

INDEPENDENT AUDITOR'S REPORT

To the members of Inspirisys Solutions DMCC, UAE

We have audited the attached Ind As financial statement of Inspirisys Solutions DMCC, UAE (hereinafter referred to as the "Company") which comprise the Balance Sheet as at 31st March 2022 and the statement of Profit and Loss (including other comprehensive income), statement of cash flows and the statement of changes in Equity for the year ended and a summary of significant accounting policies and other explanatory statements. These financial statements have been prepared by the Company's management as per Ind AS Principles adopted in India for the purpose of consolidating the company's financials with that of the holding company.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs and results of operations of the company in accordance with the Ind AS adopted in India; this includes the design implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair views and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by the ICAI. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain the reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider the internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design the audit procedure that are appropriate the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluation the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the financial statements give a true and fair view of the state of affairs of the company as at 31st March 2022, and of its results of operations for the year then ended in accordance with Generally Accepted Accounting Principles adopted in India.

For **S K Ram Associates**
Chartered Accountants
ICAI Firm Registration Number: 28425

Sd/-

R. Balaji
Membership Number: 202916
UDIN: 22202916AINODL9350
Place of Signature: Chennai
Date: 6th May 2022

Inspirisys Solutions DMCC, UAE

Audited Balance sheet as at 31st Mar'22

(All amounts in AED lakhs, unless otherwise stated)

	Notes	As at Mar 31, 2022	As at Mar 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	2.0	0.48	0.55
Intangible assets	2.0	0.00	0.00
- Other financial assets	2.1	0.83	1.70
Other non-current assets	2.2	0.00	0.17
Total		1.31	2.42
Current assets			
Inventories	2.3	0.01	0.01
Financial assets			
- Trade receivables	2.4	30.29	72.98
- Cash and cash equivalents	2.5	0.50	11.91
- Other financial assets	2.1	0.21	0.27
Other current assets	2.6	30.07	39.44
Total		61.08	124.61
Assets Total		62.39	127.03
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2.7	3.00	3.00
Other equity			
- Reserves and surplus	2.8	(199.78)	(94.83)
Total		(196.78)	(91.83)
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	2.9	64.62	24.62
Provisions	2.10	9.17	9.95
Total		73.79	34.57
Current liabilities			
Financial liabilities			
- Borrowings	2.9	133.36	25.53
- Trade payables	2.11	26.22	37.88
- Other financial liabilities	2.12	13.32	36.72
Other current liabilities	2.13	9.82	78.19
Provisions	2.10	2.66	5.97
TOTAL		185.38	184.29
Liabilities Total		62.39	127.03

Significant Accounting Policies & Other Notes

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Notes to the Balance Sheet

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As per our report of even date

For S K RAM ASSOCIATES

Firm Registration No.2842S

Chartered Accountants

For and On behalf of the Board

Sd/-

Sd/-

Sd/-

Director

Director

R.Balaji

Membership No.202916

Place: Chennai, India

Date : 6th May 22

Inspirisys Solutions DMCC, UAE

Audited Statement of Profit and loss account for Financial year ended 31st Mar 2022

(All amounts in AED lakhs, unless otherwise stated)

Particulars	Notes	For the year ended 31 Mar 2022	For the year ended 31 Mar 2021
Continuing operations			
Income			
Revenue from operations	3.1	132.03	310.84
Other income	3.2	3.94	2.64
Total revenue (I)		135.97	313.48
Expenses			
Purchase of traded goods	3.3	5.47	51.79
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	3.5	-	13.82
Cost of Services	3.4	88.81	143.55
Employee benefit expenses	3.6	76.80	88.43
Impairment losses		33.67	1.61
Other expenses	3.7	21.87	13.84
Total (II)		226.62	313.04
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		(90.65)	0.44
Depreciation and amortization expense	3.8	0.10	0.65
Finance costs (Net)	3.9	14.21	14.00
Profit/(loss) before tax		(104.96)	(14.21)
Profit/(loss) for the year from continuing operations		(104.96)	(14.21)

Significant Accounting Policies & Other Notes

1

Notes to the Statement of Profit and Loss Account

3

As per our report of even date

For S K RAM ASSOCIATES

Firm Registration No.2842S

Chartered Accountants

For and On behalf of the Board

Sd/-

Sd/-

Sd/-

Director

Director

R.Balaji

Membership No.202916

Place: Chennai, India

Date : 6th May 22

INSPIRISYS SOLUTIONS DMCC, UAE

(All amounts in AED lakhs, unless otherwise stated)

Cash Flow Statement for the year ended	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from operating activities		
Net profit / (loss) for the year before tax	(104.96)	(14.22)
<u>Adjustment for:</u>		
Depreciation on fixed assets	0.10	0.65
Interest expenses	14.21	14.00
Bad debts written off	-	-
Operating profit / (loss) before reinvestment of capital	(90.65)	0.44
(Increase)/Decrease in Trade receivables	42.69	107.75
Amortization of Intangibles		
(Increase)/Decrease in inventories	-	13.81
(Increase)/Decrease in other current assets	10.46	16.54
Increase/(Decrease) in trade and other payables	(12.45)	(55.86)
Increase/(Decrease) in other current liabilities	(95.06)	(12.21)
Cash generated from/ (used in) operations	(145.01)	70.48
<u>Cash flows from investing activities:</u>		
Acquisition of non current assets & CWIP	(0.03)	-
Net cash flows from/ (used in) investing activities	(0.03)	-
<u>Cash flows from financing activities:</u>		
Proceeds/(Repayment) of term loan for equipment leases	147.83	(46.49)
Interest paid	(14.21)	(14.00)
Net cash flows from/ (used in) financing activities	133.62	(60.50)
<u>Net Increase/(decrease) in cash & cash equivalents</u>	(11.42)	9.98
Cash & cash equivalents at the beginning of the year	11.92	1.94
Cash & Cash equivalents at end of the year	0.50	11.92

As per our report of even date

For S K RAM ASSOCIATES

Firm Registration No.2842S

Chartered Accountants

For and On behalf of the Board

Sd/-

Sd/-

Sd/-

R.Balaji

Membership No.202916

Director

Director

Place: Chennai, India

Date : 6th May 22

INSPIRISYS SOLUTIONS DMCC, UAE

Notes to the Financial Statements (continued)

(All amounts in AED lakhs, unless otherwise stated)

For the period ended Mar,31,2022

2.0 Fixed Assets

	<u>Tangible Assets</u>						<u>Intangible</u>	<u>Total</u>
	<u>Air Conditioners</u>	<u>Furniture & fixtures</u>	<u>Office equipments</u>	<u>CAR/VAN</u>	<u>Computers</u>	<u>Leasehold Improvements</u>	<u>Assets Computer Software</u>	
<i>Cost</i>								
As at April 1, 2021	0.04	5.25	1.24	0.97	1.98	0.24	23.07	32.78
Additions during the year	-	-	-	-	0.03	-	-	0.03
As at Mar 31 ,2022	0.04	5.25	1.24	0.97	2.01	0.24	23.07	32.81
<i>Accumulated depreciation</i>								
As at April 1, 2021	(0.04)	(5.25)	(1.23)	(0.43)	(1.98)	(0.24)	(23.07)	(32.23)
Depreciation for the year	-	-	(0.00)	(0.09)	(0.01)	-	-	(0.10)
As at Mar 31 ,2022	(0.04)	(5.25)	(1.23)	(0.52)	(1.98)	(0.24)	(23.07)	(32.33)
<i>Net book value</i>								
As at Mar 31 ,2022	-	0.00	0.01	0.45	0.02	-	-	0.48
As at March 31, 2021	-	0.00	0.01	0.54	-	-	-	0.55

Inspirisys Solutions DMCC, UAE

2. Notes to the balance sheet for Financial year ended 31st Mar 2022

(All amounts in AED lakhs, unless otherwise stated)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
2.1 Other financial assets		
Non Current		
Security deposits	0.83	1.30
Rental deposit	0.00	0.40
Total	0.83	1.70
Current		
Rental deposits	0.21	0.27
Other loans and advances		0.00
Total	0.21	0.27
2.2 Other non-current assets		
Balances with government authorities	0.00	0.00
Prepaid expenses	0.00	0.17
Total	-	0.17
2.3 Inventories		
Traded goods	0.01	0.01
Total	0.01	0.01
2.4 Trade receivables		
Current		
Considered good	30.29	72.98
Considered doubtful	19.66	3.30
	49.95	76.29
Less:Provision for doubtful receivables	-19.66	-3.30
Total	30.29	72.98
2.5 Cash and bank balances		
Cash and cash equivalents		
Cash on hand	0.04	0.04
Balances with banks - current accounts	0.45	11.86
Total	0.50	11.91
2.6 Other current assets		
Unbilled revenue	14.98	17.80
Balances with government authorities	0.00	0.00
Prepaid expenses	13.34	21.36
Employee advances	0.00	0.00
Advance to supplier	1.75	0.28
Total	30.07	39.44

Inspirisys Solutions DMCC, UAE

2. Notes to the balance sheet for Financial year ended 31st Mar 2022

(All amounts in AED lakhs, unless otherwise stated)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
2.7 Share capital		
Issued, Subscribed & Paid up		
1 (March 31,2019:1) equity shares of 0.3 million AED	3.00	3.00
2.8 Other Equity		
Retained earnings	(94.82)	(80.61)
Profit /(Loss) For The Year	(104.96)	(14.22)
Total	(199.78)	(94.82)
2.9 Borrowings		
Non-current		
Unsecured		
Loans and advances from related parties	64.62	24.62
Total	64.62	24.62
Current		
Secured:		
-Working capital demand loan		
-Cash credit	0.00	25.53
-Short term loan	133.36	0.00
Total	133.36	25.53
2.10 Provisions		
Long term Provision		
Provisions for employee benefits		
Gratuity	6.35	6.61
Compensated absences	2.82	3.34
Total	9.17	9.95
Short term Provision		
Provisions for employee benefits		
Gratuity	1.70	2.74
Compensated absences	0.96	3.23
Total	2.66	5.97
2.11 Trade payables		
Dues other than MSMED	26.22	37.88
Total	26.22	37.88
2.12 Other financial liabilities		
Employee related payables	8.01	7.63
Other accrued liabilities	5.31	29.08
Total	13.32	36.72
2.13 Other current liabilities		
Unamortised financial guarantee premium		

Inspirisys Solutions DMCC, UAE

2. Notes to the balance sheet for Financial year ended 31st Mar 2022

(All amounts in AED lakhs, unless otherwise stated)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Unearned service revenue	10.25	73.56
Statutory dues payable	-0.42	4.62
Total	9.82	78.19

Inspirisys Solutions DMCC, UAE

3. Notes to the Statement of Profit and Loss account for Financial year ended 31st Mar 2022

(All amounts in AED lakhs, unless otherwise stated)

Particulars	For the year ended 31 Mar 2022	For the year ended 31 Mar 2021
3.1 Revenue from operations		
Traded goods	5.97	90.86
Sale of services	126.06	219.99
Revenue from operations (net)	132.03	310.84
 3.2 Other income		
Interest income on Bank deposits		
Exchange differences (net)	0.04	(0.23)
Other non-operating income	3.90	2.87
Liability no longer required written back	-	-
Total	3.94	2.64
 3.3 Purchase of traded goods		
Traded purchases less returns	5.47	51.79
Total	5.47	51.79
 3.4 Cost of Services		
Sub-contracting and outsourcing cost	88.81	143.55
	88.81	143.55
 3.5. (Increase)/decrease in inventories		
Inventories at the end of the year		
Stock in Trade	0.01	0.01
	0.01	0.01
Inventories at the beginning of the year		
Stock in Trade	0.01	13.82
	0.01	13.82
Net (Increase)/ decrease in Inventories	-	13.82

Inspirisys Solutions DMCC, UAE

3. Notes to the Statement of Profit and Loss account for Financial year ended 31st Mar 2022

(All amounts in AED lakhs, unless otherwise stated)

Particulars	For the year ended 31 Mar 2022	For the year ended 31 Mar 2021
3.6 Employee benefits expense		
Salaries, wages and bonus	75.67	86.24
Gratuity expense	0.97	2.08
Staff welfare expenses	0.17	0.11
Total	76.80	88.43
3.7 Other expenses		
Rent	1.26	2.00
Power and fuel	0.17	0.09
Bad debts written off	6.93	-
Leased premises	0.03	0.27
Others	0.41	0.16
Insurance	2.72	2.98
Rates and taxes	1.49	1.65
Communication costs	1.44	0.98
Travelling and conveyance	0.77	0.75
Printing and stationery	0.03	0.07
Legal and professional fees	6.20	4.73
Miscellaneous expenses	0.43	0.17
Total	21.87	13.84
3.8 Depreciation and amortization expense		
Depreciation of tangible assets	0.10	0.65
Total	0.10	0.65
3.9 Finance costs		
Interest	14.21	14.00
Bank charges & Commission		-
Total	14.21	14.00

Inspirisys Solutions DMCC

(All amounts are in United Arab Emirates Dirham lakhs, unless otherwise stated)

1. NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March 2022.

1.1. Legal status and business activity:

Inspirisys Solutions DMCC (the "Company") was established as a wholly owned subsidiary of M/s. Inspirisys Solutions Limited on 5th October 2002 in the Jebel Ali Free Zone, Dubai, UAE. The Company has become a Free Zone Establishment company vide amendment License No.03622 and registration No.01211 Dt.10th October, 2005 & 9th October, 2005 respectively effective from 5th October, 2002. The license has since been transferred to DAFZA vide License No.1886 with effect from March 21, 2010. The license has since been transferred to JLT vide License No.JLT-66246 with effect from August 04, 2011. The Company was subsequently registered under Dubai Multi Commodities Centre Authority through the Legal Registrar with effect from February 04, 2015, consequently the Company suffix was changed to Inspirisys Solutions DMCC in accordance with Dubai Multi Commodities Centre's transition process. The Company is licensed to carry on the business of Trading in Computer Software & Hardware, maintenance services and Technical Support.

1.2. Tangible and Intangible Assets:

a) Cost: The tangible assets represent Office Equipments, Air Conditioners, Furniture & Fixtures & Vehicles. The Tangible assets are stated at cost. Cost includes all expenses directly attributable to bringing the asset to its working condition for its intended use.

b) Depreciation: Depreciation on tangible assets is computed from the date the assets have been installed and put to use on straight line method at the rates specified here under:

c) Intangibles are amortised over a period of 7 years being the useful life time of the asset.

Rates:

Air conditioners	: 9.50%
Office Equipments	: 9.50%
Furniture & Fixtures	: 9.50%
Vehicle	: 9.50%
Computers	: 33.33%
Software (Intangible)	: 14.30%

1.3. Share Capital & Reserves:

Particulars	Issued Capital/ Share Application Money	Accumulated profit / Adjustments to Reserves	Total
Balance as at April 1, 2021	3.00	(94.82)	(91.82)
Profit/(Loss) for the year		(104.96)	(104.96)
Balance as at March 31, 2022	3.00	(199.78)	(196.78)

Inspirisys Solutions DMCC

(All amounts are in United Arab Emirates Dirham lakhs, unless otherwise stated)

1.4. Revenue Recognition:

Revenue is generally accounted for on accrual basis and is recognized as follows:

- a) Products/Traded Goods: Revenue is recognized when significant risks and rewards of ownership passed on to the buyer, is generally coincides with the delivery of goods.
- b) Services: Revenue is recognized over the period in which the service is provided.
- c) Software Services: Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues.

Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion method. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current estimates.

1.5. Taxation:

The Income of the Company is exempt from tax as per the rules and regulations of Dubai Multi Commodities Centre Authority Free Zone (DMCC), Dubai.

1.6. Number of Employees:

The number of employees of the Company as at March 31, 2022 were 25 (Twenty Five).

1.7. Related parties with whom there were transactions during the Year:

Name of the Party	Nature of Relationship
CAC Holdings Corporation Tokyo , Japan	Ultimate Holding Company
Inspirisys Solutions Limited	Holding Company
Inspirisys Solutions North America Inc, California U.S.A	Fellow Subsidiary

Key Managerial Personnel:

Shri. Malcolm F. Mehta	Director
Shri. Murali Gopalakrishnan	Director
Shri. Maqbool Hassan	Director

Inspirisys Solutions DMCC

(All amounts are in United Arab Emirates Dirham lakhs, unless otherwise stated)

1.8. The Company's transactions with its related parties are as follows:

Particulars	Ultimate Holding Company	Holding Company	Fellow Subsidiary
Interest Paid	Nil (Nil)	0.44 (0.88)	1.36 (0.65)
Guarantee Fees Paid	2.04 (0.76)	Nil (Nil)	Nil (Nil)
Payables	0.82 (Nil)	30.82 (26.47)	51.33 (11.72)
Maximum Amount Outstanding at any time During the year	0.82 Nil	30.82 (26.47)	51.33 (11.72)

Amounts shown in parenthesis represents previous year figures

1.9. Related Party Interest In Contracts:

The key persons of the Company are neither directly nor indirectly interested in any contract with the Company.

1.10. Capital Commitments:

The Company has no capital commitments, which would require disclosure as at 31st March 2022.

1.11. Contingent Liabilities:

There are no contingent liabilities as at the balance sheet date, which would require provision or disclosure.

1.12. Audit Fee:

	2022	2021
Statutory Audit	0.10	0.10

1.13. Earning per Share

The earnings considered in ascertaining the company's basic and diluted earnings per share comprise of the net profit/(loss) after tax . The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing the diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of shares if any which would have been issued on the conversion of all dilutive potential equity shares.

Inspirisys Solutions DMCC

(All amounts are in United Arab Emirates Dirham lakhs, unless otherwise stated)

1.14. Measurement of EBITDA

The company measures EBITDA on the basis of profit /(loss) from continuing operations. In its measurement does not include depreciation and amortization expense, finance costs and tax expense.

1.15. Comparative Figures:

Figures shown for in the previous year have been regrouped and reclassified to facilitate comparison with the current year.

As per our report attached

For S K RAM ASSOCIATES
Firm Registration No.2842S
Chartered Accountants

For and On behalf of the Board

Sd/-

Sd/-

Sd/-

R.Balaji
Membership No.202916

Director

Director

Chennai, India
Date: 6th May 2022