanship/Membership of Committees in the Board of other Companies | Member of Audit Committee Member of Stakeholders Relationship Committee |
| 15 | Nature, material terms, monetary value and particulars of the contract or arrangement | NIL |

Item No. 3: TO RE-APPOINT MRS. POONAM RITESH SHARMA (DIN: 03397469) AS THE WHOLE TIME DIRECTOR OF THE COMPANY

Mrs. Poonam Ritesh Sharma, (DIN 03397469) Whole Time Director is also the Promoter of your Company. She has been associated with your company since its inception and was appointed as the Whole Time Director w.e.f. 9th April 2018 by the members of the Company for a term of 5 years at a remuneration of Rs. 11,40,000 (Rupees Eleven Lakhs Forty Thousand Only).

As per the provisions of Companies Act, 2013 a Whole-Time Director may be re-appointed for another term of 5 years, however, such reappointment shall not be made earlier than one year before the expiry of his/her term. Therefore, re-appointment of Mrs. Sharma is within the prescribed period of 1 year before expiry of his ongoing term ending on 8th April 2023. Accordingly, the Board, subject to approval of the members, has re-appointed Mrs. Poonam Sharma as the Whole-time Director of the Company w.e.f. 1st October 2022 as per the recommendation of the Nomination & Remuneration Committee in their meeting held on 1st September, 2022.

Also, in pursuance of Section 197 & 198 read with Schedule V of the Companies Act, 2013, subject to the approval of the members by means of Special Resolution, the Board has decided to fix the overall remuneration (except reimbursement of expenses) of Mrs. Poonam Ritesh Sharma at Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) w.e.f. 1st April 2022 as per the following table:

| Sr. No. | Particulars | Amount (INR) |
|---------|--|--------------|
| A | Annual Gross Remuneration | 36,00,000 |
| B | Less: Insurance Premium (directly paid by Company) | 6,00,000 |
| C | Annual Gross Remuneration (In-hand) | 30,00,000 |
| D | Monthly Gross Remuneration (In-hand) (C/12) | 2,50,000 |

| Sr. No. | CTC Components | Amount INR Per Annum |
|---------|--|----------------------|
| 1 | Basic Salary & DA | 15,00,000 |
| | Housing Rent Allowance | 6,00,000 |
| | Leave Travel Allowance | 1,80,000 |
| | Other Allowances | 5,22,888 |
| | (A) Gross Salary (Sum of above Fixed Components) | 28,02,888 |
| 2 | (B) Bonus (Paid Monthly) | 1,24,956 |
| | Provident Fund/Gratuity | 72,156 |
| | (C) Employer Contribution Total in CTC | 1,97,112 |
| 3 | (D) Variable Salary (Performance Based-Paid Annually) | - |
| 4 | (E) Insurance Premium | 6,00,000 |

| | |
|---------------------------------------|-----------|
| (A+C+D) Total Cost To Company (Gross) | 36,00,000 |
|---------------------------------------|-----------|

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 3 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 3 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1 | Name of the Director and DIN | Poonam Ritesh Sharma – (DIN: 03397469) |
| 2 | Designation | Whole-Time Director |
| 3 | Date of Birth | 15/04/1981 |
| 4 | Qualification | B.Com & B.ED |
| 5 | Date of Original Appointment | 21/02/2011 |
| 6 | Date of Appointment as Managing Director | 09/04/2018 |
| 7 | No. of Board Meetings attended during the Year | 06 |
| 8 | Experience and Expertise | Poonam Sharma aged 41 years, is the Promoter and Whole Time Director of the Company. She holds a Bachelor's degree in commerce and has completed her B.ED (Bachelor of Education) from Pt. Ravishankar Shukla University, Raipur. She has been associated with the company since inception. She handles the Human Resource and Administration Operations of the Company. |
| 9 | Relationship between Directors, Manager and other Key Managerial Personnel | Mr. Ritesh Sharma, Chairman & Managing Director of the Company is the husband of Mrs. Poonam Ritesh Sharma. She is not related to any other Director or KMP of the Company |
| 10 | Directorship in other Companies | Director of Mindpool Technologies INC, USA |
| 11 | No. of Equity Shares held in the company | 15,05,000 Equity Shares |
| 12 | Terms and conditions of reappointment & Remuneration sought for | Whole-time Director for 5 years at a remuneration of Rs. 36 Lakhs as per Section 197 read with Schedule V of the Companies Act 2013. |
| 13 | Details of remuneration last drawn | Rs. 11,40,000/- Per annum [FY 2021-22] |
| 14 | Chairmanship/Membership of Committees in the Board of other Companies | Member of the Nomination & Remuneration Committee |

| | | |
|----|---|-----|
| 15 | Nature, material terms, monetary value and particulars of the contract or arrangement | NIL |
|----|---|-----|

ITEM 4: TO RE-APPOINT MR. KAUSTUBH NARAYAN KARWE (DIN: 08553122) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 CONSECUTIVE YEARS.

Mr. Kaustubh Karwe (DIN 08553122) was appointed as Independent Director w.e.f. 23rd September, 2019 by the Company in accordance with the provisions of the Companies Act, 2013 read alongwith the Rules thereto (hereinafter referred to as “the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”, for a period of 3 (three) consecutive years, i.e. till 22nd September, 2022.

In furtherance of the provisions of Section 149 of the Act and as per the Listing Regulations, the Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had re-appointed Mr. Kaustubh Karwe as an Independent Director for a second term of 5 (five) consecutive years. However, as per Section 149(10) the re-appointment of an Independent Director for a second term of upto 5 years is subject to the approval of the members of the Company by means of a Special Resolution.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Kaustubh Karwe, for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act. Since his appointment as an Independent Director has been recommended by the Nomination and Remuneration Committee, the requirement of deposit of 1,00,000/- for proposing his candidature is not applicable pertaining to the first proviso to Section 160 (1) of the Act.

The Board of Directors is of the opinion that Mr. Kaustubh Karwe possess adequate knowledge and varied experience which has been a great value to the Company and shall be beneficial to the Company in years to come. Therefore, the Board and its Committee has recommended the Resolution at Item No. 4 of this Notice relating to his appointment as a Non-Executive Independent Director (not liable to retire by rotation) for your approval.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 4 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 4 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:

| Sr. No. | Particulars | Details |
|---------|------------------------------|---|
| 1 | Name of the Director and DIN | Kaustubh Narayan Karwe– (DIN: 08553122) |
| 2 | Designation | Non-Executive Independent Director |
| 3 | Date of Birth | 19/12/1962 |

| | | |
|----|---|--|
| 4 | Qualification | Master in Business Administration |
| 5 | Date of Original Appointment | 23/09/2019 |
| 6 | No. of Board Meetings attended during the Year | 06 |
| 7 | Experience and Expertise | <p>Mr. Kaustubh Karwe has around 24 years of professional experience across IT Projects, HR, Facility Administration including IT-Staffing & also nearly 6 years of experience into Training & Development. Within the IT-Sector, he had held positions as Team-Leader, Oracle Applications Consultant, Project Manager using On-Shore & Off-Shore Model and Delivery Manager.</p> <p>Mr. Karwe is a specialist in Business Administration, a Certified Independent Director, and a Master Trainer AML-KYC. He has also acquired multiple certifications on various growth-oriented topics from the UK; Switzerland; USA; Canada; & India.</p> <p>As an industry specialist, he has been nominated as LinkedIn Global-Goodwill-Ambassadors, India, and has received "Lifetime Achievement Award" from RIGHTS-Foundation India.</p> <p>He has an active member and contributor to the Board and its various committees.</p> |
| 8 | Relationship between Directors, Manager and other Key Managerial Personnel | He is not related to any Director or KMP of the Company |
| 9 | Directorship in other Companies | NIL |
| 10 | No. of Equity Shares held in the company | NIL |
| 11 | Terms and conditions of reappointment & Remuneration sought for | Non-Executive Independent Director eligible to sitting fee as recommended by the NRC |
| 12 | Details of remuneration last drawn | NIL |
| 13 | Chairmanship/Membership of Committees in the Board of other Companies | Chairman of Audit & Stakeholders Relationship Committee Member of Nomination & Remuneration Committee |
| 14 | Nature, material terms, monetary value and particulars of the contract or arrangement | NIL |

ITEM 5: TO REGULARIZE THE APPOINTMENT OF MR. SHAILENDRASINGH NAIYYAR (DIN: 09723751) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 CONSECUTIVE YEARS.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Shailendrasingh Naiyyar (DIN: 09723751) as an Additional Non-Executive Independent Director w.e.f. September 1st, 2022. In terms of Section 161(1) read with

Section 149 of the Companies Act, 2013 alongwith Articles of Association of the Company, Mr. Naiyyar holds office as an Additional Non-Executive Independent Director only up to the date of the ensuing Annual General Meeting and being eligible has offered himself for appointment as a Non-Executive Independent Director.

The Company has received notice in writing under the provisions of Section 160 of the Act from the Nomination & Remuneration Committee for proposing his appointment as an Independent Director in terms of Section 149 of the Act. Since his appointment as an Independent Director has been recommended by the Nomination and Remuneration Committee, the provision regarding deposit of 1,00,000/- under Section 160 of the Act is not applicable pursuant to the proviso to sub-section 1 of Section 160. Therefore, the Board and its Committee has recommended the Resolution at Item No. 5 of this Notice relating to his appointment as a Non-Executive Independent Director (not liable to retire by rotation) for your approval.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 5 of the Notice of 12th AGM.

The Board recommends the Special Resolution for the Item 5 set out in the Notice of 12th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:

| Sr. No. | Particulars | Details |
|----------------|--|--|
| 1 | Name of the Director and DIN | Shailendrasingh Naiyyar – (DIN: 09723751) |
| 2 | Designation | Additional Director (Non-executive & Independent) |
| 3 | Date of Birth | 25/10/1976 |
| 4 | Qualification | Master of Computer Applications |
| 5 | Date of Original Appointment | 01/09/2022 |
| 6 | No. of Board Meetings attended during the Year | NA |
| 7 | Experience and Expertise | <p>Mr. ShailendraSingh Naiyyar is an Accredited Trainer for EXIN® & PEOPLECERT® having a 22+ years of expertise learning in leading Service Management using agile & DevOps mindset in Quality –Test Assurance, Programs-Projects-Process Management, Digital Transformation, Risk & Compliance, Vendor & Contract Management for Global Enterprise(s).</p> <p>Mr. Naiyyar is a Visionary, dynamic, outcome-oriented & collaborative leader who has worked in challenging environments with diverse geographies, cultures & vendors for global enterprises. Experienced in driving business improvements and implementation, Mr. Naiyaar is an expert when it comes to resolving complex issues, motivating for peak performance, drive inclusive growth and cultivating relationship.</p> |

| | | |
|----|---|---|
| | | <p>Having numerous professional certifications such as ITIL® 4 Strategic Leader & Managing Professional AXELOS, DevOps Leadership & Foundation PeopleCert, agile Business Professional & Scrum Master EXIN, etc., he is having core skills in E2E Service Delivery, DevOps & agile, Program and Project areas, presales & Contract management, Process optimization.</p> <p>Mr. Naiyyar has been facilitated with various awards from prestigious organisations and entities including “The Musketer Award from Corporate IT” by Syngenta Services Pvt. Ltd. and “Associates Consistently Excel award from Business” by TechMahindra Limited, Pune.</p> <p>Academically, Mr. Naiyyar has completed the Digital Transformation for Next Enterprise(s) Program from Columbia Business School and is a post-graduate in Master of Computer Applications from Gujarat University.</p> |
| 8 | Relationship between Directors, Manager and other Key Managerial Personnel | He is not related to any Director or KMP of the Company |
| 9 | Directorship in other Companies | NIL |
| 10 | No. of Equity Shares held in the company | NIL |
| 11 | Terms and conditions of reappointment & Remuneration sought for | Non-Executive Independent Director eligible to sitting fee as recommended by the NRC |
| 12 | Details of remuneration last drawn | NIL |
| 13 | Chairmanship/Membership of Committees in the Board of other Companies | Chairman of Audit & Stakeholders Relationship Committee Member of Nomination & Remuneration Committee |
| 14 | Nature, material terms, monetary value and particulars of the contract or arrangement | NIL |

BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting the Twelfth Annual Report on the business and operations of the Company along with the Audited Financial Statements and Boards' Report for the Financial Year ended March 31, 2022.

1. FINANCIAL RESULTS

The details of the Company's performance for the year under review along with the previous year's figures are given hereunder:

(Amount in INR Lakhs)

| Particulars | Standalone | | Consolidated | |
|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | For the FY ended 31.03.2021 | For the FY ended 31.03.2022 | For the FY ended 31.03.2021 | For the FY ended 31.03.2022 |
| <i>Income from operations</i> | 994.49 | 2,202.95 | 8,029.21 | 4,847.38 |
| <i>Other Income</i> | 10.56 | 50.03 | 39.27 | 50.03 |
| Total Revenue | 1,005.06 | 2,252.99 | 8,068.48 | 4,897.41 |
| <i>Less: Expenses</i> | 965.28 | 2,200.35 | 7,849.75 | 4,794.65 |
| Profit Before Tax | 39.85 | 52.63 | 218.83 | 102.76 |
| <i>Less: Tax Expense</i> | | | | |
| <i>Current Tax</i> | 1.07 | 8.21 | 35.56 | 8.21 |
| <i>Tax/ MAT adjustments for earlier years</i> | NIL | NIL | NIL | NIL |
| <i>Deferred Tax</i> | (2.66) | (1.50) | (5.09) | (1.50) |
| <i>MAT credit</i> | NIL | NIL | NIL | NIL |
| Net Profit After Tax | 41.44 | 45.92 | 149.21 | 96.05 |

2. STATEMENT OF COMPANY AFFAIRS & OPERATIONAL PERFORMANCE

Overview:

Staffing companies have become a vital necessity for the business world. This has immensely increased the size and scope of IT staffing. IT companies are always on the requirement for skilled human resources to fill up their permanent or temporary positions. The job of a staffing company holds more prominence as it matches the workforce requirements of the business with equally qualified candidates who possess the desired skills and expertise.

In this era of constantly changing business dynamics influenced by the COVID-19 pandemic, IT staffing companies, despite the changing market dynamics, have the immense opportunity for transitioning themselves from being just labour resources intermediaries to becoming growth drivers of the IT companies.

During the year, Company has moved the Business of its major client Equinix Inc. from US to India whereby the revenue of the Company is expected to rise alongwith more employment and staffing opportunities in the upcoming years. Multiple new clients having huge workforce and staff requirements have also been onboarded, which will help the Company reach its desired heights.

While providing the IT Staffing, Payroll Routing and other IT services, the Company has been expanding its business in the Digital Marketing and Cloud services. It is also focused on providing more sustainable and satisfactory services alongwith expanding the business revenue and relationship.

Consolidated Performance: The Company has shown a proven record of consistency and growth by its efficient performance. However, the Consolidated Revenue during the period under report aggregates to an amount of INR 4,847.38 Lakhs as compared to an amount of INR 8,029.21 Lakhs earned during the previous financial year resulting in a reduction of 39.62%. Also, The Company has recorded a profit after tax (PAT) of INR 96.05 Lakhs during the year under report as compared to an amount of INR 149.21 Lakhs in the previous year 2020-21 resulting in a reduction of 31.67%.

It is to be noted that the said reduction in the Consolidated Revenue and Profit of the Company during the year under report is due to the divestment of 10.93% (i.e. 47,000) Equity Shares in S A Tech Software India Pvt. Ltd. (SA Tech). As a result of the same, the relation of SA Tech has changed from Subsidiary to Associate w.e.f. 1st November 2021 and therefore, as per the applicable accounting standards, proportionate effect to the financial results of SA Tech has been accounted for in the reserves (equity & liability) and non-current investment (assets). In the previous Financial Year, the accounts of S A Tech along with the accounts of Mindpool Technologies Inc. (wholly owned subsidiary) were consolidated with that of the Company, whereas during the period under report, in furtherance of the divestment in SA Tech, the Consolidated Revenue and Consolidated Profits comprise of results of Mindpool Technologies Inc. alongwith that of the Company.

Standalone Performance: During the year under review your company reported a good rise in revenue from operations amounting to an amount of INR 2202.95 Lakhs as compared to an amount of INR 994.50 Lakhs earned in the previous Financial Year. The Company has marked a growth of 121.51 % in its turnover during the FY 2021-22 as compared to a growth of 22.43 % made during the FY 2020-21 as an effect of planned and executed operations of expanding its client base and business in India. The export turnover of the Company has witnessed a substantial growth over 400% during the period whereas the turnover from domestic sale has made a growth by 157%.

The Company has recorded a Gross Profit (PBT) of INR 52.63 lakhs as compared to INR 39.85 lakhs earned in the previous financial year marking a growth of 32.07% and Profit after tax (PAT) of INR 45.92 Lakhs as compared to a profit of INR 41.44 Lakhs earned during the previous financial year. The earning per-share for the FY 2021-22 is reported to be INR 1.08 as compared to INR 0.98 in FY 2020-21, showing a growth of 10.20%.

Subsidiary Performance:

Mindpool Technologies Inc.- The wholly owned subsidiary of the Company has consistently performed and contributed to the revenue and profit of the Company. During

the period under report, Mindpool Inc has earned a revenue of USD 35.13 Lakhs, i.e. INR 2644.40 Lakhs and Profit after Tax of USD 0.67 Lakhs, i.e. INR 50.129 Lakhs during the period under report as a result of continuous operational discipline and constantly evolving in order to build customers confidence.

Associate Performance:

S A Tech Software India Pvt. Ltd. (SA Tech)– The Company in its 11th AGM received approval from its Shareholders for carrying out divestment in S A Tech Software India Pvt. Ltd. as the Long-Term objective of S A Tech does not align on a linear platform with the Company's and that the Company's business operations are focused on overall digital business including web designing and other IT enabled services, i.e. to carry out other business operations than merely engaged in IT Staffing services.

During the period under report SA Tech has reported a revenue of INR 4,106 Lakhs compared to a revenue of INR 5,436 Lakhs earned in the previous financial year resulting in a reduction by 24.46%. It incurred a loss of INR 687.97 Lakhs during the period under report compared to a Profit after Tax of INR 79.93 Lakhs in the previous financial year. The increase of cost and challenging market conditions has led to a reduction in the overall Revenue of the Company.

3. DIVIDEND

As the Company is in a growing phase and needs all the capital to boost its operations and enhance its services, your Board of Directors have decided not to recommend any dividend for the financial year under review and to utilize the profits for business expansion and growth.

4. NATURE OF BUSINESS

Your Company continued to be engaged primarily in IT Staffing, Payroll Routing, Recruitment business and Web application development and Digital Marketing. More emphasis is being given on increasing the digital marketing and web-based services to obtain a sustainable business structure in the up-coming years and for moving ahead with the objective of achieving Company's long-term goals. There is no change in the nature of business of the Company during the year under review.

5. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Company has achieved new heights during the FY 2021-22 and has established a proven track record in IT staffing industry. The Directors of your company have reviewed the details of Business Operations done during the year and are hopeful of even better performance in the upcoming years. The Board is keen at pacing with various strategies and factors which are key in reaching the desired objectives:

Offerings and Profitability: We have achieved success by building on the achievements of our IT consulting & project services, new digital marketing offerings, and staffing. It also assisted us to offer our customers a complete digital solution.

Human Resources: Your company sees its "human resources" to be perhaps one of the most valuable assets, and it is constantly investing in talent acquisition, retention, and growth. A plethora of programs designed to gain the public's attention is currently in

operation. Your organization's primary focus is on internal talent development via employee training and career advancement.

Sales: The pandemic seems to have the greatest impact on sales, particularly since the way sales practices were carried out previously has changed. As a result, we've increased our focus on online sales strategy, improved sales efficiency in terms of skills and resources, and made the decision to widen our reach with new digital platforms and solutions.

Performance Metrics: The company's goals had to be reimaged after COVID-19, with safety and well-being at the top of the agenda. Simultaneously, making sure operational continuity to satisfy customers while also establishing long-term fiscal viability was critical to our long-term profitability. We recognize that increasing efficiency and offering timely services are the sole ways to boost revenue and expand the business. Despite setbacks and obstacles, your organization has maintained a positive performance throughout the year. Your Organization's Board of Directors has careful consideration to all factors that influence performance, keeping in mind the work-from-home requirements and basic needs.

Marketing and Market Environment: The marketing industry has also evolved dramatically, and digital marketing has been overemphasized, even though we have always been at the forefront of digital marketing and now have included it as a core marketing plan since our inception.

In the Wake of Covid-19 Pandemic: The company adheres to government guidelines and takes precautions to ensure the safety of its staff. Because the Company has its headquarters in Pune, Maharashtra, it has opted to open twice a week with the minimum attendance required by the guidelines issued, while complying with all safety precautions.

Because all employees worked from home during the lockdown, there was consistency in business and no breakdowns were noticed. Because the company's prime aim is on the IT staffing industry, a subtle slowdown has been observed, which may have a small impact on the company's operations. We are constantly focusing on generating revenue and believe we can keep up with the evolving situation.

6. LISTING INFORMATION

The equity shares of your Company are listed on the following stock exchange(s) under the ISIN:

| <i>Stock Exchange</i> | The National Stock Exchange of India |
|-----------------------|---|
| <i>Platform</i> | SME Platform |
| <i>Symbol</i> | MINDPOOL |
| <i>ISIN</i> | INE00RQ01019 |

7. HOLDING COMPANY

Your Company does not have any holding company or entity. The shareholding of the Company is as detailed in the Annual Report of the Company.

8. DETAILS OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Your company has one wholly owned Subsidiary Company, i.e., Mindpool Technologies Inc. incorporated as per the laws of United States of America and one Associate company, i.e., S A Tech Software India Private Limited. Till 31st October 2021, S A Tech Software India Private Limited was a subsidiary of the Company and pursuant to the on-going divestment, its status has changed to that of an Associate w.e.f. 1st November 2021. Following are the details regarding the Subsidiary and Associate Company as on 31st March 2022:

| Sr. No. | Particulars | Mindpool Technologies Inc. | SA Tech Software India Pvt. Ltd. |
|---------|--|--|--|
| 1 | Corporate Information: | <ul style="list-style-type: none"> Incorporation Date- May 12, 2011 Country- Delaware, USA Registered Office-National Registered Agents Inc., 160 Greentree Drive Suite 101, Dover, DE 19904 in the Country of Kent. Virtual Office - 3422 Old Capitol Trail, Suite # 1634, Wilmington, DE 19808-6192. | <ul style="list-style-type: none"> Incorporation Date- November 1, 2012 Country- Pune, India Registered Office- Ground floor, Unit No. 2 & 3, B-Wing Business @ Mantri S No197, H No 2 4B to 7B, Nagar Road, Viman Nagar Pune MH 411014 IN Branch Offices- Pune, Mumbai, Hyderabad, Bangalore, Gurugram, Mangalore |
| 2 | Current Nature of Business: | IT staffing and Project Consulting services. | IT staffing and Project Consulting services. |
| 3 | Capital Structure of our Subsidiary: | 1500 shares of common Stock with \$0.01 Par Value per Share. | Authorized Capital: 40,00,000 Equity shares of Rs. 10/- each Paid-up Capital: 4,29,811 Equity shares of Rs. 10/- each |
| 4 | Effective date of acquiring shares or date of remittance | 18th May, 2018 | Date of becoming Subsidiary: 7th November, 2019 (acquisition of 51.02% shares) Date of becoming Associate: 1 st November, 2021 (sale of 10.93% shares) |
| 5 | Shareholding as on 31 st March 2021: | Wholly Owned Subsidiary [1500 Shares of \$ 0.01/- each equivalent to 100% of paid-up capital] | Associate [1,72,296 Equity shares of Rs. 10/- each equivalent to 40.09% of paid-up capital] |

NOTE: Your Company has disposed off 42,000 shares of S A Tech Software India Private Limited on 30th June 2022 and 872 shares on 1st September 2022 in furtherance of its divestment process and as on date of the report holds, 1,29,424 shares aggregating to 30.11% of the share capital of the said Associate.

9. COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the year under report, in accordance with the consent granted by the members in the 11th AGM, your Company has disposed off 47,000 shares of S A Tech Software India

Private Limited on 1st November 2021 in furtherance of its divestment process and as an effect of the same, S A Tech Software India ceased to be a Subsidiary of the Company w.e.f. the said date. As on 31st March, 2022 by virtue of holding 40.09% of the share capital, S A Tech Software India Private Limited is an Associate of the Company.

10. ACCOUNTS OF SUBSIDIARY COMPANIES

The Company has one wholly owned Subsidiary Company and one associate Company as on March 31, 2022. The details regarding the financial statements on standalone as well as on consolidated basis of the said subsidiary and associate have been furnished and attached to this report as **Annexure-I** in Form AOC-1.

11. RESERVES

During the period under review, the Company has not transferred any amount to the reserves.

12. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

As per the provisions of clause (l) of sub-section 3 of Section 134 of the Companies Act, 2013, following changes have occurred between the end of the financial year, i.e., from 1st April 2022 and the date of this report, which may be affecting the financial position of the Company:

- a. The Company has made further divestment in the equity shares of S A Tech Software India Private Limited. However, the relation of SA Tech with the Company remains unchanged and is that of an Associate Company as per the Companies Act, 2013.
- b. In furtherance of the approval of the Board of Directors, the Company has availed Bill Discounting Facility from Federal Bank Limited amounting to INR. 3,00,00,000/- (Rupees Three Crores Only).

Apart from the abovementioned events, no other changes have occurred between the end of the financial year, i.e., from 1st April 2022 and the date of this report, which has or may be affecting the financial position of the Company.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company comprises an optimum combination of executive and non-executive directors, including Independent Directors.

Composition:

As on March 31st 2022, Board of Directors of the Company comprises of total four directors. The Composition of the Board of Directors is as under:

| <i>Name of the Director</i> | <i>Category and Designation</i> | <i>Effective date of Appointment on Board</i> |
|------------------------------------|--|--|
|------------------------------------|--|--|

Mr. Ritesh Sharma
(DIN 02676486)
Mrs. Poonam Sharma
(DIN 03397469)
Mr. Kaustubh Karwe
(DIN 08553122)
Mr. Sunil Jain
(DIN 08313434)

| | |
|------------------------------|----------------------------------|
| Chairman & Managing Director | 21 st February, 2011 |
| Whole-Time Director | 21 st February, 2011 |
| Independent Director | 23 rd September, 2019 |
| Independent Director | 15 th February, 2021 |

Changes in composition:

During the period under report, the appointment of Mr. Sunil Jain (DIN 08313434) as Additional Director- Non- Executive Independent Director on the Board of the Company w.e.f. 15th February, 2021, was regularized by the members of the Company in the 11th Annual General Meeting held on 17th February 2021.

After the period under report and till the date of this report, following events regarding change in composition of the Board have been carried out:

- i. The term of Mr. Ritesh Ramavtar Sharma as Managing Director of the Company concludes on 7th March 2023 and therefore, the Board of the Company in their meeting held on 1st September, 2022, subject to the approval of the members by means of Special Resolution, has reappointed him for a further term of 5 years as the Managing Director of the Company. The particulars and details of the proposed Director are detailed in the Explanatory Statement adjoining the Notice calling 12th AGM. The agenda for appointment of the Managing Director is mentioned as Item No. 2 in the Notice calling 12th AGM for approval of the members of the Company.
- ii. The term of Mrs. Poonam Ritesh Sharma as Whole Time Director of the Company concludes on 8th April 2023 and therefore, the Board of the Company in their meeting held on 1st September, 2022, subject to the approval of the members by means of Special Resolution, has reappointed her for a further term of 5 years as the Whole-time Director of the Company. The particulars and details of the proposed Director are detailed in the Explanatory Statement adjoining the Notice calling 12th AGM. The agenda for appointment of the Whole-time Director is mentioned as Item No. 3 in the Notice calling 12th AGM for approval of the members of the Company.
- iii. The term of Mr. Kaustubh Narayan Karwe as Non-Executive Independent Director of the Company concludes on 22nd September 2022 and therefore, the Board of the Company in their meeting held on 1st September, 2022, subject to the approval of the members by means of Special Resolution, has reappointed him for a further term of 5 years as a Non-Executive Independent Director of the Company. The particulars and details of the proposed Director are detailed in the Explanatory Statement adjoining the Notice calling 12th AGM. The agenda for re-appointment of the Non-Executive Independent Director is mentioned as Item No. 4 in the Notice calling 12th AGM for approval of the members of the Company.
- iv. The Board in its meeting held on 1st September 2022 has appointed Mr. Shailendrasingh Naiyyar (DIN: 09723751) as Additional Independent Director on Board w.e.f. 1st September 2022. The agenda for regularization of the Additional Independent Director as the Independent Director is mentioned as Item No. 5 in the Notice calling 12th AGM for approval of the members of the Company.

Retirement by Rotation:

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 1/3rd of the Directors are liable to retire by rotation and if eligible offer themselves for re-appointment. In the ensuing Annual General Meeting Mr. Ritesh Ramavtar Sharma DIN

(02676486), Managing Director of the Company is liable to retire by rotation and being eligible offers himself for re-appointment.

Composition of Key Managerial Personnel:

In pursuance to provisions of Section 203 of the Companies Act, 2013 read with the applicable rules and other applicable provisions of the Companies Act, 2013, the designated Managerial Personnel and Key Managerial Personnel (KMP) of the Company as on 31st March, 2022 are as follows:

| Name of the MP/ KMP | Designation | Effective date of Appointment |
|--|---|--------------------------------------|
| Mr. Ritesh Sharma (DIN 02676486) | Chairman and Managing Director | 8 th March, 2018 |
| Mrs. Poonam Sharma (DIN 03397469) | Whole-Time Director | 9 th April, 2018 |
| Mr. Sathish Kumar Ganesan (PAN- CPGPS0705D) | Chief Financial Officer | 26 th April, 2019 |
| *Mr. Sanskar Prabhakar (PAN- BXRPP7018L) | Company Secretary & Compliance Officer | 1 st June, 2021 |

*In furtherance of her resignation, Mrs. Priyal Singh ceased to be the Company Secretary & Compliance Officer of the Company w.e.f. 31st May 2021. As per the recommendation of the Nomination and Remuneration Committee, the Board in their meeting held on 28th May 2021, appointed Mr. Sanskar Prabhakar as the Company Secretary and Compliance Officer of the Company w.e.f. 1st June 2021.

14. NUMBER OF BOARD MEETINGS

Six (6) meetings of the Board of Directors were conducted during the FY 2021-22 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder on the following dates:

| | | |
|---------------------------------------|-----------------------------------|-------------------------------------|
| 28th May, 2021 | 17th June, 2021 | 21st August, 2021 |
| 11th November, 2021 | 3rd March, 2022 | 26th March, 2022 |

The intervening gap between two board meetings was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1.

The Directors Attendance in meetings of the Board were as follows:

| Sr. No. | Name of Director | No. of Board meeting | |
|----------------|-------------------------|-----------------------------|-----------------|
| | | Eligible to Attend | Attended |
| 1. | Ritesh Sharma | 6 | 6 |
| 2. | Poonam Sharma | 6 | 6 |
| 3. | Kaustubh Karwe | 6 | 6 |
| 4. | Sunil Jain | 6 | 6 |

15. GENERAL MEETINGS:

During the year under review, your Company has conducted its 11th Annual General Meeting on 17th September, 2021 by means of Video Conferencing as per the guidelines issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively.

16. COMMITTEES OF BOARD

Presently, the Board has constituted three (3) Committees i.e. Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee. The Composition of the said committees as on 31st March 2022 is as follows:

A. Audit Committee:

| <i>Name of Director</i> | <i>Category</i> | <i>Role in Committee</i> |
|---------------------------|--------------------------------|--------------------------|
| <i>Mr. Kaustubh Karwe</i> | Independent Director | Chairman |
| <i>Mr. Ritesh Sharma</i> | Chairman and Managing Director | Member |
| <i>Mr. Sunil Jain</i> | Independent Director | Member |

The role of the audit committee includes the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to Financial Statements;
 - f) Disclosure of any related party transactions;
 - g) Modified opinion(s) in the draft Audit Report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation

- of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The audit committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
6. Statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) Annual Statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

B. Nomination & Remuneration Committee:

| <i>Name of Director</i> | <i>Category</i> | <i>Role in Committee</i> |
|---------------------------|----------------------|--------------------------|
| <i>Mr. Sunil Jain</i> | Independent Director | Chairman* |
| <i>Mrs. Poonam Sharma</i> | Whole-Time Director | Member |
| <i>Mr. Kaustubh Karwe</i> | Independent Director | Member* |

* Mr. Sunil Jain was appointed as the Chairman of the NRC w.e.f. 17th June 2021 and Mr. Kaustubh Karwe was designated as Member of the committee w.e.f. the said date.

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 is as per the Nomination and Remuneration Policy and the Terms & Conditions of appointment of Independent Directors as annexed herewith this report as **Annexure-III**. The said policies are also available on the website of your Company at the web link: <https://www.mindpooltech.com/investors.html>.

C. Stakeholders Relationship committee:

| Name of Director | Category | Role in Committee |
|--------------------|--------------------------------|-------------------|
| Mr. Kaustubh Karwe | Independent Director | Chairman |
| Mr. Ritesh Sharma | Chairman and Managing Director | Member |
| Mr. Sunil Jain | Independent Director | Member |

The Stakeholder Relationships Committee oversees all matters pertaining to investors of your Company. The terms of reference of the Investor Grievance Committee include the following:

1. Redressal of shareholders'/investors' complaints;
2. Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The details of Investors complaints received and resolved during the Financial Year 2021-22 are as under:

| No. of Investors Complaints RECEIVED during the financial year 2021-22 | No. of Investors Complaints RESOLVED during the financial year 2021-22 | No. of Investors Complaints PENDING as on 31st March 2022 |
|--|--|---|
| Nil | Nil | Nil |

17. EVALUATION OF BOARD OF DIRECTORS, COMMITTEES AND INDIVIDUAL DIRECTOR

The Nomination & Remuneration Committee has set up formal mechanism to evaluate the performance of the Board of Directors as well as that of its Committee and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc. The exercise is to be carried out through an evaluation process covering aspects such as composition of the Board, experience, competencies, government issues, statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year etc.

Pursuant to the provisions of sub-section 3 of Section 134 of Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, a meeting of the Independent Directors of the Company was conducted on 26th March 2022, to evaluate the performance of the Board

of Directors at large, the Committees of the Board and the performance of every individual Director, including the executive directors, chairman and the independent directors. The Directors further evaluated the quality, quantity, and timeliness of flow of information between the company management and the Board and whether there has been any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

18. DECLARATION BY INDEPENDENT DIRECTORS

As per the provisions of Section 149 sub section 6 & 7 and other applicable provisions of Companies Act, 2013 and the rules thereunder, your Company has duly received the declaration of Independence from all the Independent Directors during the financial year 2021-22 and that the said declarations were placed before the Board.

The Board further ensures that all the Independent Directors of the Company were/are eligible to be appointed as the Independent Directors as per the criteria laid down by Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

19. CORPORATE GOVERNANCE

As per Regulation 15 read with Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Corporate Governance Disclosure are not applicable to the Companies listed on the SME platform. Hence your Company is not required to disclose information as covered under Para (C), (D) and (E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Para (F) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to have the de-mat suspense account neither unclaimed suspense account.

However, the Board of Directors and the management of the Company take all necessary steps to ensure that a good corporate governance structure is maintained and followed by the Company. The Board is moving ahead with an aim of maintaining a sustainable corporate environment which can keep a check and balance on the governance of the Company.

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion & Analysis report for the year under review as stipulated under Regulation 34(2) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure- IV** hereto and forms part of this Report.

21. MANAGERIAL REMUNERATION

Disclosures of the ratio of the remuneration of each director to the median employee's remuneration and other details, required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, alongwith the Remuneration paid to the Directors including the Managing Director and Key Managerial Personnel of the Company are given in Clause 21 forming part of the Directors Report.

22. PARTICULARS OF EMPLOYEE REMUNERATION

The information required pursuant to Section 197 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

- i. The percentage increase in remuneration of each Director and Chief Financial Officer during the Financial Year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as follows:

| Name of Director / KMP | Remuneration during F.Y. 2021-22 | Remuneration during F.Y. 2020-21 | % Increase/ (decrease) in F.Y. 2021-22 | Ratio of the remuneration to the median remuneration of the employees |
|--|--|---|---|--|
| Ritesh Sharma Chairman & Managing Director (KMP) | 17,29,992 | 16,33,339 | 5.91% | 6.6:1 |
| Poonam Sharma Whole- Time Director (KMP) | 11,40,000 | 10,76,309 | 5.91% | 4.4:1 |
| Sathish Kumar Ganesan - CFO (KMP) | 7,27,704 | 7,83,780 | (7.15%) | 2.8:1 |
| Priyal Singh Company Secretary and Compliance Officer (KMP) | 75,503 (from 1 st April '21 to 31 st May '21) | 3,66,984 | NA | 1.7:1 |
| Sanskar Prabhakar Company Secretary and Compliance Officer (KMP) | 4,02,515 (from 6 th May '21 to 31 st March '22) | NA | NA | 1.7:1 |
| Total Remuneration | 40,75,714 | 38,60,412 | 5.58% | - |

* Median remuneration for the financial year 2021-22 is Rs. 2,60,287/- (Rupees Two Lakh Sixty Thousand Two Hundred Eighty-Seven Only)

- ii. There were 274 permanent employees on the rolls of the Company during the financial year 2021-22.
- iii. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
- iv. Change in the total remuneration of Directors and Key Managerial Personnel during the year under report in comparison to last year is as specified in the table above.
- v. The turnover of the Company has increased by 121.51%.
- vi. The Particulars of the employees who are covered by the Provisions contained in Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:
 - a. Employed throughout the year -- Nil
 - b. Employed for part of the year -- Nil
- vii. It is affirmed that remuneration paid during the financial year 2021-22 is as per the Remuneration Policy of the Company.

23. RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business set for the Company. As a part of Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly.

The Board does not foresee any risk which might threaten the existence of the Company. The web link for the policy is as follows: <https://www.mindpooltech.com/investors.html>.

24. PUBLIC DEPOSITS

Your Company has not accepted or renewed any deposit from the public or members of the company within the meaning of Section 73 of the Companies Act, 2013 read with the Rules made thereunder.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

| <u>Sr. No.</u> | <u>Particulars</u> | <u>Brief Description</u> |
|----------------|---|--|
| 1 | The steps taken or impact on conservation of energy | Your Company requires energy for its operations and the Company is making all efforts to conserve energy by monitoring energy costs and periodically reviews of the consumption of energy. During the year, all the employees were allowed to work from home. The employees were called upon to work from office premises on random basis, resulting in reduction of energy consumption. We also take appropriate steps to reduce the consumption through efficiency in usage and timely maintenance / installation / upgradation of energy saving devices. During the period under report no new energy consumption equipment was required to be installed. |
| 2 | The steps taken by your Company for utilizing alternate sources of energy | |
| 3 | The capital investment on energy conservation equipment. | |

B. Technology Absorption, Adoption and Innovation:

| <u>Sr. No.</u> | <u>Particulars</u> | <u>Brief Description</u> |
|----------------|--|---|
| 1 | The efforts made towards technology absorption | Your Company uses latest technology and equipment's into the business and is not engaged in any manufacturing activities. |
| 2 | The benefits derived like product improvement, manufacturing activities, cost reduction, product | |

| | development or import substitution | |
|---|--|---|
| 3 | 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 technology been fully absorbed? d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof | |
| 4 | The expenditure incurred on Research and development | Your Company has not spent any amount towards research and developmental activities and has been active in harnessing and tapping the latest and the best technology in the industry. |

C. FOREIGN EXCHANGE EARNING AND OUTGO

| <u>Sr. No.</u> | <u>Particulars</u> | <u>F.Y. 2021-22</u> | <u>F.Y. 2020-21</u> |
|----------------|---------------------------|---------------------|---------------------|
| 1 | Foreign exchange earnings | Rs. 9,12,19,186 | Rs. 1,79,23,423 |
| 2 | Foreign exchange outgo | - | - |

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As your Company does not attracts any of the three criteria specified as per the provisions of Section 135 of the Companies Act, 2013, it is not mandated by law to make Corporate Social Responsibility expenditures equivalent to two percent of the average net profits during the financial year. Irrespective of the fact of non-applicability, your Company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objectives.

27. AUDITORS

A) Statutory Auditors:

The members have appointed M/s R B Sharma and Co., Chartered Accountants, (Firm Registration No. 109971W) in their 9th Annual General Meeting held on September 20th, 2019 for a period of five (5) consecutive years i.e. till the conclusion of the 14th Annual General Meeting of the Company, i.e. till F.Y. 2023-24 and conduct audit for the F.Y. 2020-21.

B) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Kanj & Co. LLP, Pune to undertake the Secretarial Audit of the Company for the year under review. The Secretarial Audit Report in form MR-3 is provided as “Annexure-V”.

28. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with all the provisions of Secretarial Standards on Board meeting and General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government.

29. AUDITORS' REPORT

The Auditors' Report is with un-modified opinion and self-explanatory and do not require any further explanations or comments under Section 134(3) of the Companies Act, 2013. There were no qualifications, reservations, observations or adverse remarks made by the Statutory Auditors in their report except for the following:

There were following observations made by the Secretarial Auditors in their Report:

- a. As on 31st March 2022, the Nomination and Remuneration Committee (NRC) of the Company does not consist of three Non-Executive Directors and to that extent it has not complied with Section 178(1) of the Companies Act, 2013.

Reply by Board: The Board has taken note of the observation made by the Auditors and has taken necessary actions by appointing Non-Executive Independent Director in its meeting held on 1st September 2022, so as ensure appropriate composition of the Board and its Committees.

- b. The Company has not filed Form FC-TRS with Reserve Bank of India for transfer of 47,000 Equity Shares of S A Tech Software India Private Limited to SA Technologies Inc. (Non-Resident) and to that extent, the Company has not complied with the provisions of the Rule 9(3) of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

Reply by Board: The Company is in process of filing the required form and states that the delay in filing of the form is caused as the necessary information were not communicated between the banks for reasons beyond the control of the Company. However, the Company has taken note of the observation made by the Auditors and is taking all necessary efforts to condone the delayed compliances.

- c. The Company has filed Annual Performance Report of its wholly owned subsidiary beyond the prescribed time and to that extent it has not complied with Regulation 15 of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000.

Reply by Board: The Board has taken note of the observation made by the Auditors and shall ensure that the Reports for the forthcoming periods are submitted within due time.

30. DIRECTORS' RESPONSIBILITY STATEMENT

As per the provisions of Section 134 (5) of the Companies Act, 2013 (the "Act"), the Directors hereby state as under: -

- A. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- B. That the directors had 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 as at 31st March, 2022 and of the profit of the company for the year ended 31st March, 2022.
- C. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- D. That the directors had prepared the annual accounts on a going concern basis;
- E. That the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating efficiently; and
- F. That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

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

During the year under review, there were no orders passed by the regulators or courts or tribunals which would impact the going concern status of the Company and its future operations.

32. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company shall be uploaded on the website of the Company within prescribed the time period after the ensuing Annual General Meeting of the Company and the Annual Returns for previous years are available on the website of the Company at: <https://www.mindpooltech.com/investors>.

33. COST RECORDS APPLICABILITY

Maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the business activities as carried out by the Company.

34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the period under review the Company has not given any guarantees or securities as per the provisions of Section 185 and 186. However, the Company has granted loan to S A Tech Software India Private Limited, the Associate company in compliance with Section

186 of the Companies Act, 2013 and in furtherance of the approval granted by the members of the Company in the 11th Annual General Meeting of the Company. The particulars of the Loan granted are as under:

| Sr. No. | Particulars | Date of Special Resolution granting Approval | Loan Sanctioned by Members (Amount in INR) | Date of Board Resolution granting Approval | Loan Sanctioned by Board (Amount in INR) |
|---------|--|--|---|---|--|
| 1 | S A Tech Software India Private Limited (Subsidiary Company) | 17 th September, 2021 | 3,50,00,000/- (Three Crore Fifty Lakh Only) | 15 th February, 2021 and 17 th June, 2021 | 2,75,00,000/- (Two Crore Seventy-Five Lakh Only) |

35. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts, arrangement, transaction entered by the Company during the financial year with the related party were in the ordinary course of business and on arm's length basis. Financial Statements set out the details of all related party transactions, as per accounting standards. Details of Related Party transactions as per Section 188 have been specified in AOC-2 as **Annexure – II**

36. INTERNAL FINANCIAL CONTROL

The Company has adequate internal financial control in implementation with reference to the Financial Statement and is operating effectively. The Company has a well-placed, proper and adequate internal financial control systems which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's), supplemented by internal audits from Internal Auditors.

37. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been constituted to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

There were no cases reported during the FY 2021-22 under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

38. VIGIL MECHANISM / WHISTLE BLOWER

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The web link for the policy is as follows:
<https://www.mindpooltech.com/investors>

39. EVENT BASED DISCLOSURES

The Company has not issued any shares with differential voting rights or Sweat Equity shares or shares under ESOP. The Company has not provided any money to its employees for purchase of its own shares hence the company has nothing report in respect of Rule 4(4), Rule (13), Rule 12(9) and Rule 16 of the Companies (Share Capital & Debentures) Rules, 2014.

40. ACKNOWLEDGEMENT

Your Directors express their deep gratitude to the members of the Company, for all support provided to the Company from time to time and the trust and confidence reposed in the Board of Directors of the Company. Your Directors also wish to thank the Bankers and Business Associates for all the help and encouragement they extended to the Company.

By Order of the Board
For, **Mindpool Technologies Limited**

Sd/-
Ritesh Ramavtar Sharma
Chairman & Managing Director
(DIN: 02676486)

Date: 1st September, 2022
Place: Pune

Annexure- I

Form AOC-1

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF
SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES**

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

Part "A": Subsidiaries

(Information in respect of each subsidiary presented with amounts in INR)

| Sr. No. | Particulars | Amount |
|--------------------|--|---|
| 1 | Name of the Subsidiary | Mindpool Technologies Inc. |
| 2 | Reporting period for the subsidiary concerned | 1 st April 2021 to 31 st March 2022 |
| 3 | Reporting currency and Exchange Rate as on the last date of relevant Financial Year in case of foreign subsidiaries. | 1 USD= INR 75.27 |
| 4 | Share Capital | 15 |
| 5 | Reserves and Surplus | 4,91,00,310 |
| 6 | Total Assets | 5,41,49,740 |
| 7 | Total Liabilities | 0 |
| 8 | Investments | 0 |
| 9 | Turnover | 26,44,42,600 |
| 10 | Profit before Taxation | 50,13,060 |
| 11 | Provision for Taxation | 0 |
| 12 | Profit after Taxation | 50,13,060 |
| 13 | Proposed Dividend | NIL |
| 14 | % of shareholding | 100 % |

Part "B": Associate

(Information in respect of each associate presented with amounts in INR)

| Sr. No. | Particulars | Amount |
|--------------------|--|---|
| 1 | Name of the Subsidiary | SA Tech Software India Pvt. Ltd. |
| 2 | Reporting period for the subsidiary concerned | 1 st April 2021 to 31 st March 2022 |
| 3 | Reporting currency and Exchange Rate as on the last date of relevant Financial Year in case of foreign subsidiaries. | INR |
| 4 | Share Capital | 42,98,110 |
| 5 | Reserves and Surplus | 4,61,44,020 |

| | | |
|----|------------------------|--------------|
| 6 | Total Assets | 30,65,39,270 |
| 7 | Total Liabilities | 25,60,97,140 |
| 8 | Investments | 16,54,740 |
| 9 | Turnover | 41,06,11,050 |
| 10 | Profit before Taxation | -6,85,95,030 |
| 11 | Provision for Taxation | NIL |
| 12 | Profit after Taxation | -6,87,97,510 |
| 13 | Proposed Dividend | NIL |
| 14 | % of shareholding | 30.31% |

Notes:

- Names of subsidiaries which are yet to commence operations. Nil
- Names of subsidiaries which have been liquidated or sold during the year. Nil

For RB Sharma & Co.
(FRN: 109971W)

Sd/-
CA Madhavan Iyengar
Partner
M. No. 044366
Place: Pune
Date- 27/08/2022

For Mindpool Technologies Limited

sd/-
Ritesh Sharma
Chairman & MD
DIN: 02676486
Place: Pune
Date: 27/08/2022

sd/-
Poonam Sharma
Whole-Time Director
DIN: 03397469
Place: Pune
Date: 27/08/2022

sd/-
Sathish Kumar Ganesan
Chief Financial Officer
Place: Chennai
Date: 27/08/2022

sd/-
Sanskar Prabhakar
Company Secretary
Place: Pune
Date: 27/08/2022

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 below:

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

| S.No | Particulars | Details |
|------|---|---------|
| a) | Name(s) of the related party and nature of relationship | NIL |
| b) | Nature of contracts/arrangements/transactions | NIL |
| c) | Duration of the contracts/arrangements/transactions | NIL |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any | NIL |
| e) | Justification for entering into such contracts or arrangements or transactions | NIL |
| f) | Date of approval by the Board | NIL |
| g) | Amount paid as advances, if any | NIL |
| h) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | NIL |

3. Details of material contracts or arrangement or transactions at arm's length basis:

| Sr. No. | Particulars | Details |
|---------|---|--|
| a) | Name(s) of the related party and nature of relationship | Mindpool INC |
| b) | Nature of Relationship | Wholly owned Subsidiary |
| b) | Nature of contracts/arrangements/transactions | Sales |
| c) | Duration of the contracts/arrangements/transactions | 1 year |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | As per the Master Service Agreement. |
| e) | Date(s) of approval by the Board, if any: | May 28 th , 2021; March 03 rd 2022 |
| f) | Amount incurred during the year: | 74,503,319.35 |

| Sr. No. | Particulars | Details |
|---------|---|--|
| a) | Name(s) of the related party and nature of relations | S A Tech India Pvt Ltd |
| b) | Nature of Relationship | Associate Company |
| b) | Nature of contracts/arrangements/transactions | Loan |
| c) | Duration of the contracts/arrangements/transactions | 1 year |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | As per the Master Service Agreement. |
| e) | Date(s) of approval by the Board, if any: | Feb 15 th , 2021; May 28 th , 2021; June 17 th , 2021 |
| f) | Amount incurred during the year: | 2,62,74,092 |

| Sr. No. | Particulars | Details |
|---------|---|---|
| a) | Name(s) of the related party and nature of relations | S A Tech India PVT LTD |
| b) | Nature of Relationship | Associate Company |
| b) | Nature of contracts/arrangements/transactions | Purchase |
| c) | Duration of the contracts/arrangements/transactions | 1 year |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | As per the Master Service Agreement. |
| e) | Date(s) of approval by the Board, if any: | May 28th, 2021 |
| f) | Amount incurred during the year: | 73,61,000 |

Notes: The Company has received the disclosure of interest from all the Directors and Key Managerial Personnel (KMP) of the Company in the form MBP-1 as prescribed under the provisions of Section 184 of the Companies Act, 2013 read with rules made there under along with the list of their relatives as per Clause (77) of Section 2 of the Companies Act, 2013. The details of the transactions / contract / arrangements have been entered by or with any of the Directors / KMP of the Company and their relatives during the FY 2021-22 is mentioned above. Any shareholder interested in obtaining the details of the same may write to the Company Secretary at the registered office of the Company.

By Order of the Board
For, **Mindpool Technologies Limited**

Sd/-
Ritesh Ramavtar Sharma
Chairman & Managing Director
DIN:02676486

Date: 1st September, 2022
Place: Pune

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The Nomination and Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

2. DEFINITIONS

- a) **"Board"** means Board of Directors of the Company.
- b) **"Company"** means **"MINDPOOL TECHNOLOGIES LIMITED"**
- c) **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- d) **"Key Managerial Personnel" (KMP)** means (i) Chief Executive Officer or the Managing Director or the Manager, (ii) Company Secretary, (iii) Whole-time Director, (iv) Chief Financial Officer and (v) Such other officer as may be prescribed.
- e) **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- f) **"Policy or This Policy"** means, "Nomination and Remuneration Policy."
- g) **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- h) **"Senior Management"** mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

3. Applicability: -

The Policy is applicable to:

- Directors (Executive and Non-Executive)

- Key Managerial Personnel
- Senior Management Personnel
- Other employees.

4. Constitution of Committee:

The Board of Directors of the Company (the Board) constituted the committee known as “Nomination and Remuneration Committee” consisting of 3 directors out of which two third are independent directors. All the directors of the committee are non-executive directors. The committee shall meet at least once a year.

5. OBJECTIVE

The Key Objectives of the policy would be:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

6. GUIDING PRINCIPLES

The Policy ensures that:

1. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person.
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
3. The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets.

7. TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE:

1. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
2. Formulate criteria for evaluation of Independent Directors and the Board.
3. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4. To carry out evaluation of every Director’s performance.
5. To recommend to the Board the appointment and removal of Directors and Senior Management.
6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
8. To devise a policy on Board diversity.
9. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
10. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
11. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
12. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
13. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
14. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
15. To perform such other functions as may be necessary or appropriate for the performance of its duties.

8. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT APPOINTMENT OF DIRECTOR (INCLUDING INDEPENDENT DIRECTORS)

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

As per the applicable provisions of Companies Act 2013, Rules made thereunder, the Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

9. CRITERIA FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT

The Committee shall consider the following factors for identifying the person who are qualified to becoming KMP and who can be appointed in senior management:

1. To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.

2. To practice and encourage professionalism and transparent working environment.
3. To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
4. To adhere strictly to code of conduct.
5. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
6. The Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

10. REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

11. POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:

1. No director/KMP/ other employee is involved in deciding his or her own remuneration.
2. The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
3. Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
4. Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short- and long-term performance objectives appropriate to the Company's working and goals.
5. Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
6. Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.
7. Executive remuneration is proposed by the Committee and subsequently approved by the Board of Directors. Executive remuneration is evaluated annually against performance. In determining packages of remuneration, the Committee may take the advice of the Chairman/ Managing Director of the Company.

8. The annual variable pay of senior managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.

12. FOLLOWING CRITERIA ARE ALSO TO BE CONSIDERED

Responsibilities and duties; Time & efforts devoted; Value addition; Profitability of the Company & growth of its business; Analyzing each and every position and skills for fixing the remuneration yardstick;

There should be consistent application of remuneration parameters across the organisation.

13. REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors are subject to the extent provisions of the (i) applicable laws, including the Companies Act, 2013 (**'2013 Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and (ii) Articles of Association of the Company.

The broad terms and conditions of their appointments as Independent Directors of the Company are reproduced hereunder:

APPOINTMENT

The appointment will be for the period mentioned against their respective names ("**Term**"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act.

As Independent Directors, they will not be liable to retire by rotation.

Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria.

The directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

ROLE, DUTIES AND RESPONSIBILITIES

As members of the Board, they along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013
- Accountability under the Director's Responsibility Statement.

They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166).

They are particularly requested to provide guidance in their area of expertise.

TIME COMMITMENT

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

REMUNERATION

As Independent Directors, they shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

In addition to the sitting fees, commission that may be determined by the Board may also be payable to them. In determining the amount of this commission, the Board supported by the Nomination and Remuneration Committee may consider performance of the Company and their performance as evaluated by the Board.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

TRAINING AND DEVELOPMENT

The Company may conduct formal training program for its Independent Directors.

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

PERFORMANCE APPRAISAL / EVALUATION PROCESS

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

DISCLOSURES, OTHER DIRECTORSHIPS AND BUSINESS INTERESTS

During the Term, they agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

CHANGES OF PERSONAL DETAILS

During the Term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

DISENGAGEMENT

They may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the 2013 Act) upon the director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management discussion and analysis present the industry overview, opportunities and threats, initiatives by the Company and overall strategy of becoming a market driven Service Provider of a range of offerings. The company is very optimistic of capturing a substantial share of global and domestic market in the midst of the threats faced due to the liberalization and increased competition from well established companies from India and abroad.

• **OUTLOOK:**

Your Company has achieved new heights during the FY 2021-22 and has established a proven track record in IT staffing industry. Alongwith new clients, the Company has been dedicated and determined to provide quality services to its existing clients leading to a balanced and trustworthy client base. The Directors of your company have been able to establish a management system which is efficient in the overall development of the Company, including its employees and other stakeholders.

With successful track of staffing and IT consulting offerings, new digital marketing offerings have also witnessed as success. It has also enabled us to deliver holistic digital solution to our customers. Considering the Covid-19 pandemic affecting the entire world, it has been very critical in terms of predicting the revenue and profits. However, as we know that increase in efficiency and supply of services in a timely manner is the only path which results in higher revenue and growth of the business, despite of the challenges and obstacles, your Company has been able to maintain an efficient performance throughout the year. The Board of your Company has taken due care of all the factors affecting the performance, keeping in mind the work from home requirements and necessities.

• **OPPORTUNITIES:**

The IT Staffing Market is expected to register a CAGR of 3.66% during the forecast period (2021 - 2026). As the world has entered into a period of greater economic uncertainty, trade tensions, and other macroeconomic conditions, multiple organizations are seeking contract-based IT workers over the full-time employees. The recent outbreak of COVID-19 has a mix implications for the IT staffing market, that has created a trend of permanent remote workers, that has caused a shift in the demand for various skill sets and has put multiple changes in the economy.

- The growth of the market can be attributed to the increasing Outsourcing of HR activities and the emergence of technologies, like AI and IoT, which is expected to create demand for IT professionals across end-user segments.
- According to the global staffing giant TEKsystems, 69% of tech companies are expected to have AI initiatives by 2020. The company also adds that at least 85% of organizations across end-user segments have digital transformation initiatives underway. This is expected to generate enormous opportunities for the market.
- The growing use of analytics in recruitment is expected to proliferate the need for specialized HR services. According to a recent LinkedIn report, at least 92% of professionals consider analytics to be the key to recruitment in India.
- However, firms across end-user segments are migrating to cloud to continue delivering a solution to their clients and ensure continuity of critical operations. According to Microsoft

365, the company has seen a massive 775% increase in the use of its cloud services. This has led to a significant spike for cloud and cybersecurity professionals.

- After the pandemic increased businesses' reliance on technology in 2020, IT spending growth accelerated in 2021. With continued growth in IT spend, IT employment has grown significantly as well. Now, as the world looks ahead to technology and development, the outlook for IT staffing continues to shine brightly. There are various factors for IT staffing's rosy outlook, but an intensifying war for talent and increased investments in new technologies will most likely play a large role in driving IT staffing growth.

According to the SIA's July Pulse (2022), the IT staffing industry has projected 30% median year-over-year revenue growth in 2022, with 36% mean growth. Hours worked are expected to be up 29% year over year, while average pay rate and average bill rate are both expected to be up 10% in 2022.

In addition, a net 44% of firms expect new orders to increase over the next six months, higher than the net 26% seeing an increase in new orders over the last three months. IT staffing revenue growth stayed steady, up a median 20% year over year in the July survey compared to 19% in May. The net percent of firms reporting positive year-over-year growth increased slightly from 66% to 68%.

As per the survey, it is expected that even if the progress is not at such a high clip going forward it would have a bullish trend compared to the previous May Pulse. Furthermore, as per the data, any clear decline in numbers is not likely to be seen until July or beyond.

Furthermore, the demand for IT workers is likely to continue, with LinkedIn data predicting that 149 million digital jobs will be demanded worldwide from 2020 to 2025, resulting in a 29% compound annual growth rate.

• **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

Consolidated Performance: The Company has shown a proven record of consistency and growth by its efficient performance. However, the Consolidated Revenue during the period under report aggregates to an amount of INR 4,847.38 Lakhs as compared to an amount of INR 8,029.21 Lakhs earned during the previous financial year resulting in a reduction of 39.62%. Also, The Company has recorded a profit after tax (PAT) of INR 96.05 Lakhs during the year under report as compared to an amount of INR 149.21 Lakhs in the previous year 2020-21 resulting in a reduction of 31.67%.

It is to be noted that the said reduction in the Consolidated Revenue and Profit of the Company during the year under report is due to the divestment of 10.93% (i.e. 47,000) Equity Shares in S A Tech Software India Pvt. Ltd. (SA Tech). As a result of the same, the relation of SA Tech has changed from Subsidiary to Associate w.e.f. 1st November 2021 and therefore, as per the applicable accounting standards, proportionate effect to the financial results of SA Tech has been accounted for in the reserves (equity & liability) and non-current investment (assets). In the previous Financial Year, the accounts of S A Tech along with the accounts of Mindpool Technologies Inc. (wholly owned subsidiary) were consolidated with that of the Company, whereas during the period under report, in furtherance of the divestment in SA Tech, the Consolidated Revenue and Consolidated Profits comprise of results of Mindpool Technologies Inc. alongwith that of the Company.

Standalone Performance: During the year under review your company reported a good rise in revenue from operations amounting to an amount of INR 2202.95 Lakhs as compared to an amount of INR 994.50 Lakhs earned in the previous Financial Year. The Company has marked a growth of 121.51 % in its turnover during the FY 2021-22 as compared to a growth of 22.43 % made during the FY 2020-21 as an effect of planned and executed operations of expanding its client base and business in India. The export turnover of the Company has witnessed a substantial growth over 400% during the period whereas the turnover from domestic sale has made a growth by 157%.

The Company has recorded a Gross Profit (PBT) of INR 52.63 lakhs as compared to INR 39.85 lakhs earned in the previous financial year marking a growth of 32.07% and Profit after tax (PAT) of INR 45.92 Lakhs as compared to a profit of INR 41.44 Lakhs earned during the previous financial year. The earning per-share for the FY 2021-22 is reported to be INR 1.08 as compared to INR 0.98 in FY 2020-21, showing a growth of 10.20%.

Subsidiary Performance:

Mindpool Technologies Inc.- The wholly owned subsidiary of the Company has consistently performed and contributed to the revenue and profit of the Company. During the period under report, Mindpool Inc has earned a revenue of USD 35.13 Lakhs, i.e. INR 2644.40 Lakhs and Profit after Tax of USD 0.67 Lakhs, i.e. INR 50.129 Lakhs during the period under report as a result of continuous operational discipline and constantly evolving in order to build customers confidence.

Associate Performance:

S A Tech Software India Pvt. Ltd. (SA Tech)- The Company in its 11th AGM received approval from its Shareholders for carrying out divestment in S A Tech Software India Pvt. Ltd. as the Long-Term objective of S A Tech does not align on a linear platform with the Company's and that the Company's business operations are focused on overall digital business including web designing and other IT enabled services, i.e. to carry out other business operations than merely engaged in IT Staffing services.

During the period under report SA Tech has reported a revenue of INR 4,106 Lakhs compared to a revenue of INR 5,436 Lakhs earned in the previous financial year resulting in a reduction by 24.46%. It incurred a loss of INR 687.97 Lakhs during the period under report compared to a Profit after Tax of INR 79.93 Lakhs in the previous financial year. The increase of cost and challenging market conditions has led to a reduction in the overall Revenue of the Company.

• INDUSTRY STRUCTURE & DEVELOPMENTS:

Over the past two decades, the size and scope of IT staffing have grown from a meagre \$100 million business to an elephantine \$6 billion industry today. The emergence of sunrise sectors—such as e-commerce, telecom, insurance—along with multiple employment opportunities for entry-level executives and shorter job tenures for senior executives have together contributed immensely towards the growth of the IT staffing industry.

Highly skilled industries, such as IT and engineering, have significantly increased the size and scope of IT staffing to meet the cyclical needs of businesses. Nowadays, technology professionals view smaller assignments as flexibility and opportunity rather than insecurity. Major brands are adopting contractual hiring models for a trial-run with their talent before permanent onboarding. What was earlier an MNC driver hiring model is now largely driven by major Indian enterprises. Like most Japanese companies, large Indian corporations have built their captive staffing firms solely for their own utilisation. This has also influenced the overall growth in the size and scope of IT staffing.

The COVID-19 pandemic has affected businesses across the world. Like most sectors, the IT staffing industry has also been severely impacted by the pandemic, with revenues starting to decline to their lowest in decades. Many businesses are expecting a slump of more than 20% in their business due to the pandemic.

However, there is a silver lining to the IT staffing sector. Like most sectors, IT recruitment has become work from home. Companies have rapidly adapted to this pandemic and are quick to change their operational strategies to accommodate new rules of operations in this pandemic era. Many IT companies have successfully transformed into a work from home or remote enterprise to maintain productivity and to offset the impact of the pandemic. Therefore, IT staffing has become a work from home enterprise with most recruitment processes now being performed remotely.

These mobility restrictions, staff restrictions and extended lockdown phase have compelled many companies to seek innovative ideas to sustain and maintain their workforce in these testing times. Plus, these times have also resulted in enormous new opportunities for the staffing companies. Many new job opportunities are springing, mainly for the essential workforce.

The Ecommerce sector has experienced a jump in sales of greater than 70%. This has forced many consumer-centric businesses to focus more on their online retail strategies, opening up more avenues for IT staffing requirements.

Finally, it is expected that more than half of the anticipated layoffs, downsizing and furlough activities would be temporary measures by the company, which would immediately shift their staffing policy as the effects of the pandemic subside.

• **RISK AND CONCERNS:**

The Board of Directors of the Company has implemented a Risk Management policy to monitor the Risk Management plan for Mindpool. The Head of Departments (HODs) are responsible for assessing the risk management strategies and safeguarding their effectiveness and report the same to the Board of Directors. All Strategic Risks, Compliance Risks, Operational Risks, Financial Risks & Reputational Risks are systematically addressed through mitigating actions on a continuous basis.

The immediate need for staffing companies is to acknowledge and understand the evolving dynamics of the business and accordingly transform or adapt to the new changes. This can facilitate staffing companies in transforming from just being labour market intermediates to future drivers of business for IT companies in India.

Challenges and Risks:

- Changes in the job market such as key companies reducing staff or no longer hiring temporary staff could result in loss of revenue for the company
- Though there are a lot of openings in the job market it may not be easy to find the right resource for the job. This scarcity of the right resources is turning into a huge challenge for company.
- Though candidates are recruited against right jobs they may not enter into commitment with the employer. This affects the brand image of the company.
- The recruitment sector has very limited barriers to entry and thus there are small to large companies who offer competition to the company.

• **INTERNAL CONTROL SYSTEMS AND ADEQUACY:**

Moreover, we report that there are appropriate systems and processes in the Company corresponding to the size and operations of the company. Our legal and compliance team ensures compliance to all the laws, rules, regulations and guidelines. We further report that during the period under report, we have undertaken the best practices & significant corporate events/actions that have a bearing on the Company's affairs towards fulfilment of the referred

laws, rules, regulations, guidelines, standards, etc. The report submitted by the Internal Auditor on the controls and functioning of the various departments further ensures that a system of proper checks and balances is maintained within the Company.

• **HUMAN RESOURCES & INDUSTRIAL RELATION:**

We have maintained very cordial Industrial relations throughout the year. Measures for welfare of employees, Training & Development were given great importance by the management. Our HR team implemented effective practices such as employee empowerment, goal setting and open communication, resulting in a positive culture that leads to the workforce delivering better client experiences.

Company continued to make investments in strengthening of delivery expertise in India and US by addition of experienced talent & enhanced Delivery capabilities; Specialist for roles across the functions to provide a frame work for scalability & support to revenue growth. During the year under report, the employee count of the Company has grown from 220 at the beginning of the year to 274 as on the last date, i.e. by around 25%.

• **ENVIRONMENT CARE, SOCIAL ACCOUNTABILITY AND QUALITY SYSTEM:**

Mindpool is committed to maintain the highest standards of social accountability & quality standards. We believe that ensuring sound corporate governance is imperative to improve and retain investor trust.

We have implemented several social accountability benchmarks to create value for multiple benefits for the society.

• **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:**

Mindpool has been carrying out its business operations in the areas of IT Enabled Services and support services to other organisations. All the services provided by the Company are relating to support services to other organizations and accordingly the revenue can be segmented into five heads, i.e. Staffing Services, Digital Marketing Services, Routing Services, Offshore Development Center (ODC) and Others. The revenue and profit bifurcation of the Company based on the abovementioned segments are as follows:

| Sr. No. | Segment | Revenue (INR Lakhs) | Revenue Percentage | Profit/(Loss) (INR Lakhs) | Profit Percentage |
|--------------|-----------------------------------|---------------------|--------------------|---------------------------|-------------------|
| 1 | Staffing Services | 444.06 | 20.16% | 17.76 | 33.75% |
| 2 | Digital Marketing Services | 149.56 | 6.79% | 7.48 | 14.21% |
| 3 | Routing Services | 751.93 | 34.13% | 30.08 | 57.14% |
| 4 | Offshore Development Center (ODC) | 762.63 | 34.61% | 38.14 | 72.47% |
| 5 | Others | 94.77 | 4.31% | (40.82) | (52.46%) |
| TOTAL | | 2202.95 | 100% | 52.64 | 100% |

• **DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH EXPLANATIONS THEREFORE, INCLUDING:**

| Financial Ratio | 2022-23 | 2021-22 | change % | Reason |
|-----------------|---------|---------|----------|--------|
|-----------------|---------|---------|----------|--------|

| | | | | |
|---------------------------------|-------|-------|----------|--|
| Debtors turnover ratio | 2.05 | 3.70 | - 44.60% | Deviation is due to increase in turnover |
| Inventory Turnover ratio | NA | NA | - | No inventory as Company provides services |
| Interest Coverage Ratio | 17.11 | 92.51 | 81.5% | The deviation is due to increase in use of borrowed funds. |
| Current ratio | 3.97 | 9.06 | 56.18% | Deviation is due to increase in turnover |
| Debt equity ratio | 0.22 | 0.07 | 214.28% | The deviation is due to increase in use of borrowed funds |
| Operating Profit Ratio | 1.56 | 7.66 | 79.63% | The deviation is due to increase in employee cost |
| Net Profit Margin (%) | 2.08 | 4.17 | -50.12% | The deviation is due to increase in employee cost |

- **Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof**

| Ratio | 2022-23 | 2021-22 | Change % | Reason |
|--------------------------------------|----------------|----------------|-----------------|--|
| Return on Net-worth (ROI) (%) | 4.10 | 3.38 | 21.30% | Deviation is due to increase in turnover |

- **FUTURE PROSPECTS OF COMPANY:**

Looking forward, Mindpool will continue to seek out new and improved ways of efficiently delivering the services that our clientele needs. We have formulated a sound corporate vision and long-term management plan, while ensuring that we have constantly evolving management and business structures to respond quickly to the market needs & globalization. We strive to create new avenues for adding more value for the “stakeholders” being investors, business partners, employees, consumers, and communities as well.

- **DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company has followed all the treatments in the Financial Statements as per the prescribed Accounting Standards.

CAUTIONARY STATEMENT

This management discussion and analysis contain forward looking statements that reflects your Company’s current views with respect to future events and financial performance. The actual results may differ materially from those anticipated in the forward-looking statements as a result of many factors.

By Order of the Board
For, **Mindpool Technologies Limited**

Sd/-
Ritesh Ramavtar Sharma
Chairman & Managing Director
DIN:02676486

Date: 1st September, 2022
Place: Pune

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2022

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

To,
The Members,
Mindpool Technologies Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mindpool Technologies Limited (hereinafter called the Company and formerly known as 'Mindpool Technologies Private Limited') bearing CIN: L72900PN2011PLC138607. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Mindpool Technologies Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, generally 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:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by Mindpool Technologies Limited for the financial year ended on 31st March, 2022 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, 2018 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 Takeover) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
 - 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, 2009; (Not Applicable)
 - h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable)
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable) and;
 - j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As per Regulation 15 of SEBI LODR, Regulation 17 to Regulation 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and para C, D & E Schedule V are not applicable to the Company)
- vi. Since the Company is engaged in providing support services to organizations and Consulting business. There are no specific laws applicable to such sector.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange(s), if applicable

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:

1. The Companies Act, 2013

- i. *As on 31st March 2022, the Nomination and Remuneration Committee (NRC) of the Company does not consist of three Non-Executive Directors and to that extent it has not complied with Section 178(1) of the Companies Act, 2013.*

2. Foreign Exchange Management Act, 1999

- i. *The Company has not filed Form FC-TRS with Reserve Bank of India for transfer of 47,000 Equity Shares of SA Tech Software India Private Limited to SA Technologies Inc. (Non-Resident) and to that extent, the Company has not complied with the provisions of the Rule 9(3) of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.*
- ii. *The Company has filed Annual Performance Report of its wholly owned subsidiary beyond the prescribed time and to that extent it has not complied with Regulation 15 of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000.*

We further report that subject to our observations:

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 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 were carried out unanimously. As per the records available in the said minutes there were no dissenting views expressed by any director in the meetings.

We further report that the systems and processes in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines need further improvement considering the size and operations of the Company.

The company has duly filled the E-Forms with the Registrar of Companies, Ministry of Corporate Affairs, except for a few instances, where the forms were filed beyond prescribed time with payment of additional fees.

We further report that during the audit period

During the audit period the company has not initiated any actions such as Public/Right/Preferential issue of shares / debentures/sweat equity, etc., Redemption / buy-back of securities, decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, Merger / amalgamation / reconstruction, etc and Foreign technical collaborations having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

For KANJ & Co. LLP
Company Secretaries

Sd/-
Sunil G. Nanal
Partner
FCS No. 5977
CP No. 2809

Date: 1st September 2022
UDIN: F005977D000888861
Place: Pune

FINANCIAL STATEMENTS



CONSOLIDATED & STANDALONE

- Auditor's Report
- Statement on Profit & Loss Account
- Segment Reports
- Balance Sheet
- Statement on Cash Flows
- Notes to Accounts

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

MINDPOOL TECHNOLOGIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **MINDPOOL TECHNOLOGIES LIMITED** ("the Parent") and its subsidiaries i.e **MINDPOOL TECHNOLOGIES INC** (wholly owned subsidiary) (the Parent & its subsidiaries together referred to as "the Group") audit for which is not applicable as per US laws and as confirmed by the management and based on Financial Statement submitted to us by the management on which we have relied upon. **S A TECH SOFTWARE INDIA PVT. LTD.** (an associate company wherein Mindpool Technologies Ltd. holds 40.09% equity stake & whose accounts have been audited by other Auditor and accordingly we have relied on the same.) which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows for the year ended and a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as "the Consolidated Financial Statements").

Basis for Opinion

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

Key Audit Matters

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

separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, Business Responsibility Report, Director's Report, Corporate Governance Report, Management Discussion and Analysis, Risk Management Report, etc. but does not include the consolidated and standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows in accordance with the AS and other accounting principles generally accepted in India.

The respective Board of Directors of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from

material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

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

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

exists related to events or conditions that may cast significant doubt on the ability of the Group 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Consolidated Statement of Cash Flows are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the AS prescribed 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 of the Parent as on March 31, 2022 taken on record by the Board of Directors of the Parent, none of the directors of the Parent is disqualified as on March 31, 2022 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditor's report of the Parent. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Parent's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements;
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent.

R. B. Sharma & Co.
Chartered Accountants
FRN: 109971(W)

Place: Pune
Date: 25th May 2022

Sd/-
Madhavan N. Iyengar
Partner
M.No. 044366
UDIN: 22044366AJNWTN5635

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Parent as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of **MINDPOOL TECHNOLOGIES LIMITED** (hereinafter referred to as “Parent”), as of that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Parent is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent 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 (“the 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 the Parent’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 Parent'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 to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Parent 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.

R. B. Sharma & Co.
Chartered Accountants
FRN: 109971(W)

Sd/-

Place: Pune
Date: 25th May 2022

Madhavan N. Iyengar
Partner
M.No. 044366
UDIN: 22044366AJNWTN5635

MINDPOOL TECHNOLOGIES LIMITED
L72900PN2011PLC138607
CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2022

| | Particulars | Notes | 31-Mar-22 (Rupees) | 31-Mar-21 (Rupees) |
|----------|---|-------|-----------------------|-----------------------|
| A | EQUITY AND LIABILITIES | | | |
| 1 | Shareholders' funds | | | |
| | (a) Share capital | 1 | 4,23,75,000 | 4,23,75,000 |
| | (b) Reserves and surplus | 2 | 10,50,49,100 | 13,29,51,200 |
| | (c) Minority Interest | | - | 5,84,00,681 |
| | (d) Foreign Exchange Translation Reserve | | - | (10,49,438) |
| | | | 14,74,24,100 | 23,26,77,400 |
| 2 | Non-current liabilities | | | |
| | (a) Long-term borrowings | 3 | - | 5,98,19,900 |
| | (b) Deferred Tax Liabilities (Net) | | - | - |
| | (c) Long Term Provisions | 4 | - | - |
| | (d) Other Non Current Liabilities | 5 | - | - |
| | | | | 5,98,19,900 |
| 3 | Current liabilities | | | |
| | (a) Short-term borrowings | 6 | 32,32,000 | 9,01,41,400 |
| | (b) Trade payables | 7 | 80,22,900 | (52,46,300) |
| | (c) Other current liabilities | 8 | 89,49,700 | 3,54,17,300 |
| | (d) Short Term Provision | 9 | 66,08,900 | 1,60,71,600 |
| | | | 2,68,13,500 | 13,63,84,000 |
| | Total | | 17,42,37,600 | 42,88,81,300 |
| B | ASSETS | | | |
| 1 | Non-current assets | | | |
| | (a) Property, Plant & Equipment and Intangible Assets | | | |
| | (i) Property, Plant & Equipment | 10 | 13,52,900 | 5,38,13,435 |
| | (ii) Intangible Assets | 10 | 39,200 | 3,98,460 |
| | (iii) Capital work-in-progress | | | 45,37,095 |
| | | | 13,92,100 | 5,87,49,000 |
| | (b) Other non-current assets | 11 | 1,20,48,800 | 20,93,900 |

| | | | | |
|----------|---|-------|---------------------|---------------------|
| | (c) Deferred Tax assets (Net) | 12 | 2,57,200 | 16,00,000 |
| | | | 1,23,06,000 | 36,93,900 |
| | | | | |
| 2 | Current assets | | | |
| | (a) Inventories | 13 | - | - |
| | (b) Trade receivables | 14 | 8,90,34,200 | 14,07,85,100 |
| | (c) Cash and cash equivalents | 15 | 62,51,800 | 2,32,55,300 |
| | (d) Short Term Loan & Advances | 16 | 4,65,55,000 | 4,15,63,000 |
| | (e) Other Current Assets | 17 | 1,86,98,500 | 16,08,35,000 |
| | | | 16,05,39,500 | 36,64,38,400 |
| | | | | |
| | Total | | 17,42,37,600 | 42,88,81,300 |
| | Notes Forming Part of Financial Statements | 01-28 | | |
| | Significant Accounting Policies and Additional Information to Financial Statements | 29-37 | | |

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

Sd/-

CA Madhavan Iyengar
Partner
M. No. 044366

UDIN : 22044366AJNWTN5635
Place: Pune
Date: 25 May 2022

For Mindpool Technologies Limited

Sd/-

Poonam Sharma
Whole-Time Director
DIN : 03397469
Place: Pune
Date: 25 May 2022

Sd/-

Sathish Kumar
CFO
Place: Chennai
Date: 25 May 2022

Sd/-

Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 25 May 2022

Sd/-

Sanskar Prabhakar
Company Secretary
Place: Pune
Date: 25 May 2022

| MINDPOOL TECHNOLOGIES LIMITED L72900PN2011PLC138607 CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31ST, 2022 | | | | |
|--|--|-------|-----------------------|-----------------------|
| | Particulars | Notes | 31-Mar-22 (Rupees) | 31-Mar-21 (Rupees) |
| A | EQUITY AND LIABILITIES | | | |
| 1 | Revenue: | | | |
| | Revenue from Operations | 18 | 48,47,38,000 | 80,29,21,900 |
| | Other Income | 19 | 50,03,216 | 39,26,800 |
| | Total Income | | 48,97,41,200 | 80,68,48,700 |
| 2 | Expenses: | | | |
| | Purchases of Stock-in-Trade | | - | - |
| | Changes in inventories of Stock in Trade | 20 | - | - |
| | Depreciation | 21 | 14,03,800 | 56,71,400 |
| | Finance Cost | 22 | 3,07,600 | 1,72,66,500 |
| | Employees Benefit Expenses | 23 | 44,79,24,300 | 49,46,20,700 |
| | Other Expenses | 24 | 2,98,29,300 | 26,74,16,300 |
| | Total expenses | | 47,94,65,000 | 78,49,74,900 |
| 3 | Profit before exceptional and extraordinary items and tax (1-2) | | 1,02,76,200 | 2,18,73,800 |
| 4 | Exceptional Items | | | 9,600 |
| 5 | Profit After exceptional and extraordinary items (3-4) | | 1,02,76,200 | 2,18,83,400 |
| | Transfer of Minority Interest | | - | 39,14,800 |
| 6 | Tax expense: | | | |
| | Current Tax Provision | | 8,21,100 | 35,56,500 |
| | Deferred Tax | | (1,49,800) | (5,08,900) |
| 7 | Profit / (Loss) for the period (5-6) | | 96,04,900 | 1,49,21,000 |
| 8 | Earning per Equity Share | | | |
| | Basic Earnings per share of Rs 10/- each | | 2.27 | 3.52 |
| | Diluted Earnings per share of Rs 10/- each | | 2.27 | 3.52 |
| | Notes Forming Part of Financial Statements | 01-28 | | |

| | | | | |
|---|---|---|--|--|
| | Significant Accounting Policies and Additional Information to Financial Statements | 29-37 | | |
| For R B Sharma & Co. Chartered Accountants FRN: 109971W | | For Mindpool Technologies Limited | | |
| Sd/- | | Sd/- | Sd/- | |
| CA Madhavan Iyengar Partner M. No. 044366 UDIN : 22044366AJNWTN5635 Place: Pune Date: 25 May 2022 | | Poonam Sharma Whole-Time Director DIN : 03397469 Place: Pune Date: 25 May 2022 | Ritesh Sharma Chairman & Managing Director DIN : 02676486 Place: Pune Date: 25 May 2022 | |
| | | Sd/- Sathish Kumar CFO Place: Chennai Date: 25 May 2022 | Sd/- Sanskar Prabhakar Company Secretary Place: Pune Date: 25 May 2022 | |

| MINDPOOL TECHNOLOGIES LIMITED L72900PN2011PLC138607 CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31ST, 2022 | | | |
|--|--|-------------------------------------|-------------------------------------|
| | Particulars | 31-Mar-22 <i>(Rupees)</i> | 31-Mar-21 <i>(Rupees)</i> |
| A | Cash Flow From Operating Activities: | | - |
| | Net Profit before tax | 1,02,75,800 | 2,18,73,600 |
| | Adjustment for: | | |
| | Depreciation and amortization | 14,03,800 | 56,71,400 |
| | Interest Paid | - | 27,11,900 |
| | Interest Income | -24,900 | -5,21,700 |
| | Dividend Income | - | - |
| | Excess/(Short) Provision for Tax | - | - |
| | Minority Interest | - | -39,14,800 |
| | Effect of Exchange Rate changes | -7,85,400 | -10,49,500 |
| | Other Income | - | -4,27,700 |
| | Tax Expense | - | 5,08,900 |
| | (Increase)/Decrease in Deferred Tax Asset | - | -3,50,100 |
| | Exceptional Items | - | 9,600 |
| | Operating Profit Before Working Capital Changes | 1,08,69,300 | 2,45,11,600 |
| | Changes in Working Capital | | |
| | (Increase)/Decrease in Trade Receivables | -4,01,90,800 | -36,57,500 |
| | (Increase)/Decrease in Short Term Loans & Advances | -78,66,300 | -32,22,300 |
| | (Increase)/Decrease in Other Current Assets | -47,26,700 | -1,82,76,200 |
| | Increase/(Decrease) in Trade Payables | 1,39,44,500 | 1,80,24,500 |
| | Increase/(Decrease) in Other Current Liabilities | 67,36,400 | -51,26,300 |
| | Increase/(Decrease) in Short Term Provisions, etc | 13,24,100 | 5,22,300 |
| | Cash Generated From Operations | -1,99,09,500 | 1,27,76,100 |
| | Less:- Income Taxes paid | | -35,56,500 |
| | NET CASH FLOW FROM OPERATING ACTIVITIES | -1,99,09,500 | 92,19,600 |
| B | Cash Flow From Investing Activities: | | |
| | Purchase of Fixed Assets including of CWIP | - | -10,83,300 |
| | Sale of Fixed Assets | - | - |
| | Investment made/Sold during the year | 1,08,10,000 | -5,64,700 |
| | Dividend Income | - | - |

| | | | |
|----------|--|--------------------|--------------------|
| | Interest Income | - | 5,21,700 |
| | Other Income | - | 4,27,700 |
| | NET CASH FLOW FROM INVESTING ACTIVITIES | 1,08,10,000 | -6,98,600 |
| | | | |
| C | Cash Flow From Financing Activities: | | |
| | Proceeds from Issue of Share Capital | - | - |
| | Contributions from Minority | - | 39,14,800 |
| | Public Issue Expenses | - | - |
| | Increase/(Decrease) in Short Term Borrowings | 27,49,800 | 4,82,200 |
| | Increase/(Decrease) in Long Term Borrowings | - | -9,58,800 |
| | Interest Paid | - | -27,11,900 |
| | Increase/(Decrease) in Long Term Loans and Advances | - | - |
| | NET CASH FLOW FROM FINANCING ACTIVITIES | 27,49,800 | 7,26,316 |
| | | | |
| | Net Increase/(Decrease) In Cash & Cash Equivalents | -63,49,700 | 92,47,325 |
| | Cash Equivalents at the Beginning of the Year | 1,17,80,500 | 1,40,08,000 |
| | | | |
| | Cash Equivalents at the End of the Year | 54,30,800 | 2,32,55,349 |
| | | | |
| 1 | Component of Cash and Cash Equivalents | | |
| | Cash on hand | - | 4,99,900 |
| | Balance With banks | 62,51,800 | 2,27,55,500 |
| | Total | 62,51,800 | 2,32,55,300 |
| 2 | Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated. | | |

For R B Sharma & Co.

Chartered Accountants
FRN: 109971W

Sd/-
CA Madhavan Iyengar
Partner
M. No. 044366

UDIN : 22044366AJNWTN5635
Place: Pune
Date: 25 May 2022

For Mindpool Technologies Limited

| | |
|--|---|
| Sd/- Poonam Sharma Whole-Time Director DIN: 03397469 Place: Pune Date: 25 May 2022 | Sd/- Ritesh Sharma Chairman & Managing Director DIN: 02676486 Place: Pune Date: 25 May 2022 |
|--|---|

| | |
|--|---|
| Sd/- Sathish Kumar CFO Place: Chennai Date: 25 May 2022 | Sd/- Sanskar Prabhakar Company Secretary Place: Pune Date: 25 May 2022 |
|--|---|

| MINDPOOL TECHNOLOGIES LIMITED L72900PN2011PLC138607 CONSOLIDATED SEGMENT REPORT FOR THE YEAR ENDED MARCH 31ST, 2022 | | | | |
|--|---|-----------------------|-----------------------|-----------------------|
| | Particulars | Half Year | Half Year | Year |
| | | (Amount in INR Lakhs) | (Amount in INR Lakhs) | (Amount in INR Lakhs) |
| | | 31-03-2022 | 30-09-2021 | 31-03-2022 |
| 1 | Segment Revenue | | | |
| (a) | Segment – Staffing | 1,023.67 | 1362.45 | 1,766.27 |
| (b) | Segment – Digital | 78.46 | 71.10 | 149.56 |
| (c) | Segment – Routing | 441.51 | 310.42 | 751.93 |
| (d) | Segment – Offshore Development Center | 565.30 | 260.94 | 762.63 |
| (e) | Development | 756.43 | 1257.93 | 1,416.98 |
| (f) | Unallocated | - | 867.65 | - |
| | Total | 2,865.37 | 4130.49 | 4,847.38 |
| | | | | |
| | Less: Inter Segment Revenue | - | - | - |
| | | | | |
| | Net sales/Income From Operations | 2,865.37 | 4130.49 | 4,847.38 |
| | | | | |
| 2 | Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment) | | | |
| (a) | Segment – Staffing | 18.25 | 191.86 | 27.76 |
| (b) | Segment – Digital | 3.50 | 39.83 | 7.48 |
| (c) | Segment – Routing | 3.95 | 88.53 | 30.08 |
| (d) | Segment – Offshore Development Center | 23.81 | 206.96 | 38.14 |
| (e) | Development | 12.93 | 135.62 | 12.50 |
| (f) | Unallocated | 11.96 | -534.72 | |
| | Total | 74.39 | 128.08 | 115.97 |
| | | | | |
| | Less: | | | |
| (i) | Interest | 11.95 | 71.32 | 13.21 |
| (ii) | Other Un-allocable Expenditure net off | | | |
| | Un-allocable income | -4.79 | 5.24 | |
| | | | | |
| | Total Profit Before Tax | 57.64 | 62.00 | 102.76 |
| | | | | |
| 3 | Capital Employed | | | |

| | | | | |
|-----|--------------|---------------|---------------|---------------|
| (a) | Segment – A | | | |
| (b) | Segment – B | | | |
| (c) | Segment – C | | | |
| (d) | ODC | | | |
| (e) | Development | | | |
| (f) | Unallocated | 423.75 | 423.75 | 423.75 |
| | Total | 423.75 | 423.75 | 423.75 |

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

Sd/-
CA Madhavan Iyengar
Partner
M. No. 044366

UDIN : 22044366AJNWTN5635
Place: Pune
Date: 25 May 2022

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Whole-Time Director
DIN : 03397469
Place: Pune
Date: 25 May 2022

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 25 May 2022

Sd/-
Sathish Kumar
CFO
Place: Chennai
Date: 25 May 2022

Sd/-
Sanskar Prabhakar
Company Secretary
Place: Pune
Date: 25 May 2022

Notes to Accounts

| Note No.: 01 Share Capital | | | | |
|--|----------------------|----------------------|----------------------|----------------------|
| Particulars | As at 31 March, 2022 | | As at 31 March, 2021 | |
| Authorised 50,00,000 Equity Shares of Rs. 10 each (50,00,000 Equity Shares of Rs. 10 each) | 5,00,00,000 | | 5,00,00,000 | |
| Issued, Subscribed and fully paid up 42,37,500 Equity Shares of Rs. 10 each fully paid (Previous Year - 4237500 Equity Shares of Rs. 10 each fully paid) | 4,23,75,000 | | 4,23,75,000 | |
| Issued, Subscribed and fully paid up during the year 42,37,500 Equity Shares of Rs. 10 each fully paid (Previous Year - 4237500 Equity Shares of Rs. 10 each fully paid) | 4,23,75,000 | | 4,23,75,000 | |
| | | | | |
| Closing Balance Equity Shares of Rs 10 each | 4,23,75,000 | | 4,23,75,000 | |
| | | | | |
| Note No: 1a Reconciliation of number of shares | | | | |
| <u>Equity Shares</u> | As at 31 March, 2022 | | As at 31 March, 2021 | |
| | No. of Shares | | No. of Shares | |
| Balance at the beginning of the year | 42,37,500 | | 42,37,500 | |
| Add: Shares issued during the year | - | | - | |
| Add: Bonus Shares issued during the year | - | | - | |
| Balance at the end of the year | 42,37,500 | | 42,37,500 | |
| Terms/Rights attached to Equity Shares: The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company has only one class of share having par value of Rs 10. Each holder of equity share is entitled to one vote per share. | | | | |
| | | | | |
| Note No: 1b) Details of shareholders holding more than 5% Shares in the Company Equity Shares with Voting Rights | | | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2021 |
| | No of Shares | Holding % | No of Shares | Holding % |

| | | | | |
|---------------|------------------|---------------|------------------|---------------|
| Ritesh Sharma | 15,05,000 | 35.52% | 15,05,000 | 35.52% |
| Poonam Sharma | 15,05,000 | 35.52% | 15,05,000 | 35.52% |
| Doshi Hetal S | 2,16,000 | 5.10% | 2,16,000 | 5.10% |
| Total | 32,26,000 | 76.13% | 32,26,000 | 76.13% |
| | | | | |

Note No: 1(c) The Shareholding of Promoter

| Particulars | No. of Shares | %of total shares | % Change during the year |
|---------------|------------------|------------------|--------------------------|
| Ritesh Sharma | 15,05,000 | 46.65% | - |
| Poonam Sharma | 15,05,000 | 46.65% | - |
| Doshi Hetal S | 2,16,000 | 6.70% | - |
| Total | 32,26,000 | 100.00% | - |

(d) Aggregate Number of Bonus shares issued, shares issued other than cash & shares bought back during the period of five years immediately preceding the reporting date

| | As at 31 March, 2022 | As at 31 March, 2021 |
|---|----------------------|----------------------|
| | (Nos) | (Nos) |
| Bonus Equity share of Rs. 10 each issued during the period of five years immediately preceding the reporting date | - | - |

Note No.: 02 Reserves & Surplus

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--|----------------------|----------------------|
| A) Security Premium Account | | |
| Opening Balance | 1,47,15,000 | 1,47,15,000 |
| Add: Premium on Fresh issue of shares | - | - |
| Less: Public Issue Expenses | - | - |
| Closing Balance | 1,47,15,000 | 1,47,15,000 |
| B) Profit & Loss Account | | |
| Opening Balance | 10,83,10,081 | 9,93,12,758 |
| Profit for the Year | 96,04,900 | 1,49,20,790 |
| Less: Provision for Gratuity for Prior Years | - | - |
| Less: Interest on Service Tax | - | - |
| Less: Issue of Bonus Shares | - | - |

| | | |
|--|-----------------------------|-----------------------------|
| Add: Gratuity excess provision written Back | - | - |
| Less: Profit/(Loss) From Associate Company | (2,75,80,922) | - |
| Closing Balance | 9,03,34,059 | 11,42,33,536 |
| Foreign Fluctuation Reserve | | |
| Balance at the beginning of the year | | (8,86,310) |
| Add: Surplus for the year | | (1,63,128) |
| Closing Balance | | (10,49,438) |
| Capital Reserve | | 40,02,700 |
| Total | 10,50,49,059 | 13,29,51,236 |
| Total (Rounded off to nearest 100) | 10,50,49,100 | 13,29,51,200 |
| Note No.: 03 Long Term Borrowings | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Secured Loan | | |
| Loans and Advances from Financial Institutions | | |
| Federal Bank Home Loan – 0685 (Repayable in equated monthly instalment of Rs.274,000 and last instalment is due in Jul-33) | - | 2,67,98,541 |
| Federal Car Laon -00224 (Exclusive Charge on Vehicle and Personal Guarantee of Mr. Bhavin Goda, Repayable in equated monthly instalment of Rs. 16,729 and last instalment is due on Jan-27) | - | 7,63,649 |
| Federal FCTL – 0174 (Repayable in equated monthly Principal amount instalment of USD 1018.58 and last instalment is due in Mar-23) | - | 8,32,152 |
| Federal GECL Loan (Repayable in equated monthly instalment of Rs. 4,88,318 and last instalment is due in Jun-24) | - | 1,18,60,218 |
| Loans and Advances from Related Parties | | |
| Unsecured Loan:- | | |
| SA Technologies Inc Unsecured ECB Loan (Repayable on demand within 7 years) | | 1,46,40,000 |
| Bajaj Finance Ltd Loan (Repayable in equated monthly installment of Rs. 1,26,471 and last installment is due in Jan-23) | | 11,45,362 |
| From Director- | | |

| | | |
|---|-----------------------------|-----------------------------|
| Bhavin Goda | | 2,80,000 |
| Mindpool Technologies Limited | | 35,00,000 |
| Provision for Employee Benefit | | - |
| Total | - | 5,98,19,922 |
| Total (Rounded off to nearest 100) | - | 5,98,19,922 |
| Note No.: 04 Long Term Provisions | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Provision for Employee Benefit | - | - |
| Total | - | - |
| Total (Rounded off to nearest 100) | - | - |
| Note No.: 05 Other Non Current Liabilities | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| | | |
| Total | - | - |
| Total (Rounded off to nearest 100) | - | - |
| Note No : 06 Short Term Borrowings | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Secured Loan | | |
| Federal Bank Bill Discounting Loan | 32,31,953 | 4,51,59,343 |
| Federal Bank Cash Credit | | 3,72,78,448 |
| (All above loans are against exclusive Charge on Book Debts, Flat No 6804, Lodha Allura, Senapati Bapat Road, Lower Parel, Mumbai and Personal Guarantee of Mr. Bhavin Goda and Ms. Bhavika Goda) | - | |
| Current Maturities of Non-Current Borrowings | | |
| Federal Bank Home Loan | - | 4,44,775 |
| Federal Car Loan | | 1,35,759 |
| Federal FCTL | | 8,86,931 |
| Federal GECL Loan | | 34,39,782 |

| | | |
|--|---------------------------------|---------------------------------|
| Bajaj Finance Ltd Loan | | 12,04,704 |
| ICICI Business Loan | | 15,91,650 |
| Loans and Advances from Related Parties | | |
| Nature of Security- | | |
| Unsecured Loan:- | | |
| From Others | | |
| Total | 32,31,953 | 9,01,41,392 |
| Total (Rounded off to nearest 100) | 32,32,000 | 9,01,41,400 |
| | | |
| Note No : 07 Trade Payable | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Payable for MSME | 47,522 | 2,24,053 |
| Other | 79,75,340 | (54,70,308) |
| Total | 80,22,861 | (52,46,255) |
| Total (Rounded off to nearest 100) | 80,22,900 | (52,46,300) |
| | | |
| Note No.: 08 Other Current Liabilities | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Advance received from Customer | | |
| Statutory Payble | 65,99,871 | - |
| Other Payble | 23,49,809 | - |
| TDS Payable | - | 1,36,92,180 |
| Profession Tax Payable | - | 1,47,825 |
| GST Payble | - | 1,78,73,441 |
| Gratuity Payble | - | 1,24,23,074 |
| Advance from Customer | - | 91,93,678 |
| Rent Deposit | - | 2,70,000 |
| ESIC Payable | - | 67,539 |
| Audit Fees Payable | - | 2,31,250 |
| Sitting Fees Payable | - | 23,500 |
| Professional Fees Payable | - | 92,500 |
| Salaries & Incentives Payable | - | 11,13,262 |
| Other Payble | - | 10,01,903 |
| Provident Fund Payable | - | 27,53,896 |
| Inter Company Adjustment | - | (2,34,66,783) |
| Total | 89,49,680 | 3,54,17,265 |

| | | |
|--|-----------------------------|-----------------------------|
| Total (Rounded off to nearest 100) | 89,49,700 | 3,54,17,300 |
| Note No : 9 Short Term Provisions | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Provision for Expenses | 26,96,836 | - |
| Income Tax Provision | 8,21,057 | - |
| ESIC Payable | 12,173 | - |
| Employee LWF payable | 957 | - |
| Gratuity payable | 30,77,917 | - |
| Provision for Audit Fees | - | 4,00,000 |
| Provision for Taxation | - | 35,56,509 |
| Provision for Interest | - | 4,59,967 |
| Provision for Expenses | - | 5,09,015 |
| Provision for Employee Benefit | - | - |
| Provision for MSME interest payable | - | 534 |
| Provision for Salary | - | 1,11,45,578 |
| Total | 66,08,940 | 1,60,71,603 |
| Total (Rounded off to nearest 100) | 66,08,900 | 1,60,71,600 |
| Note No.: 11 Other Non-Current Assets | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Fixed Deposits | | |
| - Federal Bank | | 3,00,000 |
| - Federal Bank For Period 20 Months, Start Date- 2nd November 2019 | | 10,00,000 |
| - ICICI Bank For Period 48 Months, Start Date- 11th February 2020 | | 5,00,000 |
| Non-Quoted (At Cost) | | |
| Investment in Wholly Own Subsidiary Company Mindpool Technologies Inc USA | 750 | |
| Investment In Shares for 40.09% in Associate Company | | |
| S A Tech Software Pvt Ltd | 3,96,29,000 | |
| Less: Loss From Associate Company | (2,75,80,922) | |
| Flat Purchased | | 2,93,900 |
| Total | 1,20,48,828 | 20,93,900 |
| Total (Rounded off to nearest 100) | 1,20,48,800 | 20,93,900 |
| Note No : 12 Deferred Tax Asset | | |

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--|---------------------------------|---------------------------------|
| Deferred Tax Asset | 2,57,166 | 15,99,994 |
| Total | 2,57,166 | 15,99,994 |
| Total (Rounded off to nearest 100) | 2,57,200 | 16,00,000 |
| Note No.: 13 Inventories | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Raw Materials | - | - |
| Finished Goods | - | - |
| Stores & Consumables | - | - |
| Total | - | - |
| Total (Rounded off to nearest 100) | - | - |
| Note No.: 14 Trade Receivable (As per List) | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Unsecured, considered good | | |
| Sundry Debtors - Export | 9,06,362 | 3,37,43,659 |
| Sundry Debtors - Domestic | 3,93,12,731 | 6,49,48,423 |
| Debts outstanding for less than six months from the date due for payment | | 1,11,89,053 |
| Other Debts More than 6 Months | 4,88,15,067 | 3,09,03,921 |
| Others | | |
| Total | 8,90,34,160 | 14,07,85,056 |
| Total (Rounded off to nearest 100) | 8,90,34,200 | 14,07,85,100 |
| Note No.: 15 Cash & Cash Equivalents | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |

| | | |
|---|-----------------------------|-----------------------------|
| Cash and Cash Equivalents | | |
| Cash in hand | - | 4,99,870 |
| Bank Balances- In Current Accounts | | |
| - ICICI Bank Limited-1993 | - | 9,27,591 |
| - Ratnakar Bank | - | 20,58,360 |
| - Federal Bank | 49,885 | 51,27,589 |
| - Federal Bank - EEFC | | 10,41,264 |
| - ICICI Bank Limited- | 8,46,747 | 52,01,981 |
| -YES Bank CC 094763700000121 | 19,264 | 19,265 |
| - RBL Bank CC 400021022011 | 1,239 | 32,696 |
| Citi Bank Checking | 36,25,242 | 36,45,663 |
| - Federal EEFC Account - 181813000000132 | - | 14,48,433 |
| - Federal Bank-RD | - | 13,45,635 |
| - Federal Bank-ESCROW A/c | - | 8,07,006 |
| Mercury Bank Account | 17,09,428 | 7,35,047 |
| PayPal | - | 3,64,949 |
| Sub Total | 62,51,805 | 2,32,55,348 |
| Other bank balances | | |
| Long Term Deposits | | |
| Total | 62,51,805 | 2,32,55,348 |
| Total (Rounded off to nearest 100) | 62,51,800 | 2,32,55,300 |
| Note No: 16 Short Term Loan and Advances | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Deposits | 28,000 | - |
| Telephone Jio/Internet SVCL Deposit | - | 89,965 |
| Rent Deposit | - | 8,58,109 |
| Income Tax Refund | - | 19,14,338 |
| Interest Receivable | - | 1,99,389 |
| TDS Receivable | - | 1,12,22,314 |
| Other Advances | 4,57,57,014 | 73,37,155 |
| Advance for Office Expenses to Employees | - | 43,85,000 |
| Advance for capital Assets | - | 1,30,00,000 |
| FD With Federal Bank | 7,70,000 | - |
| Prepaid Expenses | - | 25,56,722 |
| Sub Total | 4,65,55,014 | 4,15,62,992 |
| Total | 4,65,55,014 | 4,15,62,992 |
| Total (Rounded off to nearest 100) | 4,65,55,000 | 4,15,63,000 |
| Note No: 17 Other Current Assets | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |

| | | |
|---|--------------------|---------------------|
| Prepaid Expenses | 17,10,724 | - |
| Billing in Progress (Unbilled revenue) | 94,77,152 | 16,03,87,348 |
| TDS Receivable | 74,85,752 | - |
| Deposits | - | 28,000 |
| Prepaid Insurance | - | 3,12,606 |
| MAT Credit | - | 1,07,073 |
| Accrued Interest | 24,891 | - |
| Total | 1,86,98,518 | 16,08,35,027 |
| Total (Rounded off to nearest 100) | 1,86,98,500 | 16,08,35,000 |

Note No : 18 Revenue from Operations

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--|---------------------------------|---------------------------------|
| Sale of Services | - | - |
| Services - Export | 9,12,19,186 | 12,53,31,480 |
| Services- SEZ | - | 5,01,28,535 |
| Services - Domestic | 12,90,76,195 | 46,76,78,265 |
| Sales – Others | 26,44,42,603 | 15,97,83,593 |
| Sub Total (A) - Gross Sales | 48,47,37,985 | 80,29,21,873 |
| Total | 48,47,37,985 | 80,29,21,873 |
| Total (Rounded off to nearest 100) | 48,47,38,000 | 80,29,21,900 |

Note 19: Other Income

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|---------------------------------|---------------------------------|
| Interest on IT Refund | - | 25,26,098 |
| Interest Received | 13,40,398 | 6,67,347 |
| Foreign Exchange Gain/(Loss) | 2,50,010 | 4,25,557 |
| Balances Written Back | - | 2,172 |
| MAT Credit | - | 1,07,073 |
| Rental Income | - | 1,95,000 |
| Miscellaneous Income | - | 3,505 |
| Notice Pay Recovery | 1,22,808 | - |
| Short Term Gain On sale of Shares | 32,90,000 | - |
| Total | 50,03,216 | 39,26,751 |
| Total (Rounded off to nearest 100) | 50,03,200 | 39,26,800 |

Note No.: 20 Changes in Inventory of Finished Goods & Work in Progress

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--------------------|---------------------------------|---------------------------------|
| Closing Stock | - | - |
| Opening Stock | - | - |

| | | |
|---|-----------------------------|-----------------------------|
| Total | - | - |
| Total (Rounded off to nearest 100) | - | - |
| Note No.: 21 Depreciation & Amortised Cost | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Depreciation on Tangible Assets | 13,77,608 | 54,03,443 |
| Amortization on Intangible Assets | 26,159 | 2,67,946 |
| Total | 14,03,768 | 56,71,389 |
| Total (Rounded off to nearest 100) | 14,03,800 | 56,71,400 |
| Note No.: 22 Finance Cost | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Interest on Bank Loan/Overdraft | - | 1,12,51,173 |
| Interest and Penalty for TDS/GST/Service Tax | - | 8,58,338 |
| Bank Interest | 2,82,711 | 26,84,358 |
| MSME Interest Expenses | - | 534 |
| Interest on ECB Loan | - | 5,63,608 |
| Bank Charges And Commissions | 24,871 | 19,08,532 |
| Total | 3,07,582 | 1,72,66,543 |
| Total (Rounded off to nearest 100) | 3,07,600 | 1,72,66,500 |
| Note No.: 23 Employee Benefit Expenses | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Salaries, Incentives & Contracting Manpower | 43,35,61,702 | 45,78,03,002 |
| Bonus Paid | - | 20,000 |
| Meals & Entertainment Expenses | - | 13,47,053 |
| Labour Welfare Expenses | 13,86,266 | 29,410 |
| Recruitment Expenses | - | 1,42,11,073 |
| Director Remuneration | 28,63,993 | 27,09,648 |
| Employers Contribution to Provident Fund | 54,54,128 | 1,12,50,377 |
| Gratuity | 12,78,686 | 40,67,889 |
| Staff Welfare/Meals & Insurance | 27,83,177 | 29,58,534 |
| ESIC Employer Contribution | 5,96,321 | 2,23,759 |
| Total | 44,79,24,274 | 49,46,20,745 |
| Total (Rounded off to nearest 100) | 44,79,24,300 | 49,46,20,700 |
| Note No.: 24 Other Expenses | | |

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-------------------------|-------------------------|
| Audit Fees | 2,32,398 | 13,89,000 |
| Computer and Internet Expenses | - | 12,89,356 |
| Courier Expenses | - | 83,390 |
| Dues and Subscriptions | 10,88,419 | 1,04,107 |
| Electricity Expenses | - | 6,06,806 |
| Foreign Exchange Loss | - | 13,20,100 |
| Insurance Expenses | 5,47,460 | 3,96,460 |
| Legal & Professional Fees | - | 8,23,91,846 |
| Office Expenses | 90,38,668 | 48,99,897 |
| Office Maintenance | - | 8,26,365 |
| Printing and Stationery | - | 8,06,568 |
| Professional Charges | 1,66,91,796 | 1,04,76,789 |
| Rent | 8,63,593 | 95,44,458 |
| Repairs & Maintenance | - | 6,78,151 |
| Taxes & Licenses | 1,22,616 | 1,18,462 |
| Telephone Expenses | 5,179 | 2,89,552 |
| Travelling Expenses | - | 13,19,204 |
| Discount | - | 24,948 |
| Round Off | - | 792 |
| Donation | - | 1,00,000 |
| Other Expenses | 12,39,185 | 15,07,50,053 |
| Sub Total (A) | 2,98,29,313 | 26,74,16,305 |
| Total | 2,98,29,313 | 26,74,16,305 |
| Total (Rounded off to nearest 100) | 2,98,29,300 | 26,74,16,300 |
| | | |

Note 25: Gratuity

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded.

| Profit & Loss Account | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-------------------------|-------------------------|
| Current service cost | 17,37,484 | 14,47,888 |
| Interest on obligation | 1,08,658 | 18,535 |
| Expected return on plan assets | - | - |
| Net actuarial loss/(gain) | (5,67,456) | 33,274 |
| Recognised Past Service Cost-Vested | - | - |
| Recognised Past Service Cost-Unvested | - | - |
| Loss/(gain) on curtailments and settlement | - | - |
| Total included in 'Employee Benefit Expense | - | - |
| Expenses deducted from the fund | - | - |
| Total Charge to P&L | 12,78,686 | 14,99,697 |

Rs. 14,99,697/- during the year has been adjusted with retained earnings, since in Previous year FY 2019-20, Company has charged off earlier year provision for gratuity in retained earnings, therefore

reversal of such provision also adjusted with retained earnings during the FY 2020-21.

Rs. 12,78,686/- during the year has been adjusted with retained earnings, since in Previous year FY 2020-21, Company has charged off earlier year provision for gratuity in retained earnings, therefore reversal of such provision also adjusted with retained earnings during the FY 2021-22.

| Balance Sheet | As at 31 March, 2022 | As at 31 March, 2021 |
|--|--|-----------------------------|
| Opening Defined Benefit Obligation | 17,99,231 | 299534 |
| Transfer in/(out) obligation | - | - |
| Current service cost | 17,37,484 | 1447888 |
| Interest cost | 1,08,658 | 18535 |
| Actuarial loss (gain) | (5,67,456) | 33274 |
| Past service cost | - | - |
| Loss (gain) on curtailments | - | - |
| Liabilities extinguished on settlements | - | - |
| Liabilities assumed in an amalgamation in the nature of purchase | - | - |
| Exchange differences on foreign plans | - | - |
| Benefits paid | - | - |
| Closing Defined Benefit Obligation | 30,77,917 | 17,99,231 |
| | | |
| Principle actuarial assumptions | As at 31 March, 2022 | As at 31 March, 2021 |
| Discount Rate | 6.70% | 6.25% |
| Expected Return on Plan Assets | Not Applicable | Not Applicable |
| Salary Growth Rate | 10.00% | 10.00% |
| | | |
| Note: 25 Micro, Small and Medium Enterprises Development Act, 2006 (the 'MSMED Act') | | |
| The Company has not received any intimation from 'Suppliers ' regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (the 'MSMED Act') and hence the disclosure requirement in this regard as per Schedule III of the Companies Act, 2013 could not be provided. | | |
| | | |
| Note 26. Related Party Transactions: | | |
| | | |
| Details of related parties: | | |
| | | |
| Subsidiary Company | Mindpool Technologies Inc | |
| Associate Company | S A Tech Software (I) Pvt Ltd | |
| Directors | Mrs. Poonam Sharma (MD) Mr. Ritesh Sharma (WTD) Mr. Kaustubh Karwe (ID) Mr. Sunil Jain (ID) | |
| Others | Mr. Bhavin Goda (Director of Associate | |

| | | |
|--|---|----------------------|
| | Company) | |
| KMP's | Mr. Sathish Kumar Ganesan (CFO) Ms. Priyal Singh (CS) [till 31st May 2021] Mr. Sanskar Prabhakar (CS) | |
| Details of Related Party transaction during the year ended 31st March, 2022 and balance outstanding as at 31st March, 2022. | | |
| | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Director Remuneration | | |
| Mrs. Poonam Sharma | 11,38,752 | 10,76,309 |
| Mr. Ritesh Sharma | 17,27,581 | 16,33,339 |
| Loan Balance outstanding at the year end | | |
| Remuneration to Related Parties | | |
| Sathish Kumar (CFO) | 7,27,704 | 7,83,780 |
| Sanskar Prabhakar (Company Secretary) | 4,02,515 | - |
| Priyal Singh (Company Secretary till 31st May 2021) | 75,503 | 3,66,984 |
| Subsidiary Company | | |
| Trade Receivables | - | - |
| Note: | | |
| (i) No amount pertaining to associates has been provided for as doubtful debt. Also no amount has been written off/back during the year. | | |
| (ii) Related parties are as identified by the Management and relied upon by the Auditors. | | |
| | | |
| Note 27: Information about Business Segments | | |
| The Company has identified and initiated segment reporting from the FY 2021-22 and accordingly the Segment Report for half year ended 30th September 2021 and half year and year ended 31st March 2022 is presented hereby in accordance with AS-17. It is to be noted that since segment reporting was not applicable due to non-identification of any segments by the Company for previous periods, the reporting is made for the current reporting period only. | | |
| | | |
| Note 28: Others | | |
| The Company has advanced an amount of Rs. 15,00,000/- to two service providers and based on explanations provided by the Company these two vendors have not delivered the requisite services hence Company has filed a legal case against both the parties for recovery of the Said sum of Rs. 15,00,000/- | | |
| On 26th March 2022 the company has decided not to go ahead with the purchase of property due to delay in possession. Withdrawal letter was sent to the builders and respectively Rs. 5,00,000/- from Chandravarsha Traders Pvt Ltd and Rs. 35,00,000/- from Paradise Infra Realtors Pvt Ltd each is received in March 2022 as refund of advance. Management expects that the balance amount of Rs. | | |

90,00,000/- i.e. Rs. 45,00,000/- each from the said parties is expected to be refunded in FY 2022-23)

As on March 31st, 2022, the Company has 1 Wholly-owned Subsidiary - Mindpool Technologies INC and 1 Associate Company -- S A Tech Software India Pvt Ltd wherein the Company holds 40.09% equity stake. During the year the Company has divested 10.93% (i.e., 47,000 Equity Shares) in S A Tech Software India Pvt. Ltd. whereby the relation of S A Tech Software India Pvt. Ltd. has changed from "Subsidiary" to "Associate". The holding of the company as of 31st March 2022 in S A Tech Software India Pvt. Ltd. is 1,72,296 Equity shares aggregating to 40.09% (i.e., 2,19,296 less 47,000 Equity Shares). The divestment of its holding in S A Tech Software India Pvt. Ltd was carried out @ Rs. 300 per Equity share based on Valuation of shares report by an Independent Valuer. The short-term capital Gain on Sale of Equity Shares is Rs. 32,89,803/- Shown under other Non-Operating Income.

11) Tangible Assets and Intangible Assets

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|-----------------------------|--------------------|---------------------------------|---------------------------------|--------------------|--------------------|---|------------------------------------|--------------------|--------------------|--------------------|
| | As at 01-Apr-21 | Additions during the year | Deletions during the year | As at 31-Mar-22 | As at 01-Apr-21 | Additions/ Deletions during the year | Depreciation during the year | As at 31-Mar-22 | As at 31-Mar-22 | As at 31-Mar-21 |
| A. Tangible Assets | | | | | | | | | | |
| Car | 33,25,000 | - | - | 33,25,000 | 24,48,719 | - | 2,73,663 | 27,22,382 | 6,02,618 | 8,76,281 |
| Printer | 25,300 | - | - | 25,300 | 24,806 | - | 311 | 25,117 | 183 | 494 |
| Furniture | 2,56,136 | - | - | 2,56,136 | 1,50,617 | - | 27,319 | 1,77,936 | 78,200 | 1,05,519 |
| Plant & Machinery | 1,74,305 | - | - | 1,74,305 | 1,18,431 | - | 10,113 | 1,28,544 | 45,761 | 55,874 |
| Computer | 63,64,688 | - | - | 63,64,688 | 46,72,303 | - | 10,66,203 | 57,38,506 | 6,26,182 | 16,92,385 |
| B. Intangible Assets | | | | | | | | | | |
| Computer Software | 3,09,334 | - | - | 3,09,334 | 2,43,936 | - | 26,159 | 2,70,095 | 39,239 | 65,398 |
| Total | 1,04,54,763 | - | - | 1,04,54,763 | 76,58,812 | - | 14,03,768 | 90,62,580 | 13,92,155 | 27,95,918 |
| <i>Previous Year</i> | <i>8,77,74,831</i> | <i>10,85,300</i> | <i>40,000</i> | <i>8,77,74,831</i> | <i>2,89,74,815</i> | <i>(38,000)</i> | <i>56,71,388</i> | <i>3,46,08,203</i> | <i>5,42,11,895</i> | <i>5,88,00,016</i> |

Notes forming part of the financial statements

Note no. 29: Corporate Information

The company is registered with the Registrar of Companies, Maharashtra State, Pune vide Registration no. L72900PN2011PLC138607 dated 21 February 2011 under the Companies Act, 1956. The registered office of the Company is situated at 3rd & 4th, Sr. No. 133/1/316111 GK mall, near Konkane Chowk, Pimple Saudagar, Pune MH 411027 IN. The Company is mainly engaged in business of IT Staffing, software development and information technology enabled services. The Company has its development centre at Pune & Bangalore.

PRINCIPLES OF CONSOLIDATION

- a. The consolidated financial statements relate to Mindpool Technologies Limited ('the Company') and its subsidiary. The financial statements of the subsidiary used in consolidation are drawn / prepared for consolidation up to the same reporting date as the Company. The consolidated financial statements have been prepared on the following basis:
The financial statements of the Group Companies are consolidated on a line-by-line basis and intragroup transaction and balances and unrealized gains/(losses) are eliminated upon Consolidation.
- b. The CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

Note no. 30: Significant Accounting Policies:

A. Basis of Preparation of Financial Statements:

These financial statements are prepared on historical cost basis (except for revaluation of certain fixed assets) in accordance with applicable Accounting Standards notified under the relevant provision of the Companies Act, 2013 and on the accounting principles of a going concern. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to The Companies Act, 2013. Based on the nature of Services and the time between the hiring of Technical personal for Execution of Software projects and their realization in cash and cash equivalents, the company has ascertained its operating cycle as three to four months for the purpose of current and non-current classification of assets and liabilities. The financial statements are presented in Indian rupees.

B. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires Board of Directors to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of

revenue and expenses for that year. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Revenue Recognition:

i) Services:

Revenue from sale of services is recognized when significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract. Sales are net of sales returns, trade and other discounts, sales taxes and excise duties.

ii) Other Income:

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

D. Fixed Assets and Depreciation:

Depreciation on fixed asset is provided to the extent of depreciable amount on straight line method over the useful life of assets as prescribed in Part C of Schedule II to the Companies Act, 2013. The revised carrying amount of the fixed assets identified as impaired, is amortized over the estimated residual life of the respective fixed asset. The Company has used the following lives to provide for depreciation on its fixed assets.

| Type of Asset | Useful Life (In years) |
|----------------------------|------------------------|
| Computer & Software | 03 |
| Furniture & Fixtures | 10 |
| Office Equipments | 05 |
| Motor Cars –Non commercial | 10 |

E. Transactions in Foreign Currency:

Transactions in foreign currency are recorded at the rate of exchange in force on the date of the transactions. Current assets, current liabilities and borrowings denominated in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet. The resultant gain/loss are recognized in the Statement of Profit & Loss, except in cases where they relate to the acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

F. Government Grants and Subsidy:

Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is reduced from the cost of the asset. Grants which are given as equity support are disclosed as promoter contribution under the head Capital Reserve.

G. Investments:

- a) Investments, which are readily realizable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.
- b) Long-term investments are valued at cost less provision for diminution other than temporary, in the value of such investments. Current investments are valued at lower of cost and fair value.

H. Borrowing Costs:

Borrowing cost attributable to the acquisition and construction of qualifying fixed assets are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the Profit & Loss Account.

I. Segment Reporting:

In the opinion of the management, the Company has identified and initiated segment reporting from the FY 2021-22 and accordingly the Segment Report for half year ended 30th September 2021 and half year and year ended 31st March 2022 is presented hereby in accordance with AS-17. It is to be noted that since segment reporting was not applicable due to non-identification of any segments by the Company for previous periods, the reporting is made for the current reporting period only.

J. Leases:

a) Finance Lease: -

Assets acquired under finance lease are capitalized and the corresponding lease liability is recognized at lower of the fair value of the leased assets and the present value of minimum lease payments at the inception of the lease. Initial costs directly attributable to lease are recognized with the asset under lease.

b) Operating Lease: -

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments/revenue under operating leases are recognized as an expense/income on accrual basis in accordance with the respective lease agreements.

K. Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share are the net profit or loss for the period after deducting preference dividends and any attributable tax thereto for the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

L. Income Tax:

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carry forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group reassesses unrecognized deferred tax assets, if any.

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

M. Impairment of Assets:

In accordance with AS 28 on 'Impairment of Assets' issued by the Institute of Chartered Accountants of India, where there is an indication of impairment of the Company's assets related to cash generating units, the carrying amounts of such assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of such assets is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of such assets exceeds its recoverable amount. Impairment loss is recognized in the profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the assets are restated to that effect.

N. Contingent Liabilities / Assets and Provisions

Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Contingent Liabilities under various fiscal laws include those in respect of which the Company / Department is in appeal. A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities are disclosed in notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

Note no. 31: - Additional Information to the Financial Statements

31.01 Contingent liability as may arise on account of none / late compliance of certain fiscal statement – amount unascertainable.

31.02 The amounts under the head short term borrowing, trade payables, trade receivables and loans and advances including those adjusted during the year are subject to confirmation and reconciliation and consequent adjustment thereof, if any.

31.03 Expenditure incurred on employees who were in respect of remuneration of more than 2 Lakh p.m., if employed for part of the year or 27 Lakh p.a. – Nil

31.04 Remuneration to Directors:

i) Remuneration paid during the year:

- Mrs. Poonam Sharma: Rs. 11,38,752

- Mr. Ritesh Sharma: Rs. 17,27,581

ii) Remuneration paid during previous year:

- Mrs. Poonam Sharma: 10,76,309

- Mr. Ritesh Sharma: 16,33,339

31.05 Appropriate Income Tax Provision made for Income tax liability during the year.

31.06 Disclosure required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006. At the year end, no supplier intimated to the company about its status as a Micro, Small & Medium Enterprises or its registration under the Micro, Small & Medium Enterprises Development Act, 2006.

31.07 Related Party Transactions:

Details of related parties:

| | | |
|-----|---------------------------|---|
| i | Subsidiary Company | Mindpool Technologies Inc |
| ii | Associate Company | S A Tech Software (I) Pvt Ltd |
| iii | Directors | Mrs. Poonam Sharma Mr. Ritesh Sharma Mr. Kaustubh Karve (Independent Director) Mr. Sunil Jain (Independent Director) |
| iv | Others | Mr. Bhavin Goda (Director of Associate Company) |
| v | KMP's | Ms. Priyal Singh (CS) [till 31 st May 2021] Mr. Sathish Kumar Ganesan (CFO) Mr. Sanskar Prabhakar (CS) |

Details of Related Party transaction during the year ended 31st March, 2022 and balance outstanding as at 31st March, 2022.

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|-----------------------|--|--|
| Director Remuneration | | |

| | | |
|---|-----------|-----------|
| Mrs. Poonam Sharma | 11,38,752 | 10,76,309 |
| Mr. Ritesh Sharma | 17,27,581 | 16,33,339 |
| Loan Balance outstanding at the year end | - | - |
| Remuneration to Related Parties | | |
| Sathish Kumar(CFO) | 7,27,704 | 7,83,780 |
| Sanskar Prabhakar(Company Secretary) | 4,02,515 | - |
| Priyal Singh (Company Secretary till 31 st May 2021) | 75,503 | 3,66,984 |
| Subsidiary Company | | |
| Trade Receivables | | - |

Note:

- (i) No amount pertaining to associates has been provided for as doubtful debt. Also no amount has been written off/back during the year.
- (ii) Related parties are as identified by the Management and relied upon by the Auditors.

Note 32: Gratuity

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded.

| Profit & Loss Account | 31-Mar-22 | 31-Mar-21 |
|---|------------|-----------|
| | (Rupees) | (Rupees) |
| Current service cost | 17,37,484 | 14,47,888 |
| Interest on obligation | 1,08,658 | 18,535 |
| Expected return on plan assets | - | - |
| Net actuarial loss/(gain) | (5,67,456) | 33,274 |
| Recognised Past Service Cost-Vested | - | - |
| Recognised Past Service Cost-Unvested | - | - |
| Loss/(gain) on curtailments and settlement | - | - |
| Total included in 'Employee Benefit Expense | - | - |
| Expenses deducted from the fund | | |
| Total Charge to P&L | 12,78,686 | 14,99,697 |

Rs. 14,99,697/- during the year has been adjusted with retained earnings, since in Previous year FY 2019-20, Company has charged off earlier year provision for gratuity in retained earnings, therefore reversal of such provision also adjusted with retained earnings during the FY 2020-21.

Rs. 12,78,686/- during the year has been adjusted with retained earnings, since in Previous year FY 2020-21, Company has charged off earlier year provision for gratuity in retained earnings, therefore reversal of such provision also adjusted with retained earnings during the FY 2021-22.

| Balance Sheet | 31-Mar-22 | 31-Mar-21 |
|--|-----------|-----------|
| | (Rupees) | (Rupees) |
| Opening Defined Benefit Obligation | 17,99,231 | 299534 |
| Transfer in/(out) obligation | 0 | 0 |
| Current service cost | 17,37,484 | 1447888 |
| Interest cost | 1,08,658 | 18535 |
| Actuarial loss (gain) | -5,67,456 | 33274 |
| Past service cost | 0 | 0 |
| Loss (gain) on curtailments | - | - |
| Liabilities extinguished on settlements | - | - |
| Liabilities assumed in an amalgamation in the nature of purchase | - | - |
| Exchange differences on foreign plans | - | - |
| Benefits paid | | |
| Closing Defined Benefit Obligation | 30,77,917 | 1799231 |

| Principle actuarial assumptions | 31-Mar-22 | 31-Mar-21 |
|---------------------------------|----------------|----------------|
| | (Rupees) | (Rupees) |
| Discount Rate | 6.70% | 6.25% |
| Expected Return on Plan Assets | Not Applicable | Not Applicable |
| Salary Growth Rate | 10.00% | 10.00% |

Note 33: Balance confirmations

In respect of the balance confirmations sought for by the company from its debtors and creditors, very few parties have responded to the request. As such, balances in the accounts of debtors, creditors, advances and deposits are taken as appearing in the accounts.

Note 34: Information about Business Segments

The Company has identified and initiated segment reporting from the FY 2021-22 and accordingly the Segment Report for half year ended 30th September 2021 and half year and year ended 31st March 2022 is presented hereby in accordance with AS-17. It is to be noted that since segment reporting was not applicable due to non-identification of any segments by the Company for previous periods, the reporting is made for the current reporting period only.

Note 35: Previous year figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 36: Rounding Off

As per the amendment notification for Schedule III dated 27th March 2021 it is now mandatory for every company to round-off the figures appearing in financial statements. Since the turnover of the company is less than 100 crores, the figures in financial statements have been rounded off to the nearest hundred.

Note 37: Others :

- i) The Company has advanced an amount of Rs. 15,00,000/- to two service providers and based on explanations provided by the Company these two vendors have not delivered the requisite services hence Company has filed a legal case against both the parties for recovery of the Said sum of Rs. 15,00,000/-
- ii) On 26th march 2022 the company has decided not to go ahead with the purchase of property due to delay in possession. Withdrawal letter was sent to the builders and respectively Rs. 5,00,000/- from Chandravarsha Traders Pvt Ltd and Rs. 35,00,000/- from Paradise Infra Realtors Pvt Ltd each is received in March 2022 as refund of advance. Management expects that the balance amount of Rs. 90,00,000/- i.e. Rs. 45,00,000/- each from the said parties to be refunded in FY 2022-23)
- iii) As on March 31st, 2022, the Company has 1 Wholly-owned Subsidiary – Mindpool Technologies INC and 1 Associate Company -- S A Tech Software India Pvt Ltd wherein the Company holds 40.09% equity stake. During the year the Company has divested 10.93% (i.e., 47,000 Equity Shares) in S A Tech Software India Pvt. Ltd. whereby the relation of S A Tech Software India Pvt. Ltd. has changed from “Subsidiary” to “Associate”. The holding of the company as of 31st March 2022 in S A Tech Software India Pvt. Ltd. is 1,72,296 Equity shares aggregating to 40.09% (i.e., 2,19,296 less 47,000 Equity Shares). The divestment of its holding in S A Tech Software India Pvt. Ltd was carried out @ Rs. 300 per Equity share based on Valuation of shares report by an Independent Valuer. The short-term capital Gain on Sale of Equity Shares is Rs. 32,89,803/- Shown under other Non-Operating Income.

For and on behalf of the Board of
Mindpool Technologies Limited

Place: Pune
Date: 25/05/2022

sd/-
Poonam Sharma
Whole-Time Director
DIN: 03397469

sd/-
Ritesh Sharma
Chairman & MD
DIN: 02676486

INDEPENDENT AUDITOR'S REPORT

To

**The Members of
MINDPOOL TECHNOLOGIES LIMITED**

Report on Audit of the Financial Statements

We have audited the accompanying financial statements of **Mindpool Technologies Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act 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 31st March, 2022, 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 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 Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have no key matters to be communicated in our report.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report corporate Governance and Shareholders information, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise

appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are 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:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are not responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 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 of the matters specified in the paragraph 3 and 4 of the order.
- 2) As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

- a) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - b) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - c) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
1. As required by the Companies (Auditor's Report) Order , 2020 (" the order") issued by the Central Government in terms of section 143(1) of the Act, we give in " Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

R. B. Sharma & Co.
Chartered Accountants
FRN: 109971(W)

Sd/-

Place: Pune
Date: 25/05/2022

Madhavan N. Iyengar
Partner
M.No. 044366
UDIN: 22044366AJNWTU5124

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **MINDPOOL TECHNOLOGIES LIMITED** (“the Company”) as of March 31st 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, 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 March 31st, 2022 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R. B. Sharma & Co.
Chartered Accountants
FRN: 109971(W)

Sd/-

Place: Pune
Date: 25/05/2022

Madhavan N. Iyengar
Partner
M.No. 044366
UDIN: 22044366AJNWTU5124

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 of Our Report on "Other Legal and Regulatory Requirements" section of our report to the members of MINDPOOL TECHNOLOGIES LIMITED)

- i.
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of 3 years which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties (other than properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
 - (d) According to the information and explanations given to us and based on our examination of the record of the company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
 - (e) According to the information and explanations given to us, and based on our examination of the record of the company no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- ii.
 - (a) Company is in the Business of I.T Staffing and other I.T enabled services hence there is no Physical Inventory in the books of the Company. Hence clause (ii)(a) is not applicable .
 - (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks based on security of current assets.
- iii. The company has not made investments during the year in companies, Firms, Limited Liability Partnerships (LLP's) or any other parties, however company has granted loans unsecured to a company. Accordingly, the Provisions of Clauses, 3(iii)(a), 3(iii)(b) and 3(iii)(c) are applicable.
 - a. According to the information and explanations given to us, the Company has granted unsecured loans to its then subsidiary (now associate company) M/s S A Tech Software Pvt Ltd covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts has not yet commenced as on 31st March 22 and interest has been provided for in the Books for the year ended 31st March 2022.
 - The Principal amount of Rs. 2,62,74,092/- is outstanding as at 31st March 2022, as the repayment schedule has not yet commenced as at 31st March 22. Hence there is no overdue amount remaining outstanding as at the year-end.

- iv. In our opinion and according to the information and explanations given to us, provisions of Sections 185 and 186 of the Act are applicable to the company in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. According to the information and explanations given to us, the maintenance of cost records specified by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. The Company has paid certain past PF dues with applicable penalties during F.Y. 2019-20, based on Audit Conducted by the PF department.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- viii. According to the information and explanations given to us, there are no transactions recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, hence, clause (viii) of Order is not applicable.
- ix.
 - a) The Company has not defaulted in repayment of loans or other borrowings to any Lender during the year.
 - b) According to the information and explanations given to us, the company is not declared willful defaulter by any bank or financial institution or other lender.
 - c) According to the information and explanations given to us, no Term Loans were obtained during the year under report.
 - d) According to the information and explanations given to us, no funds raised on short term basis have been utilized for long term purposes.
 - e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies; hence the clause (ix) (f) of the Order is not applicable.
- x. The company did not raise any money by way of initial public offer or further public offer (including debt instrument) during the year under report
Accordingly, to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(x) of the order is not applicable.
- 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 fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

(b) No report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.

(c) We have not considered whistle-blower complaints, since, there is no complaint received during the year by the Company.

(d) The Company has complied with the provisions of Sec 197 of Act read with Schedule V to the Act as applicable to the company since the company is a public Company as defined in sec 2(71) of the Act. Accordingly, the remuneration paid to the Managerial Remuneration is within limits as approved by means of Special Resolution by the members of the Company.

- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. According to paragraph 3(xii) of the order is not applicable.
- xiii. All transaction with the related parties are in compliance with section 177 and 188 of the companies act, 2013. The details have been disclosed in the Financial Statement etc. as required by the Accounting Standard.
- xiv. (a) As informed by the management the internal auditor has been appointed and Internal Audit Report will be submitted by him to the Audit Committee hence we are unable to Comment on the same.
(b) In framing our Independent Audit Reports, we have not considered Internal Auditor's Report for the period under audit
- xv. According to the information and explanations provided to us, the company has not entered into non-cash transaction with directors or person connected with him as referred to in section 192 of the Companies Act, 2013.
- xvi. (a) According to the information and explanations provided to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

(b) In Our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.

(c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
- xvii. The Company has not incurred cash losses in the Financial Year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year.
- xix. According to the information and explanations provided to us, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, we are of the opinion that no material uncertainty exists as on the date of

the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

- xx. The provisions related to Corporate Social Responsibility is not applicable in the preceding financial year, hence, clause (xx) of the Order is not applicable.
- xxi. The company does have a subsidiary and an associate company; hence, the consolidation of financial statements is applicable.

For R. B. Sharma & Co.
Chartered Accountants
FRN: 109971(W)

Sd/-

Place: Pune
Date: 25/05/2022

Madhavan N. Iyengar
Partner
M.No. 044366
UDIN: 22044366AJNWTU5124

MINDPOOL TECHNOLOGIES LIMITED
L72900PN2011PLC138607
STANDALONE BALANCE SHEET AS ON 31ST MARCH 2022

| | Particulars | Notes | 31-Mar-22 (Rupees) | 31-Mar-21 (Rupees) |
|----------|---|-------|-----------------------|-----------------------|
| A | EQUITY AND LIABILITIES | | | |
| 1 | Shareholders' funds | | | |
| | (a) Share capital | 1 | 4,23,75,000 | 4,23,75,000 |
| | (b) Reserves and surplus | 2 | 7,84,80,100 | 7,38,88,300 |
| | | | 12,08,55,100 | 11,62,63,300 |
| 2 | Non-current liabilities | | | |
| | (a) Long-term borrowings | 3 | - | - |
| | (b) Deferred Tax Liabilities (Net) | | - | - |
| | (c) Long Term Provisions | 4 | - | - |
| | (d) Other Non Current Liabilities | 5 | - | - |
| 3 | Current liabilities | | | |
| | (a) Short-term borrowings | 6 | 32,32,000 | 4,82,200 |
| | (b) Trade payables | 7 | 80,22,900 | 12,65,400 |
| | (c) Other current liabilities | 8 | 89,49,700 | 49,35,200 |
| | (d) Short Term Provision | 9 | 66,08,900 | 10,49,000 |
| | | | 2,68,13,500 | 77,31,800 |
| | Total | | 14,76,68,600 | 12,39,95,100 |
| B | ASSETS | | | |
| 1 | Non-current assets | | | |
| | (a) Property, Plant & Equipment and Intangible Assets | | | |
| | (i) Property, Plant & Equipment | 10 | 13,52,900 | 27,30,500 |
| | (ii) Intangible Assets | 10 | 39,200 | 65,400 |
| | | | 13,92,100 | 27,95,900 |
| | (b) Other non-current assets | 11 | 3,96,29,800 | 5,10,33,700 |
| | (c) Deferred Tax assets (Net) | 12 | 2,57,200 | 1,07,400 |
| | | | 3,98,87,000 | 5,11,41,100 |
| 2 | Current assets | | | |
| | (a) Inventories | 13 | - | - |
| | (b) Trade receivables | 14 | 4,02,18,900 | 1,34,39,400 |
| | (c) Cash and cash equivalents | 15 | 9,17,100 | 68,86,700 |
| | (d) Short Term Loan & Advances | 16 | 4,65,55,000 | 3,80,66,800 |
| | (e) Other Current Assets | 17 | 1,86,98,500 | 1,16,65,200 |

| | | | | |
|--|---|-------|---------------------|---------------------|
| | | | 10,63,89,500 | 7,00,58,100 |
| | | | | |
| | Total | | 14,76,68,600 | 12,39,95,100 |
| | Notes Forming Part of Financial Statements | 01-23 | | |
| | Significant Accounting Policies and Additional Information to Financial Statements | 24-32 | | |

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

Sd/-

CA Madhavan Iyengar
Partner
M. No. 044366

UDIN : 22044366AJNWTU5124
Place: Pune
Date: 25 May 2022

For Mindpool Technologies Limited

Sd/-

Poonam Sharma
Whole-Time Director
DIN : 03397469
Place: Pune
Date: 25 May 2022

Sd/-

Sathish Kumar
CFO
Place: Chennai
Date: 25 May 2022

Sd/-

Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 25 May 2022

Sd/-

Sanskar Prabhakar
Company Secretary
Place: Pune
Date: 25 May 2022

| MINDPOOL TECHNOLOGIES LIMITED L72900PN2011PLC138607 STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31ST, 2022 | | | | |
|--|---|-------|-----------------------|-----------------------|
| | Particulars | Notes | 31-Mar-22 (Rupees) | 31-Mar-21 (Rupees) |
| A | EQUITY AND LIABILITIES | | | |
| 1 | Revenue: | | | |
| | Revenue from Operations | 18 | 22,02,95,400 | 9,94,49,900 |
| | Other Income | 19 | 50,03,200 | 10,56,500 |
| | Total Income | | 22,52,98,600 | 10,05,06,400 |
| 2 | Expenses: | | | |
| | Purchases of Stock-in-Trade | | - | - |
| | Changes in inventories of Stock in Trade | 19 | - | - |
| | Depreciation | 20 | 14,03,800 | 11,40,900 |
| | Finance Cost | 21 | 3,07,600 | 43,200 |
| | Employees Benefit Expenses | 22 | 19,92,98,400 | 8,11,03,000 |
| | Other Expenses | 23 | 1,90,25,700 | 1,42,41,200 |
| | Total expenses | | 22,00,35,500 | 9,65,28,300 |
| 3 | Profit before exceptional and extraordinary items and tax (1-2) | | 52,63,100 | 39,78,100 |
| 4 | Exceptional Items | | | 7,600 |
| 5 | Tax expense: | | | |
| | Current Tax Provision | | 8,21,100 | 1,07,100 |
| | Deferred Tax | | (1,49,800) | (2,66,200) |
| 6 | Profit / (Loss) for the period (3 - 4 - 5) | | 45,91,800 | 41,44,800 |
| 7 | Earning per Equity Share | | | |
| | Basic Earnings per share of Rs 10/- each | | 1.08 | 0.98 |
| | Diluted Earnings per share of Rs 10/- each | | 1.08 | 0.98 |
| | Notes Forming Part of Financial Statements | 01-23 | | |
| | Significant Accounting Policies and Additional Information to Financial Statements | 24-32 | | |

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

For Mindpool Technologies Limited

Sd/-

Sd/-

Sd/-

CA Madhavan Iyengar

Partner

M. No. 044366

UDIN : 22044366AJNWTU5124

Place: Pune

Date: 25 May 2022

Poonam Sharma

Whole-Time Director

DIN : 03397469

Place: Pune

Date: 25 May 2022

Sd/-

Ritesh Sharma

Chairman & Managing Director

DIN : 02676486

Place: Pune

Date: 25 May 2022

Sd/-

Sathish Kumar

CFO

Place: Chennai

Date: 25 May 2022

Sanskar Prabhakar

Company Secretary

Place: Pune

Date: 25 May 2022

MINDPOOL TECHNOLOGIES LIMITED
L72900PN2011PLC138607

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31ST, 2022

| | Particulars | 31-Mar-22 (Rupees) | 31-Mar-21 (Rupees) |
|----------|--|-----------------------|-----------------------|
| A | Cash Flow From Operating Activities: | | - |
| | Net Profit before tax | 52,63,200 | 39,78,200 |
| | Adjustment for: | | |
| | Depreciation and amortization | 14,03,800 | 11,40,900 |
| | Interest Paid | | 27,600 |
| | Interest Income | (24,900) | -5,21,700 |
| | Dividend Income | | - |
| | Exceptional Item | | 7,600 |
| | Other Income | | -4,27,700 |
| | Tax Expense | - | 2,66,200 |
| | (Increase)/Decrease in Deferred Tax Asset | | -1,07,400 |
| | Operating Profit Before Working Capital Changes | 66,42,100 | 43,63,700 |
| | Changes in Working Capital | | |
| | (Increase)/Decrease in Trade Receivables | -2,67,79,800 | 4,40,700 |
| | (Increase)/Decrease in Short Term Loans & Advances | -78,66,300 | -17,62,300 |
| | (Increase)/Decrease in Other Current Assets | -59,91,000 | -9,10,300 |
| | Increase/(Decrease) in Trade Payables | 64,05,100 | 28,500 |
| | Increase/(Decrease) in Other Current Liabilities | 67,36,400 | -27,14,200 |
| | Increase/(Decrease) in Short Term Provisions, etc | 13,24,100 | 5,22,300 |
| | Cash Generated From Operations | -1,95,29,400 | -31,600 |
| | Less:- Income Taxes paid | | -1,07,100 |
| | NET CASH FLOW FROM OPERATING ACTIVITIES | -1,95,29,400 | -1,38,700 |
| B | Cash Flow From Investing Activities: | | |
| | Purchase of Fixed Assets including of CWIP | | - |
| | Sale of Fixed Assets | | - |
| | Investment made/Sold during the year | 1,08,10,000 | -5,93,900 |
| | Dividend Income | | - |
| | Interest Income | | 5,21,700 |
| | Other Income | | 4,27,700 |
| | Net Cash Flow from Investing Activities | 1,08,10,000 | 3,55,500 |
| C | Cash Flow From Financing Activities: | | |
| | Proceeds from Issue of Share Capital | | - |
| | Public Issue Expenses | | - |
| | Increase/(Decrease) in Short Term Borrowings | 27,49,800 | 4,82,200 |
| | Increase/(Decrease) in Long Term Borrowings | | |

| | | | |
|----------|--|-------------------|------------------|
| | Interest Paid | | -27,600 |
| | Increase/(Decrease) in Long Term Loans and Advances | | - |
| | Net Cash Flow from Financing Activities | 27,49,800 | 4,54,600 |
| | | | |
| | Net Increase/(Decrease) In Cash & Cash Equivalents | -59,69,600 | 6,71,400 |
| | | | |
| | Cash Equivalents at the Beginning of the Year | 68,86,700 | 62,15,300 |
| | | | |
| | Cash Equivalents at the End of the Year | 9,17,100 | 68,86,700 |
| | | | |
| 1 | Component of Cash and Cash Equivalents | | |
| | Cash on hand | | |
| | Balance With banks | 9,17,100 | 68,86,700 |
| | Total | 9,17,100 | 68,86,700 |
| 2 | Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated. | | |

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

Sd/-

CA Madhavan Iyengar

Partner

M. No. 044366

UDIN : 22044366AJNWTU5124

Place: Pune

Date: 25 May 2022

For Mindpool Technologies Limited

Sd/-

Poonam Sharma

Whole-Time Director

DIN : 03397469

Place: Pune

Date: 25 May 2022

Sd/-

Sathish Kumar

CFO

Place: Chennai

Date: 25 May 2022

Sd/-

Ritesh Sharma

Chairman & Managing Director

DIN : 02676486

Place: Pune

Date: 25 May 2022

Sd/-

Sanskar Prabhakar

Company Secretary

Place: Pune

Date: 25 May 2022

MINDPOOL TECHNOLOGIES LIMITED
L72900PN2011PLC138607

STANDALONE SEGMENT REPORT FOR THE YEAR ENDED MARCH 31ST, 2022

| | Particulars | Half Year | Half Year | Year |
|----------|---|-----------------------|-----------------------|-----------------------|
| | | (Amount in INR Lakhs) | (Amount in INR Lakhs) | (Amount in INR Lakhs) |
| | | 31-03-2022 | 30-09-2021 | 31-03-2022 |
| 1 | Segment Revenue | | | |
| (a) | Segment – Staffing | 262.27 | 181.79 | 444.06 |
| (b) | Segment – Digital | 78.46 | 71.10 | 149.56 |
| (c) | Segment – Routing | 441.51 | 310.42 | 751.93 |
| (d) | Segment – Offshore Development Center | 565.30 | 197.33 | 762.63 |
| (e) | Unallocated | -4.96 | 99.74 | 94.77 |
| | Total | 1,342.58 | 860.37 | 2,202.95 |
| | Less: Inter Segment Revenue | - | - | - |
| | Net sales/Income From Operations | 1342.58 | 860.37 | 2202.95 |
| 2 | Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment) | | | |
| (a) | Segment – Staffing | 5.45 | 12.32 | 17.76 |
| (b) | Segment – Digital | 3.50 | 3.98 | 7.48 |
| (c) | Segment – Routing | 3.95 | 26.13 | 30.08 |
| (d) | Segment – Offshore Development Center | 23.81 | 14.34 | 38.14 |
| (e) | Unallocated | 11.96 | -39.58 | -27.62 |
| | Total | 48.66 | 17.19 | 65.85 |
| | Less: | | | |
| (i) | Interest | 11.95 | 1.26 | 13.21 |
| (ii) | Other Un-allocable Expenditure net off | | 0.00 | |
| | Un-allocable income | -4.79 | 4.79 | |
| | Total Profit Before Tax | 31.91 | 20.72 | 52.64 |
| 3 | Capital Employed | | | |
| (a) | Segment – A | | | |
| (b) | Segment – B | | | |
| (c) | Segment – C | | | |
| (d) | ODC | | | |
| (e) | Unallocated | 423.75 | 423.75 | 423.75 |
| | Total | 423.75 | 423.75 | 423.75 |

For R B Sharma & Co.
Chartered Accountants

For Mindpool Technologies Limited

FRN: 109971W

Sd/-

CA Madhavan Iyengar

Partner

M. No. 044366

UDIN : 22044366AJNWTU5124

Place: Pune

Date: 25 May 2022

Sd/-

Poonam Sharma

Whole-Time Director

DIN : 03397469

Place: Pune

Date: 25 May 2022

Sd/-

Ritesh Sharma

Chairman & Managing Director

DIN : 02676486

Place: Pune

Date: 25 May 2022

Sd/-

Sathish Kumar

CFO

Place: Chennai

Date: 25 May 2022

Sd/-

Sanskar Prabhakar

Company Secretary

Place: Pune

Date: 25 May 2022

Notes to Accounts

| Note No.: 01 Share Capital | | | | |
|---|-------------------------|----------------------------|-------------------------|----------------------------|
| Particulars | | As at 31 March, 2022 | As at 31 March, 2021 | |
| Authorised 50,00,000 Equity Shares of Rs. 10 each (50,00,000 Equity Shares of Rs. 10 each) | | 5,00,00,000 | 5,00,00,000 | |
| Issued, Subscribed and fully paid up 42,37,500 Equity Shares of Rs. 10 each fully paid (Previous Year - 4237500 Equity Shares of Rs. 10 each fully paid) | | 4,23,75,000 | 4,23,75,000 | |
| Issued, Subscribed and fully paid up during the year 42,37,500 Equity Shares of Rs. 10 each fully paid (Previous Year - 4237500 Equity Shares of Rs. 10 each fully paid) | | 4,23,75,000 | 4,23,75,000 | |
| Closing Balance Equity Shares of Rs 10 each | | 4,23,75,000 | 4,23,75,000 | |
| Note No: 1a Reconciliation of number of shares | | | | |
| <u>Equity Shares</u> | | As at 31 March, 2022 | As at 31 March, 2021 | |
| | | No. of Shares | No. of Shares | |
| Balance at the beginning of the year | | 42,37,500 | 42,37,500 | |
| Add: Shares issued during the year | | - | - | |
| Add: Bonus Shares issued during the year | | - | - | |
| Balance at the end of the year | | 42,37,500 | 42,37,500 | |
| Terms/Rights attached to Equity Shares: | | | | |
| The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. | | | | |
| The company has only one class of share having par value of Rs 10. Each holder of equity share is entitled to one vote per share. | | | | |
| Note No: 1b) Details of shareholders holding more than 5% Shares in the Company Equity Shares with Voting Rights | | | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2021 |
| | No of Shares | Holding % | No of Shares | Holding % |
| Ritesh Sharma | 15,05,000 | 35.52% | 15,05,000 | 35.52% |
| Poonam Sharma | 15,05,000 | 35.52% | 15,05,000 | 35.52% |
| Doshi Hetal S | 2,16,000 | 5.10% | 2,16,000 | 5.10% |

| | | | | |
|--|---------------|----------------------|--------------------------|--------|
| Total | 32,26,000 | 76.13% | 32,26,000 | 76.13% |
| | | | | |
| Note No: 1(c) The Shareholding of Promoter | | | | |
| Particulars | No. of Shares | %of total shares | % Change during the year | |
| Ritesh Sharma | 15,05,000 | 46.65% | - | |
| Poonam Sharma | 15,05,000 | 46.65% | - | |
| Doshi Hetal S | 2,16,000 | 6.70% | - | |
| Total | 32,26,000 | 100.00% | - | |
| | | | | |
| (d) Aggregate Number of Bonus shares issued, shares issued other than cash & shares bought back during the period of five years immediately preceding the reporting date | | | | |
| | | As at 31 March, 2022 | As at 31 March, 2021 | |
| | | (Nos) | (Nos) | |
| Bonus Equity share of Rs. 10 each issued during the period of five years immediately preceding the reporting date | | - | - | |
| | | | | |
| Note No.: 02 Reserves & Surplus | | | | |
| Particulars | | As at 31 March, 2022 | As at 31 March, 2021 | |
| A) Security Premium Account | | | | |
| Opening Balance | | 1,47,15,000 | 1,47,15,000 | |
| Add: Premium on Fresh issue of shares | | - | - | |
| Less: Public Issue Expenses | | - | - | |
| Closing Balance | | 1,47,15,000 | 1,47,15,000 | |
| B) Profit & Loss Account | | | | |
| Opening Balance | | 5,91,73,339 | 5,50,28,527 | |
| Profit for the Year | | 45,91,800 | 41,44,824 | |
| Less: Provision for Gratuity for Prior Years | | - | - | |
| Less: Interest on Service Tax | | - | - | |
| Less: Issue of Bonus Shares | | - | - | |
| Add: Gratuity excess provision written Back | | - | - | |
| Closing Balance | | 6,37,65,139 | 5,91,73,339 | |
| Total | | 7,84,80,139 | 7,38,88,339 | |
| Total (Rounded off to nearest 100) | | 7,84,80,100 | 7,38,88,300 | |
| | | | | |
| Note No.: 03 Long Term Borrowings | | | | |
| Particulars | | As at 31 March, 2022 | As at 31 March, 2021 | |

| | | | | |
|---|--|--|---------------------------------|---------------------------------|
| Secured Loan | | | | |
| Loans and Advances from Financial Institutions | | | - | - |
| Loans and Advances from Related Parties | | | - | - |
| Unsecured Loan:- | | | | |
| From Related Parties | | | - | - |
| From Others | | | - | - |
| Total | | | - | - |
| Total (Rounded off to nearest 100) | | | - | - |
| | | | | |
| Note No : 04 Long Term Provisions | | | | |
| Particulars | | | As at 31 March, 2022 | As at 31 March, 2021 |
| Provision for Employee Benefit | | | - | - |
| Total | | | - | - |
| Total (Rounded off to nearest 100) | | | - | - |
| | | | | |
| Note No : 05 Other Non Current Liabilities | | | | |
| Particulars | | | As at 31 March, 2022 | As at 31 March, 2021 |
| | | | | |
| Total | | | - | - |
| Total (Rounded off to nearest 100) | | | - | - |
| | | | | |
| Note No : 06 Short Term Borrowings | | | | |
| Particulars | | | As at 31 March, 2022 | As at 31 March, 2021 |
| Secured Loan | | | | |
| Federal Bank Discounting Loan | | | 32,31,953 | 4,82,175 |
| Nature of Security- | | | | |
| Loan provided on hypothecation of Trade Receivables | | | | |
| Loans and Advances from Related Parties | | | - | - |
| Nature of Security- | | | | |
| Unsecured Loan:- | | | - | - |
| From Others | | | | |
| Total | | | 32,31,953 | 4,82,175 |
| Total (Rounded off to nearest 100) | | | 32,32,000 | 4,82,200 |
| | | | | |
| Note No : 07 Trade Payable | | | | |
| Particulars | | | As at 31 March, 2022 | As at 31 March, 2021 |

| | | |
|---|-----------------------------|-----------------------------|
| Payable for MSME | 47,522 | 16,160 |
| Other | 79,75,340 | 12,49,251 |
| Total | 80,22,861 | 12,65,411 |
| Total (Rounded off to nearest 100) | 80,22,900 | 12,65,400 |
| Note No : 08 Other Current Liabilities | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Statutory Payable | 65,99,871 | 34,14,756 |
| Income Tax Provision | - | 1,07,073 |
| Other Payable | 23,49,809 | 14,13,403 |
| Total | 89,49,680 | 49,35,232 |
| Total (Rounded off to nearest 100) | 89,49,700 | 49,35,200 |
| Note No : 9 Short Term Provisions | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Provision for Expenses | 26,96,836 | 10,49,012 |
| Income Tax Provision | 8,21,057 | - |
| ESIC Payable | 12,173 | - |
| Employee LWF payable | 957 | - |
| Gratuity payable | 30,77,917 | - |
| Total | 66,08,940 | 10,49,012 |
| Total (Rounded off to nearest 100) | 66,08,900 | 10,49,000 |
| Note No.: 11 Other Non-Current Assets | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Investment | | |
| FD With Federal Bank | - | 3,00,000 |
| Flat Purchase | - | 2,93,900 |
| Investment in Wholly Own Subsidiary Company | | |
| Mindpool Technologies Inc USA | 750 | 750 |
| Investment In Shares for 40.09% in Associate Company | | |
| S A Tech Software Pvt Ltd | 3,96,29,000 | 5,04,39,000 |
| Total | 3,96,29,750 | 5,10,33,650 |
| Total (Rounded off to nearest 100) | 3,96,29,800 | 5,10,33,700 |
| Note No : 12 Deferred Tax Asset | | |
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |

| | | |
|--|-----------------|-----------------|
| Deferred Tax Asset | 2,57,166 | 1,07,396 |
| Total | 2,57,166 | 1,07,396 |
| Total (Rounded off to nearest 100) | 2,57,200 | 1,07,400 |

Note No.: 13 Inventories

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--|-------------------------|-------------------------|
| Raw Materials | - | - |
| Finished Goods | - | - |
| Stores & Consumables | - | - |
| Total | - | - |
| Total (Rounded off to nearest 100) | - | - |

Note No.: 14 Trade Receivable (As per List)

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--|-------------------------|-------------------------|
| Unsecured, considered good | | |
| Debts outstanding for less than six months from the date due for payment | 3,94,75,751 | 1,11,89,053 |
| Other Debts More than 6 Months | 7,43,191 | 22,50,307 |
| Others | | |
| Total | 4,02,18,943 | 1,34,39,360 |
| Total (Rounded off to nearest 100) | 4,02,18,900 | 1,34,39,400 |

Note No : 15 Cash & Cash Equivalents

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-------------------------|-------------------------|
| Cash and Cash Equivalents | | |
| Cash in hand | | |
| Bank Balances | | |
| -In Current Accounts | | |
| - Federal Bank account 18180200003721 | 49,885 | 3,84,287 |
| - ICICI Bank Limited | 8,46,747 | 50,01,981 |
| -YES Bank CC 094763700000121 | 19,264 | 19,265 |
| - RBL Bank CC 400021022011 | 1,239 | 32,696 |
| - Federal EEFC Account - 181813000000132 | - | 14,48,433 |
| Sub Total | 9,17,135 | 68,86,662 |
| Total | 9,17,135 | 68,86,662 |
| Total (Rounded off to nearest 100) | 9,17,100 | 68,86,700 |

Note No: 16 Short Term Loan and Advances

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-------------------------|-------------------------|
| Advance to Employee | - | 1,00,000 |
| Other Advances | 4,57,57,014 | 2,49,66,783 |
| Deposits | 28,000 | - |
| Advance for Office Expenses | - | - |
| Tax /Advance Tax (Net off Provision for Income Tax) | - | - |
| Advance for capital Assets | - | 1,30,00,000 |
| Others | - | - |
| FD With Federal Bank | 7,70,000 | - |
| Sub Total | 4,65,55,014 | 3,80,66,783 |
| Total | 4,65,55,014 | 3,80,66,783 |
| Total (Rounded off to nearest 100) | 4,65,55,000 | 3,80,66,800 |

Note No: 17 Other Current Assets

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-------------------------|-------------------------|
| TDS Receivable | 74,85,752 | 26,47,847 |
| Deposits | - | 28,000 |
| MAT Credit | - | 1,07,073 |
| Prepaid Insurance | - | 3,12,606 |
| Prepaid Expenses | 17,10,724 | 4,38,913 |
| Billing in Progress (Unbilled Revenue) | 94,77,152 | 81,30,765 |
| Accrued Interest | 24,891 | - |
| Total | 1,86,98,518 | 1,16,65,204 |
| Total (Rounded off to nearest 100) | 1,86,98,500 | 1,16,65,200 |

Note No : 18 Revenue from Operations

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--|-------------------------|-------------------------|
| Sale of Services | | |
| Services - Export | 9,12,19,186 | 1,79,23,423 |
| Services- Domestic | 12,90,76,195 | 5,01,28,535 |
| Services- SEZ | - | 3,13,97,974 |
| Sub Total (A) - Gross Sales | 22,02,95,381 | 9,94,49,932 |
| Total | 22,02,95,381 | 9,94,49,932 |
| Total (Rounded off to nearest 100) | 22,02,95,400 | 9,94,49,900 |
| | | |

Note 18: Other Income

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|-------------|-------------------------|-------------------------|
|-------------|-------------------------|-------------------------|

| | | |
|---|------------------|------------------|
| Interest Received | 13,40,398 | 5,21,724 |
| Dividend Received | - | - |
| Foreign Exchange Gain/(Loss) | 2,50,010 | 4,25,557 |
| Mat Credit | - | 1,07,073 |
| Balances Written Back Income | - | 2,172 |
| Gratuity Excess Provision Write Back | - | - |
| Notice Pay Recovery | 1,22,808 | - |
| Short Term Gain On sale of Shares | 32,90,000 | - |
| Total | 50,03,216 | 10,56,525 |
| Total (Rounded off to nearest 100) | 50,03,200 | 10,56,500 |

Note No.: 19 Changes in Inventory of Finished Goods & Work in Progress

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-----------------------------|-----------------------------|
| Closing Stock | - | - |
| Opening Stock | - | - |
| Total | - | - |
| Total (Rounded off to nearest 100) | - | - |

Note No.: 20 Depreciation & Amortised Cost

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-----------------------------|-----------------------------|
| Depreciation on Tangible Assets | 13,77,608 | 11,20,925 |
| Amortization on Intangible Assets | 26,159 | 20,020 |
| Total | 14,03,768 | 11,40,945 |
| Total (Rounded off to nearest 100) | 14,03,800 | 11,40,900 |

Note No.: 21 Finance Cost

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|---|-----------------------------|-----------------------------|
| Bank Charges | 24,871 | 15,616 |
| Interest Paid | 2,82,711 | 27,567 |
| Total | 3,07,582 | 43,183 |
| Total (Rounded off to nearest 100) | 3,07,600 | 43,200 |

Note No : 22 Employee Benefit Expenses

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
|--|-----------------------------|-----------------------------|
| Salaries, Wages | 18,49,35,812 | 6,91,88,788 |
| Director Remuneration | 28,63,993 | 27,09,648 |
| Staff Welfare Expenses | 26,03,276 | 1,13,028 |
| Insurance for Employees | 15,53,059 | - |
| Contribution towards various Funds for Employees | 73,42,243 | 90,91,515 |
| Total | 19,92,98,383 | 8,11,02,979 |
| Total (Rounded off to nearest 100) | 19,92,98,400 | 8,11,03,000 |

| Note No : 23 Other Expenses | | |
|---|---------------------------------|---------------------------------|
| Particulars | As at 31 March, 2022 | As at 31 March, 2021 |
| Electricity Expenses | - | - |
| Professional Charges | 1,66,91,796 | 1,04,76,789 |
| Insurance | 62,639 | 34,336 |
| Audit Fees | 2,32,398 | 3,95,000 |
| Rent | 8,63,593 | 2,48,000 |
| Other Expenses | 11,75,238 | 30,87,071 |
| Sub Total (A) | 1,90,25,664 | 1,42,41,196 |
| Total | 1,90,25,664 | 1,42,41,196 |
| Total (Rounded off to nearest 100) | 1,90,25,700 | 1,42,41,200 |

10) Tangible Assets and Intangible Assets

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|-----------------------------|--------------------|---------------------------------|---------------------------------|--------------------|--------------------|---|------------------------------------|--------------------|--------------------|--------------------|
| | As at 01-Apr-21 | Additions during the year | Deletions during the year | As at 31-Mar-22 | As at 01-Apr-21 | Additions/ Deletions during the year | Depreciation during the year | As at 31-Mar-22 | As at 31-Mar-22 | As at 31-Mar-21 |
| A. Tangible Assets | | | | | | | | | | |
| Car | 33,25,000 | - | - | 33,25,000 | 24,48,719 | - | 2,73,663 | 27,22,382 | 6,02,618 | 8,76,281 |
| Printer | 25,300 | - | - | 25,300 | 24,806 | - | 311 | 25,117 | 183 | 494 |
| Furniture | 2,56,136 | - | - | 2,56,136 | 1,50,617 | - | 27,319 | 1,77,936 | 78,200 | 1,05,519 |
| Plant & Machinery | 1,74,305 | - | - | 1,74,305 | 1,18,431 | - | 10,113 | 1,28,544 | 45,761 | 55,874 |
| Computer | 63,64,688 | - | - | 63,64,688 | 46,72,303 | - | 10,66,203 | 57,38,506 | 6,26,182 | 16,92,385 |
| B. Intangible Assets | | | | | | | | | | |
| Computer Software | 3,09,334 | - | - | 3,09,334 | 2,43,936 | - | 26,159 | 2,70,095 | 39,239 | 65,398 |
| Total | 1,04,54,763 | - | - | 1,04,54,763 | 76,58,812 | - | 14,03,768 | 90,62,580 | 13,92,155 | 27,95,918 |
| <i>Previous Year</i> | <i>1,04,54,763</i> | - | - | <i>1,04,54,763</i> | <i>65,17,868</i> | - | <i>11,40,949</i> | <i>76,58,812</i> | <i>27,95,918</i> | <i>39,36,895</i> |

Notes forming part of the financial statements

Note no. 24: Corporate Information

The company is registered with the Registrar of Companies, Maharashtra State, Pune vide Registration no. L72900PN2011PLC138607 dated 21 February 2011 under the Companies Act, 1956. The registered office of the Company is situated at 3rd & 4th, Sr. No. 133/1/316111 GK mall, near Konkane Chowk, Pimple Saudagar, Pune MH 411027 IN. The Company is mainly engaged in business of IT Staffing, software development and information technology enabled services. The Company has its development centre at Pune & Bangalore.

Note no. 25: Significant Accounting Policies:

A. Basis of Preparation of Financial Statements:

These financial statements are prepared on historical cost basis (except for revaluation of certain fixed assets) in accordance with applicable Accounting Standards notified under the relevant provision of the Companies Act, 2013 and on the accounting principles of a going concern. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to The Companies Act, 2013. Based on the nature of Services and the time between the hiring of Technical personal for Execution of Software projects and their realization in cash and cash equivalents, the company has ascertained its operating cycle as three to four months for the purpose of current and non-current classification of assets and liabilities. The financial statements are presented in Indian rupees.

B. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires Board of Directors to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Revenue Recognition:

i) Services:

Revenue from sale of services is recognized when significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract. Sales are net of sales returns, trade and other discounts, sales taxes and excise duties.

ii) Other Income:

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

D. Fixed Assets and Depreciation:

Depreciation on fixed asset is provided to the extent of depreciable amount on straight line method over the useful life of assets as prescribed in Part C of Schedule II to the Companies Act, 2013. The revised carrying amount of the fixed assets identified as impaired, is amortized over the estimated residual life of the respective fixed asset. The Company has used the following lives to provide for depreciation on its fixed assets.

| Type of Asset | Useful Life (In years) |
|----------------------------|------------------------|
| Computer & Software | 03 |
| Furniture & Fixtures | 10 |
| Office Equipments | 05 |
| Motor Cars –Non commercial | 10 |

E. Transactions in Foreign Currency:

Transactions in foreign currency are recorded at the rate of exchange in force on the date of the transactions. Current assets, current liabilities and borrowings denominated in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet. The resultant gain/loss are recognized in the Statement of Profit & Loss, except in cases where they relate to the acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

F. Government Grants and Subsidy:

Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is reduced from the cost of the asset. Grants which are given as equity support are disclosed as promoter contribution under the head Capital Reserve.

G. Investments:

- a) Investments, which are readily realizable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.
- b) Long-term investments are valued at cost less provision for diminution other than temporary, in the value of such investments. Current investments are valued at lower of cost and fair value.

H. Borrowing Costs:

Borrowing cost attributable to the acquisition and construction of qualifying fixed assets are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the Profit & Loss Account.

I. Segment Reporting:

In the opinion of the management, the Company has identified and initiated segment reporting from the FY 2021-22 and accordingly the Segment Report for half year ended 30th September 2021 and half year and year ended 31st March 2022 is presented hereby in accordance with AS-17. It is to be noted that since segment reporting was not applicable due to non-identification of any segments by the Company for previous periods, the reporting is made for the current reporting period only.

J. Leases:

a) Finance Lease: -

Assets acquired under finance lease are capitalized and the corresponding lease liability is recognized at lower of the fair value of the leased assets and the present value of minimum lease payments at the inception of the lease. Initial costs directly attributable to lease are recognized with the asset under lease.

b) Operating Lease: -

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments/revenue under operating leases are recognized as an expense/income on accrual basis in accordance with the respective lease agreements.

K. Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share are the net profit or loss for the period after deducting preference dividends and any attributable tax thereto for the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

L. Income Tax:

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carry forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group reassesses unrecognized deferred tax assets, if any.

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

M. Impairment of Assets:

In accordance with AS 28 on 'Impairment of Assets' issued by the Institute of Chartered Accountants of India, where there is an indication of impairment of the Company's assets related to cash generating units, the carrying amounts of such assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of such assets is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of such assets exceeds its recoverable amount. Impairment loss is recognized in the profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the assets are restated to that effect.

N. Contingent Liabilities / Assets and Provisions

Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Contingent Liabilities under various fiscal laws include those in respect of which the Company / Department is in appeal. A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities are disclosed in notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

Note no. 26: - Additional Information to the Financial Statements

26.01 Contingent liability as may arise on account of none / late compliance of certain fiscal statement – amount unascertainable.

26.02 The amounts under the head short term borrowing, trade payables, trade receivables and loans and advances including those adjusted during the year are subject to confirmation and reconciliation and consequent adjustment thereof, if any.

26.03 Expenditure incurred on employees who were in respect of remuneration of more than 2 Lakh p.m., if employed for part of the year or 27 Lakh p.a. – Nil

26.04 Remuneration to Directors:

i) Remuneration paid during the year:

- Mrs. Poonam Sharma: Rs. 11,38,752

- Mr. Ritesh Sharma: Rs. 17,27,581

ii) Remuneration paid during previous year:

- Mrs. Poonam Sharma: 10,76,309

- Mr. Ritesh Sharma: 16,33,339

26.05 Appropriate Income Tax Provision made for Income tax liability during the year.

26.06 Disclosure required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006. At the year end, no supplier intimated to the company about its status as a Micro, Small & Medium Enterprises or its registration under the Micro, Small & Medium Enterprises Development Act, 2006.

26.07 Related Party Transactions:
Details of related parties:

| | | |
|-----|---------------------------|---|
| i | Subsidiary Company | Mindpool Technologies Inc |
| ii | Associate Company | S A Tech Software (I) Pvt Ltd |
| iii | Directors | Mrs. Poonam Sharma Mr. Ritesh Sharma Mr. Kaustubh Karve (Independent Director) Mr. Sunil Jain (Independent Director) |
| iv | Others | Mr. Bhavin Goda (Director of Associate Company) |
| v | KMP's | Ms. Priyal Singh (CS) [till 31 st May 2021] Mr. Sathish Kumar Ganesan (CFO) Mr. Sanskar Prabhakar (CS) |

Details of Related Party transaction during the year ended 31st March, 2022 and balance outstanding as at 31st March, 2022.

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|---|--|--|
| Director Remuneration | | |
| Mrs. Poonam Sharma | 11,38,752 | 10,76,309 |
| Mr. Ritesh Sharma | 17,27,581 | 16,33,339 |
| Loan Balance outstanding at the year end | - | - |
| Remuneration to Related Parties | | |
| Sathish Kumar(CFO) | 7,27,704 | 7,83,780 |
| Sanskar Prabhakar(Company Secretary) | 4,02,515 | - |
| Priyal Singh (Company Secretary till 31 st May 2021) | 75,503 | 3,66,984 |
| Subsidiary Company | | |
| Trade Receivables | | - |

Note:

- No amount pertaining to associates has been provided for as doubtful debt. Also no amount has been written off/back during the year.
- Related parties are as identified by the Management and relied upon by the Auditors.

Note 27: Gratuity

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded.

| Profit & Loss Account | 31-Mar-22 (Rupees) | 31-Mar-21 (Rupees) |
|---|-----------------------|-----------------------|
| Current service cost | 17,37,484 | 14,47,888 |
| Interest on obligation | 1,08,658 | 18,535 |
| Expected return on plan assets | - | - |
| Net actuarial loss/(gain) | (5,67,456) | 33,274 |
| Recognised Past Service Cost-Vested | - | - |
| Recognised Past Service Cost-Unvested | - | - |
| Loss/(gain) on curtailments and settlement | - | - |
| Total included in 'Employee Benefit Expense | - | - |
| Expenses deducted from the fund | | |
| Total Charge to P&L | 12,78,686 | 14,99,697 |

Rs. 14,99,697/- during the year has been adjusted with retained earnings, since in Previous year FY 2019-20, Company has charged off earlier year provision for gratuity in retained earnings, therefore reversal of such provision also adjusted with retained earnings during the FY 2020-21.

Rs. 12,78,686/- during the year has been adjusted with retained earnings, since in Previous year FY 2020-21, Company has charged off earlier year provision for gratuity in retained earnings, therefore reversal of such provision also adjusted with retained earnings during the FY 2021-22.

| Balance Sheet | 31-Mar-22 | 31-Mar-21 |
|--|-----------|-----------|
| | (Rupees) | (Rupees) |
| Opening Defined Benefit Obligation | 17,99,231 | 299534 |
| Transfer in/(out) obligation | 0 | 0 |
| Current service cost | 17,37,484 | 1447888 |
| Interest cost | 1,08,658 | 18535 |
| Actuarial loss (gain) | -5,67,456 | 33274 |
| Past service cost | 0 | 0 |
| Loss (gain) on curtailments | - | - |
| Liabilities extinguished on settlements | - | - |
| Liabilities assumed in an amalgamation in the nature of purchase | - | - |
| Exchange differences on foreign plans | - | - |
| Benefits paid | | |
| Closing Defined Benefit Obligation | 30,77,917 | 1799231 |

| Principle actuarial assumptions | 31-Mar-22 | 31-Mar-21 |
|---------------------------------|----------------|----------------|
| | (Rupees) | (Rupees) |
| Discount Rate | 6.70% | 6.25% |
| Expected Return on Plan Assets | Not Applicable | Not Applicable |
| Salary Growth Rate | 10.00% | 10.00% |

Note 28: Balance confirmations

In respect of the balance confirmations sought for by the company from its debtors and creditors, very few parties have responded to the request. As such, balances in the accounts of debtors, creditors, advances and deposits are taken as appearing in the accounts.

Note 29: Information about Business Segments

The Company has identified and initiated segment reporting from the FY 2021-22 and accordingly the Segment Report for half year ended 30th September 2021 and half year and year ended 31st March 2022 is presented hereby in accordance with AS-17. It is to be noted that since segment reporting was not applicable due to non-identification of any segments by the Company for previous periods, the reporting is made for the current reporting period only.

Note 30: Previous year figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 31: Rounding Off

As per the amendment notification for Schedule III dated 27th March 2021 it is now mandatory for every company to round-off the figures appearing in financial statements. Since the turnover of the company is less than 100 crores, the figures in financial statements have been rounded off to the nearest hundred.

Note 32: Others:

- i) The Company has advanced an amount of Rs. 15,00,000/- to two service providers and based on explanations provided by the Company these two vendors have not delivered the requisite services hence Company has filed a legal case against both the parties for recovery of the Said sum of Rs. 15,00,000/-
- ii) On 26th march 2022 the company has decided not to go ahead with the purchase of property due to delay in possession. Withdrawal letter was sent to the builders and respectively Rs. 5,00,000/- from Chandravarsha Traders Pvt Ltd and Rs. 35,00,000/- from Paradise Infra Realtors Pvt Ltd each is received in March 2022 as refund of advance. Management expects that the balance amount of Rs. 90,00,000/- i.e. Rs. 45,00,000/- each from the said parties to be refunded in FY 2022-23)
- iii) As on March 31st, 2022, the Company has 1 Wholly-owned Subsidiary – Mindpool Technologies INC and 1 Associate Company -- S A Tech Software India Pvt Ltd wherein the Company holds 40.09% equity stake. During the year the Company has divested 10.93% (i.e., 47,000 Equity Shares) in S A Tech Software India Pvt. Ltd. whereby the relation of S A Tech Software India Pvt. Ltd. has changed from “Subsidiary” to “Associate”. The holding of the company as of 31st March 2022 in S A Tech Software India Pvt. Ltd. is 1,72,296 Equity shares aggregating to 40.09% (i.e., 2,19,296 less 47,000 Equity Shares). The divestment of its holding in S A Tech Software India Pvt. Ltd was carried out @ Rs. 300 per Equity share based on Valuation of shares report by an Independent Valuer. The short-term capital Gain on Sale of Equity Shares is Rs. 32,89,803/- Shown under other Non-Operating Income.

For and on behalf of the Board
For Mindpool Technologies Limited

sd/-

sd/-

Place: Pune
Date: 25/05/2022

Poonam Sharma
Whole-Time Director
DIN: 03397469
Place: Pune

Ritesh Sharma
Chairman & MD
DIN: 02676486
Place: Pune

Thank You!!

MINDPOOL TECHNOLOGIES LIMITED

CIN: L72900PN2011PLC138607

Registered Add: 3rd & 4th, SR NO 133/1/316111

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