

Independent Auditor's Report

To the Members of **ROAM1 TELECOM LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of ROAM1 TELECOM LIMITED ("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 Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, **except for the effects of the matter described in the Basis for Qualified Opinion paragraph below**, 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, its profit/loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The financial statements have been prepared by the management on a going concern basis, notwithstanding the fact that the company's net worth is eroded (Net Worth as on 31st March 2022 is minus Rs. 9,88,51,721/- and other equity as on 31st March 2022 is minus Rs. 17,67,50,471/-) Moreover, the company is continuously suffering heavy losses. These events cast significant doubt on the ability of the Company to continue as a going concern.

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

Information other than the financial statements and 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 Board's Report including Annexure to Board's Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.



Key Audit Matter

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

The key audit matter	How the matter was addressed in our audit
Adoption of Ind AS 116, Leases As described in Note to the standalone financial statements, during the current year the Company has adopted Ind AS 116, Leases ('Ind AS 116'), the new standard on lease accounting. The application and transition to this accounting standard is complex and is an area of focus in our audit. Ind AS 116 introduces a new lease accounting model wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on its balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. The Company adopted the modified retrospective approach method to transition to Ind AS 116, consequently comparative financial information was not restated. Additionally, the standard mandates detailed disclosures with respect of transition.	Our audit procedures on adoption of Ind AS 116 include the following: • Evaluated the design and implementation of the processes and internal controls relating to implementation of the new lease standard. • Based on our evaluation of the contractual agreements entered into and our knowledge of the business, assessed the appropriateness of the leases identified by the Company. • Involved our internal valuation specialists to evaluate the reasonableness of the discount rates used in computing the lease liabilities. • On transition to Ind AS 116 with effect from 1 April 2019: ◦ Evaluated the method of transition and related adjustments. ◦ Tested completeness of the lease data by reconciling the Company's operating lease commitments as at 31 March 2019 to data used in computing the ROU asset and related lease liabilities. ◦ Selected samples using the statistical sampling approach. • For such samples selected, we assessed the key terms and conditions of each lease with the underlying lease contracts, evaluated computation of lease liabilities and challenged the key estimates such as discount rates and the lease term. • For new / modified leases, tested the lease accounting and estimates/ judgments used by the Company. • Evaluated the appropriateness of the accounting policy, disclosures provided under the new lease standard and assessed the completeness and mathematical accuracy of the relevant disclosures, including those related to transition.



Taxation related matters Determination of tax provisions and assessment of contingent liabilities involves judgment with respect to various tax positions on deductibility of transactions, tax incentives/ exemptions, interpretation of laws and regulations etc. Judgment is also required in assessing the range of possible outcomes for some of these matters. Management makes an assessment to determine the outcome of these matters and decides to make an accrual or consider it to be a possible contingent liability in accordance with applicable Accounting standards. Accordingly, taxation and contingent liability related matters are areas of focus in the audit.	In view of the significance of the matter, we applied the following key audit procedures: • Testing the design and operating effectiveness of controls relating to taxation and contingencies. • We evaluated management's judgments in respect of estimates of provisions, exposures and contingencies. • In understanding and evaluating management's judgments, we even considered third party advice received by the Company, wherever applicable, the status of recent and current tax assessments and enquiries, the outcome of previous claims, judgmental positions taken in tax returns and developments in the tax environment. • Additionally, we also evaluated the adequacy of disclosures on provisions and contingencies made in the financial statements.
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Emphasis of Matter

Attention is invited to Note under Explanatory Notes to Financial Statements regarding Lease assets and liabilities on assets taken on lease impact of which has not been recognised in the financial statements due to uncertainty in business environments.

Our opinion is not modified in respect of this matter.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

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

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and



design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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.

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

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



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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 - A) 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.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - B) 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 has disclosed the impact of pending litigations on its financial position - refer note 45 to the Standalone Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



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- iii. There is no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

C) 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 current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

Place: New Delhi

Date: 30/05/2022

UDIN: 21506669AYKFCN6922

For Krishna Neeraj & Associates
Chartered Accountants
FRN: 023233N

CA Krishna Kr Neeraj
Partner
Membership No. 506669

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

Report 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 Companies Act, 2013 (Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2022, we report the following:

- (i) (a) (A) The Company has proper records related to full particulars including quantitative details and situation of property, plant and Equipment.
(B) The Company has maintained full particulars of Intangible Assets.
- (b) In our opinion property, plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year.
- (c) Details of immovable properties, which are not held in the name of the company, this Clause not applicable to the Company.
- (d) The Company has not revalued its property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
- (e) No proceeding has been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, Therefore, the provisions of Clause (i) (e) of paragraph 3 of the order are not applicable to the company.
- (ii) (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on such verification.
- (b) During any point of time of the year, the company had not been sanctioned any Working capital limits, from banks or financial institutions on the basis of security of current assets. Therefore, the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the company.
- (iii) During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.
- (iv) The company has not made any loans, investments, guarantees and security on which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.



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(vi) As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.

(vii) (a) According to the information and explanations given to us and on the basis of books of accounts, the company is regular in depositing undisputed statutory dues including Service Tax, Goods and Service Tax, Income Tax, and other material statutory dues as applicable with appropriate authorities except as mentioned below:

year	Particulars	Amount (Rs.)
2021-22	TDS	3,587
2019-20	TDS	1,159
2018-19	TDS	30,028
Prior Years	TDS	88,293

(b) According to the information and explanations given to us, there are not any statutory dues rederrred in sub- clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.

(viii) In our opinion and according to the information and explanations given to us, there is no any transaction not 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 (43 of 1961).

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.



- (x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the company has made preferential allotment or private placement of shares during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- (xi) (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
- (b) During the year 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) As auditor, we did not receive any whistle- blower complaint during the year.
- (xii) The company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.
- (xiii) As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.
- (xiv) The company is covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is required to appoint any internal auditor. Therefore, the provisions of Clause (xiv) of paragraph 3 of the order are not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) As per the information and explanations received, the group does not have any CIC as part of the group.



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- (xvii) The company has incurred cash loss in current financial year Rs. 2,37,58,871/-as well in immediately preceding financial year Rs. 2,87,94,671/-.
- (xviii) There has been no resignation of the previous statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, 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) There is not liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.
- (xxi) The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

Place: New Delhi
Date: 30/05/2022

For Krishna Neeraj & Associates
Chartered Accountants
FRN: 023233N

CA. Krishna Kr Neeraj
Partner
Membership No.

506669

Annexure B to the Independent Auditors' Report

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

Report on the Internal Financial Controls 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 ROAM1 TELECOM LIMITED ("the Company") as of 31st March, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable



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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 31, 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.

Place: New Delhi

Date: 30/05/2022

For Krishna Neeraj & Associates

Chartered Accountants

FRN: 023233N

CA. Krishna Kr Neeraj

Partner

Membership No. 506669

Roam1 Telecom Limited
CIN: U64100DL2011PLC222155
Balance Sheet as at 31st March 2022

(All amounts in Indian Rupees unless otherwise stated)

Particulars	Note	As at 31st March 2022	As at 31st March 2021
ASSETS			
I Non-current assets			
(a) Property, plant and equipment	7	2,981,625	3,241,083
(b) Intangible assets	8	437,869	557,869
(c) Intangible assets under development	9	106,391,530	106,391,530
(d) Right-of-use assets	10	-	-
(e) Financial assets			
(i) Investments		-	-
(ii) Loans	11	867,228	1,080,321
(f) Deferred Tax Assets (Net)		-	-
(g) Other non-current assets	12	-	-
		110,678,252	111,270,803
II Current assets			
(a) Inventories	13	698,593	865,956
(b) Financial assets			
(i) Trade receivables	14	1,477,571	6,234,122
(ii) Cash and cash equivalents	15	144,404	702,038
(iii) Other bank balances	16	-	-
(iv) Loans	12	1,921,798	1,844,502
(c) Other current assets	17	5,573,900	9,433,880
		9,816,265	19,080,497
TOTAL ASSETS		120,494,518	130,351,300
EQUITY AND LIABILITIES			
III Equity			
(a) Equity share capital	18	77,898,750	77,898,750
(b) Other equity	19	(176,750,471)	(153,748,232)
(c) Share Application Money		-	-
Total equity		(98,851,721)	(75,849,482)
LIABILITIES			
IV Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	186,547,990	164,187,730
(ii) Lease liabilities	10	-	-
(b) Provisions	21	3,409,240	3,456,642
		189,957,230	167,644,372
V Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	10,011,956	10,362,830
(ii) Trade payables	23	1,733,554	6,689,618
(iii) Lease Liabilities	10	184,722	-
(iv) Other financial liabilities	24	568,590	550,867
(b) Other current liabilities	25	16,661,240	20,728,809
(c) Provisions	21	228,947	224,287
(d) Current Tax Liabilities (Net)	26	-	-
		29,389,008	38,556,411
Total liabilities		219,346,238	206,200,783
TOTAL EQUITY AND LIABILITIES		120,494,518	130,351,300

Summary of significant Accounting policies

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The accompanying notes are an integral part of the financial statements

As per our report of even date
For Krishna Neeraj & Associates
Chartered Accountants
FRN: 023233N

For and on behalf of the Board of Directors

CA. Krishna Neeraj
Partner
Membership No.: 506669

UDIN: 21506669AAAF1384
Place : New Delhi
Date : 30/05/2022

Gokul N Tandan
Director
DIN: 00441563

Rajendra V Kulkarni
Director
DIN: 00988255

22506669AYKFCN6922

Roam1 Telecom Limited
CIN: U64100DL2011PLC222155
Statement of profit & loss for the year ended 31st March 2022

(All amounts in Indian Rupees unless otherwise stated)

Particulars	Note	For the year ended 31st March 2022	For the year ended 31st March 2021
I Revenue from operations	27	18,878,591	12,325,900
II Other income	28	24,642	14,373
III Total income (I+II)		18,903,233	12,340,273
IV Expenses			
(a) Cost of raw material consumed		-	-
(b) Purchase of stock in trade	29	13,577,011	2,842,431
(c) Changes in inventories of finished goods, stock in trade and work-in-progress	30	167,363	1,614,120
(d) Excise duty on sale of goods		-	-
(e) Employee benefit expense	31	16,837,801	17,626,484
(f) Finance costs	32	1,426,676	1,298,738
(g) Depreciation and amortization expense	33	431,293	2,326,031
(h) Other expenses	34	9,790,666	13,101,110
Total expense		42,230,810	38,808,914
V Profit before exceptional items and tax (III-IV)		(23,327,578)	(26,468,640)
VI Exceptional items	35	(16,062)	(51,540)
VII Profit before tax (V+VI)		(23,343,640)	(26,520,180)
VIII Income tax expense			
(a) Current tax		-	-
(b) Deferred tax		-	-
Total tax expense		-	-
IX Profit for the year (VII-VIII)		(23,343,640)	(26,520,180)
X Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent periods:			
(i) Remeasurements of post-employment defined benefit obligations		391,095	217,048
(ii) Change in fair value of FVOCI equity instruments			
(iii) Income tax effect			
Other comprehensive income for the year, net of tax		391,095	217,048
XI Total comprehensive income for the year (IX+X)		(22,952,545)	(26,303,132)
XII Earnings per share in Rs.	42		
Basic earnings per equity share			
- for Nominal Value of Share Rs.10/-		(12.11)	(14.00)
- for Nominal Value of Share Rs.5/-		(6.06)	(7.00)
Diluted earnings per equity share			
- for Nominal Value of Share Rs.10/-		(12.02)	(13.89)
- for Nominal Value of Share Rs.5/-		(6.01)	(6.94)

Summary of significant Accounting policies 3
The accompanying notes are an integral part of the financial statements

As per our report of even date
For Krishna Neeraj & Associates
Chartered Accountants
FRN: 023233N

CA. Krishna Neeraj
Partner
Membership No.:506669

Place : New Delhi
Date : 30/05/2022

For and on behalf of the Board of Directors

(Signature)

Gokul N Tandan
Director
DIN: 00441563

Rajendra V Kulkarni
Director
DIN: 00988255

Roam1 Telecom Limited
CIN: U64100DL2011PLC222155
Statement of changes in equity for the year ended 31st March 2022

(All amounts in Indian Rupees unless otherwise stated)

(A) Equity share capital	Note	Nos.	Rs.
As at 31st March 2020			22,898,750
Changes in equity share capital	17		-
Balance As at 31st March 2021			22,898,750
Changes in equity share capital	17		-
Balance As at 31st March 2022			22,898,750

(B) Other equity

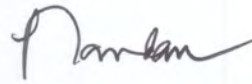
Particulars	Preference Share Capital	Securities Premium	General Reserve	Capital Reserve	FVOCI-Equity instruments	Total other equity
Balance as at 31st March 2020	55,000,000	146,160,000	(273,605,100)	-	-	(72,445,100)
Profit for the year	-	-	(26,520,180)	-	-	(26,520,180)
Other comprehensive income	-	-	217,048	-	-	217,048
Total comprehensive income for the year	-	-	(26,303,132)	-	-	(26,303,132)
Addition	-	-	-	-	-	-
Income/Deferred Tax relating to earlier years	-	-	-	-	-	-
Balance As at 31st March 2021	55,000,000	146,160,000	(299,908,232)	-	-	(98,748,232)
Profit for the year	-	-	(23,343,640)	-	-	(23,343,640)
Other comprehensive income	-	-	391,095	-	-	391,095
Total comprehensive income for the year	-	-	(22,952,545)	-	-	(22,952,545)
Addition	-	-	-	-	-	-
Income/Deferred Tax relating to earlier years	-	-	-	-	-	-
Balance As at 31st March 2022	55,000,000	146,160,000	(322,860,777)	-	-	(121,700,777)

The accompanying notes form an integral part of these financial statements

As per our report of even date
For Krishna Neeraj & Associates
Chartered Accountants
FRN: 023233N

CA. Krishna Neeraj
Partner
Membership No.: 506669

For and on behalf of the Board of Directors



Gokul N Tandan
Director
DIN: 00441563



Rajendra V Kulkarni
Director
DIN: 00988255

Place : New Delhi
Date : 30/05/2022

Roam1 Telecom Limited
CIN: U64100DL2011PLC222155
Cash Flow Statement for the Year ended 31 March 2022

(All amounts in Indian Rupees unless otherwise stated)

Particulars	31-Mar-22	31-Mar-21
Cash flow from operating activities		
Profit after tax	(23,343,640)	(26,520,180)
Adjustment to reconcile profit before tax to net cash flows :		
Depreciation/amortization	431,293	2,326,031
(Profit)/Loss on sale of property, plant and equipment	-	-
Prior Period Expenses	-	-
Other comprehensive income	391,095	217,048
Deferred tax	-	-
Interest expense	1,426,676	1,298,738
Interest income	(24,642)	(14,373)
Operating profit before working capital changes	(21,119,217)	(22,692,736)
Movements in working capital:		
(Decrease)/increase in trade payables and other liabilities	(8,821,189)	2,342,107
(Decrease)/increase in short-term provisions	4,660	25,831
(Decrease)/increase liability for current tax	-	-
Decrease/(increase) in trade receivable	4,756,551	(207,035)
Decrease/(increase) in inventories	167,363	1,614,120
Decrease/(increase) in other bank balances	-	-
Decrease/(increase) in short term loans	(77,296)	(12,613)
Decrease/(increase) in other current assets	3,859,980	(2,289,836)
Cash generated from operations	(21,229,148)	(21,220,161)
Direct taxes paid	-	-
Net cash flow from/(used in) operating activities (A)	(21,229,148)	(21,220,161)
Cash flows from investing activities		
Purchase of property, plant and equipment, including intangible assets, capital work in progress	(51,835)	(166,707)
Proceeds from sale of property, plant and equipment	-	-
Decrease/(increase) in non-current investments	-	-
(Decrease)/increase in long-term provisions	(97,096)	78,689
Decrease/(increase) in other non-current assets	-	22,462
Increase/(decrease) in other non-current Financial Liabilities	-	-
Decrease/(increase) in long term loans	213,093	406,913
Interest received	24,642	14,373
Net cash flow from investing activities (B)	88,804	355,730
Cash flow from financing activities		
Proceeds from issuance of equity share capital	-	-
Proceeds/(Repayment) of long-term borrowings & lease liabilities	22,360,260	22,372,400
Proceeds/(Repayment) of short-term borrowings & Lease Liabilities	(350,873)	160,823
Equity Dividend including taxes thereon	-	-
Interest paid	(1,426,676)	(1,311,408)
Net cash flow from / (used in) financing activities (C)	20,582,710	21,221,815
Net increase/(decrease) in cash and cash equivalents (A + B +C)	(557,634)	357,384
Cash and cash equivalents at the beginning of the year	702,038	344,654
Cash and cash equivalents at the end of the year	144,404	702,038
Components of cash and cash equivalents		
Cash in hand	62,801	63,013
Cheques/ drafts in hand	-	-
With banks in current account	81,603	639,025
Unpaid dividend accounts	-	-
in deposit accounts	-	-
Total cash and cash equivalents [Refer Note No. 14]	144,404	702,038

Note : The above Cash flow statement has been prepared under the indirect method set out in Ind AS-7 'Statement of Cash Flow'.

Summary of significant Accounting policies

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Krishna Neeraj & Associates

Chartered Accountants

FRN: 023733N

CA. Krishna Neeraj

Partner

Membership No.: 506669

Place : New Delhi

Date : 30/05/2022

For and on behalf of the Board of Directors

Gokul N Tandan
Director
DIN: 00441563

Rajendra V Kulkarni
Director
DIN: 00988255

Roam1 Telecom Limited
Notes to Financial Statement for the Year ended 31st March 2022

7. Property, plant and equipment 7

Particulars	Furniture & Fixtures	Office Equipement	Vehicle	Computer	Total
As at 31st Mar 2020	1,944,546	9,668,128	3,009,850	4,178,259	18,800,783
Addition	117,372	49,335	-	-	166,707
Disposal	-	-	-	-	-
As at 31st Mar 2021	2,061,918	9,717,463	3,009,850	4,178,259	18,967,490
Addition	-	13,149	-	38,686	51,835
Disposal	-	-	-	-	-
As at 31st Mar 2022	2,061,918	9,730,612	3,009,850	4,216,945	19,019,325
Depreciation*					
As at 31st Mar 2020	443,472	8,325,726	1,506,753	3,797,596	14,073,547
Charge for the year	121,485	1,371,584	113,908	45,883	1,652,860
As at 31st Mar 2021	564,957	9,697,310	1,620,661	3,843,479	15,726,407
Charge for the year	121,485	21,727	113,908	54,173	311,293
As at 31st Mar 2022	686,442	9,719,037	1,734,569	3,897,652	16,037,700
Net Block					
As at 31st Mar 2021	1,496,961	20,153	1,389,189	334,780	3,241,083
As at 31st Mar 2022	1,375,476	11,575	1,275,281	319,293	2,981,625

Note 8 Intangible Assets

8

Particulars	Mobile Application Software	Trade Mark	Website	Total
Balance as at 31st Mar 2020	297,810	32,350	1,200,000	1,530,160
Addition	-	-	-	-
Deletion	-	-	-	-
Balance as at 31st Mar 2021	297,810	32,350	1,200,000	1,530,160
Addition	-	-	-	-
Deletion	-	-	-	-
Balance as at 31st March 2022	297,810	32,350	1,200,000	1,530,160
Depreciation*				
Balance as at 31st Mar 2020	297,810	26,250	522,131	846,191
Charge for the year	-	6,100	120,000	126,100
Balance as at 31st Mar 2021	297,810	32,350	642,131	972,291
Charge for the year	-	-	120,000	120,000
Balance as at 31st March 2022	297,810	32,350	762,131	1,092,291

Net Block				
As on 31st March 2021	-	-	557,869	557,869
As on 31st March 2022	-	-	437,869	437,869

Note No. 9 Intangible assets under development	As At 31st March 2022	As At 31st March 2021	As At 31st March 2020
CRM Software	106,391,530	106,391,530	106,391,530
Website under development	-	-	-
Total	106,391,530	106,391,530	106,391,530

9

(A) Right-of-use assets

10

Due to COVID impacted uncertain circumstances, right to use on leasehold properties could not be recognised. Depreciation of right to use of earlier year amounting to Rs. 547070/- charged on closure of leasehold property during the year



Roam1 Telecom Limited
Notes to Financial Statement for the Year ended 31st March 2022

(All amounts in Indian Rupees unless otherwise stated)

11 Financial assets - Loans	As at 31st March 2022	As at 31st March 2021
(a) Non Current Loans (Unsecured, Considered Good)		
Security Deposits	867,228	1,080,321
Total Non Current Loans	867,228	1,080,321
(b) Current Loans (Unsecured, Considered Good)		
Advances to related parties (subsidiary)		
Advances Recoverable		
Interest free advance to employee	1,921,798	1,844,502
Security Deposits	-	-
Total Current Loans	1,921,798	1,844,502
12 Other Non-Current Assets	As at 31st March 2022	As at 31st March 2021
Capital advances (Unsecured, Considered good)		
Prepaid expenses*	-	-
Total	-	-
*Prepaid expenses due to fair valuation of security deposits and advance to employees.		
13 Inventories	As at 31st March 2022	As at 31st March 2021
(valued at lower of cost and net realizable value)		
Finished Goods	698,593	2,480,076
Total	698,593	2,480,076
15 Financial assets - Cash and cash equivalents	As at 31st March 2022	As at 31st March 2021
Balances with banks:		
-In current accounts	81,603	639,025
-in unpaid dividend accounts		
-Deposits with original maturity of 3 months or less (including interest accrued thereon)@		
Cash in hand	62,801	63,013
Total	144,404	702,038
@ Deposits are under bank lien for margin against non fund based working capital credit facilities.		
16 Financial assets - Other Bank Balances	As at 31st March 2022	As at 31st March 2021
Deposits with original maturity for more than 3 months but not more than 12 months (including interest accrued thereon)#	-	-
Total	-	-
# Deposits are under bank lien for margin against non fund based working capital credit facilities.		
17 Other current assets	As at 31st March 2022	As at 31st March 2021
Balances with statutory / government authorities	5,244,039	8,847,861
Advance to Suppliers	27,184	544,523
Prepaid expenses	302,677	41,496
<u>Advances to Employees</u>		
-Unsecured considered Doubtful		-
Less : Provision for doubtful advances	-	-
Total	5,573,900	9,433,880



Roam1 Telecom Limited
Notes to Financial Statement for the Year ended 31st March 2022

14 Financial - Trade Receivables As at						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months - 1 year	1- 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables (Considered Goods)	300,073.83	2,077.04	6,850.82	167,146.49	545,331.32	1,021,479.50
(ii) Undisputed Trade receivables (Considered doubtful)	-	1,800	112,493	33,260	490,094	637,647.15
(ii) Disputed Trade receivables (Considered Goods)	-	-	-	-	-	-
(ii) Undisputed Trade receivables (Considered doubtful)	-	-	-	-	-	-
Total	300,073.83	3,877.04	119,343.90	200,406.49	1,035,425.39	1,659,126.65
Less: Provision for Bad debts	-	-	-	-	181,555.65	181,555.65
Total	300,073.83	3,877.04	119,343.90	200,406.49	853,869.74	1,477,571.00

14 Financial - Trade Receivables As at						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months - 1 year	1- 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables (Considered Goods)	5,010,950.00	-	5,915.49	164,005.00	540,113.32	5,720,984
(ii) Undisputed Trade receivables (Considered doubtful)	46382.85	75392.1	107705.82	208682	74976.42	513,138
(ii) Disputed Trade receivables (Considered Goods)	-	-	-	-	-	-
(ii) Undisputed Trade receivables (Considered doubtful)	-	-	-	-	-	-
Total	5,057,332.85	75,392.10	113,621.31	372,687.00	615,089.74	6,234,122.00
Less: Provision for Bad debts	-	-	-	-	-	-
Total	5,057,332.85	75,392.10	113,621.31	372,687.00	615,089.74	6,234,122.00



(All amounts in Indian Rupees unless otherwise stated)

18 Share capital	As at 31st March 2022	As at 31st March 2021
Authorised share capital		
20,40,000 Class A Equity Shares of Rupees 10 Each (31st March 2019: 20,40,000)	20,400,000	20,400,000
5,00,000 Class B Equity Shares of Rupees 5 Each (31st March 2019: 5,00,000)	2,500,000	2,500,000
5,50,000 8% Preference Share Capital of Rupees 100 Each (31st March 2019 : 5,50,000)	55,000,000	55,000,000
Total	77,900,000	77,900,000
Issued, Subscribed and fully paid up shares		
20,40,000 Class A Equity Shares of Rupees 10 Each (31st March 2019: 20,40,000)	20,400,000	20,400,000
4,99,750 Class B Equity Shares of Rupees 5 Each (31st March 2019: 4,99,750)	2,498,750	2,498,750
5,50,000 8% Preference Share Capital of Rupees 100 Each (31st March 2019 : 5,50,000)	55,000,000	55,000,000
Total	77,898,750	77,898,750

(a) Reconciliation of shares outstanding at the beginning and at the end of reporting period

Particulars	As at 31st March 2022	As at 31st March 2021
Equity Shares of Rs. 10 each		
Equity Shares at the beginning of the year	2,040,000	2,040,000
Add : Shares issued on exercise of preferential allotment during the year	-	-
Equity Shares at the end of the year	2,040,000	2,040,000

Particulars	As at 31st March 2022	As at 31st March 2021
Equity Shares of Rs. 5 each		
Equity Shares at the beginning of the year	499,750	499,750
Add : Shares issued on exercise of preferential allotment during the year	-	-
Equity Shares at the end of the year	499,750	499,750

Terms/ rights attached to equity shares

The company has two class of equity shares having par value of Rs.10 per share and Rs.5 per share. Each holder of equity shares is entitled to one vote irrespective of the class of equity share. The company declares and pays dividends only in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(b) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31st March 2022	As at 31st March 2021
Virtualsoft Systems Limited	1,595,000 62.80%	No. 1,595,000 % Holding 62.80%
Manpreet Singh	429,001 16.89%	429,001 16.89%
Gokul Tandon	407,000 16.03%	407,000 16.03%
Total	2,431,001 95.72%	2,431,001 95.72%

(c) Other details of Equity Shares for a period of five years immediately preceding 31st March 2019

Particulars	As at 31st March 2022	As at 31st March 2021
- Aggregate number of shares allotted as fully paid up pursuant to Contract without payment being received in cash	Nil	Nil
- Aggregate number of shares allotted as fully paid up by way of bonus shares	Nil	Nil
- Aggregate number of shares bought back	Nil	Nil

19 Other Equity	As at 31st March 2022	As at 31st March 2021
(i) Securities Premium	146,160,000	146,160,000
(ii) Retained earnings	(322,910,471)	(299,908,232)
Total	(176,750,471)	(153,748,232)

(i) Securities Premium		
Opening Balance	146,160,000	146,160,000
Add : Addition on Issue of equity shares	-	-
Closing Balance	146,160,000	146,160,000
(ii) Retained earnings		
Opening Balance	(299,908,232)	(273,605,100)
Add : Profit for the year	(23,343,640)	(26,520,180)
Add : Remeasurement of post employment benefit obligation, net of tax	391,095	217,048
Less: Income/Deferred Tax relating to earlier years	-	-
Less: Equity Dividend including taxes thereon	-	-
Add: (Less) Less Provision of Gratuity recognised in Previous Years	(49,694)	-
Closing Balance	(322,910,471)	(299,908,232)



20 Financial liabilities - Non-Current Borrowings	As at 31st March 2022	As at 31st March 2021
Secured Loans		
Term Loans from Banks	1,900,000	1,900,000
Term Loans from Others	186,323	-
Total (A)	2,086,323	1,900,000
Unsecured Loans		
Term Loans from Relatives parties	-	-
Loans from Directors	184,461,667	162,287,730
Total (B)	184,461,667	162,287,730
Total Borrowings [C=A+B]	186,547,990	164,187,730
Current Maturities (included in Note No. : 26)	0	-
Non-current	186,547,990	164,187,730
The Company has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.		
21 Other Financial Liabilities		
Financial Guarantee Obligation		
Total		
Current (included in Note : 26)		
Non-current		
21 Provisions	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity*	2,860,004	2,829,746
Provision for Leave Encashment	778,183	851,183
Total	3,638,187	3,680,929
Current	228,947	224,287
Non-current	3,409,240	3,456,642
22 Current borrowings	As at 31st March 2022	As at 31st March 2021
Secured Loans		
Working capital facilities from Banks	10,011,956	10,062,830
Working capital facilities from Others	-	-
Unsecured Loans		
Bills discounted from Bank	-	-
Loan from Directors	-	300,000
Total	10,011,956	10,362,830
Note: i) Working Capital facilities from Banks and Others are secured by way of first pari-passu charge on current assets of the company, both present and future, and first pari-passu charge on land & building and movable fixed assets of the company located at Faridabad (Haryana) and these facilities are further secured by collaterals given by directors and their friends and relatives with their personal guarantees. ii) The Company has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.		
24 Other financial liabilities	As at 31st March 2022	As at 31st March 2021
Current Maturities of Non-Current Borrowings	-	-
Securities Deposits	10,000	10,000
Interest accrued but not due on borrowings	-	-
Financial Guarantee Obligation	-	-
Other Payables	558,590	540,867
Total	568,590	550,867
25 Other current liabilities	As at 31st March 2022	As at 31st March 2021
Expense Payable	188,080	129,404
Accrued salaries and benefits	1,976,505	1,619,119
Revenue taxes Payable	331,137	4,561,936
Provision for Audit fees	157,500	157,500
Advance from holding Company	-	-
Other liabilities	14,008,018	14,260,850
Total	16,661,240	20,728,809
26 Current Tax Liabilities (Net)	As at 31st March 2022	As at 31st March 2021
Income Tax Payable (Net)#	-	-



Roam1 Telecom Limited					
Notes to Financial Statement for the Year ended 31st March 2022					
23 Financial - Trade Payables					
As at 31.03.2022					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1- 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	197,100.00	89,005.00	-	-	286,105.00
(ii) Others	733,876.00	574,184.00	139,389.00	-	1,447,449.00
(iii) Disputed- dues MSME	-	-	-	-	-
(iv) Disputed- Dues others	-	-	-	-	-
Total	930,976.00	663,189.00	139,389.00	-	1,733,554.00
23 Financial - Trade Payables					
As at 31.03.2021					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1- 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	289,005.00	-	-	-	289,005.00
(ii) Others	5,236,814.00	1,129,163.00	34,636.00	-	6,400,613.00
(iii) Disputed- dues MSME	-	-	-	-	-
(iv) Disputed- Dues others	-	-	-	-	-
Total	5,525,819.00	1,129,163.00	34,636.00	-	6,689,618.00
*Amounts due to Micro & Small enterprises under MSMED Act, 2006 is Rs. 175000 (31st March 2020: Rs. 175000). In the absence of information about registration of such enterprises under the said Act, the details of dues to Micro & Small Enterprises have been furnished to the extent such parties have been identified by the Company based on information made available by them.					



Roam1 Telecom Limited			
Notes to Financial Statement for the Year ended 31st March 2022			
(All amounts in Indian Rupees unless otherwise stated)			
27	Revenue from operations	For the year ended 31st March 2022	For the year ended 31st March 2021
	Sales of Products	18,878,591	12,325,900
	Total	18,878,591	12,325,900
28	Other Income	For the year ended 31st March 2022	For the year ended 31st March 2021
	Duty Drawback		
	Interest Received	24,642	14,373
	Interest Income from financial assets carried at amortised cost		
	Freight & Cartage Outward Recovered (Net)		
	Rent received		
	Miscellaneous Receipts		
	Total	24,642	14,373
29	Purchase of Stock in Trade	For the year ended 31st March 2022	For the year ended 31st March 2021
	Purchases	13,577,011	2,842,431
	Total Cost of Purchase of Stock in Trade [A]	13,577,011	2,842,431
30	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	For the year ended 31st March 2022	For the year ended 31st March 2021
	Opening Stock of Finished Goods	865,956	2,480,076
	Less: Closing Stock of Finished Goods	698,593	865,956
	Total (A)	167,363	1,614,120
	Opening Stock of Work-in-Progress	-	-
	Less: Closing Stock of Work-in-Progress	-	-
	Total (B)	-	-
	Total Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade [A+B]	167,363	1,614,120
31	Employee Benefit Expenses	For the year ended 31st March 2022	For the year ended 31st March 2021
	Director's Remuneration	600,000	600,000
	Salaries, Wages, Bonus and Other Benefits	15,024,574	15,935,185
	Gratuity	534,520	593,041
	Leave Compensation	170,653	206,870
	Contribution to Provident and Other Funds	120,456	151,841
	Workmen and Staff Welfare Expenses	387,598	139,547
	Total	16,837,801	17,626,484
32	Finance Costs	For the year ended 31st March 2022	For the year ended 31st March 2021
	Interest Expenses	1,426,676	1,199,297
	Other Financial Charges		99,441
	Total	1,426,676	1,298,738
33	Depreciation and amortization expenses	For the year ended 31st March 2022	For the year ended 31st March 2021
	Depreciation on Property Plant & Equipment (Read with Note No. 7)	311,293	1,652,860
	Depreciation on Right-of-use assets	-	547,070
	Amortisation of Intangible assets (Read with Note No. 9)	120,000	126,100
	Total	431,293	2,326,030



34 Other Expenses	For the year ended 31st March 2022	For the year ended 31st March 2021
Advertisement and Publicity	331,493	255,301
Auditors' Remuneration & Refreshment	175,000	175,000
Bank Charges	449,072	47,807
Bad Debts written off	2,954	1,529,034
Staff Recruitment & Training expenses	9,000	66,757
Communication Expense	383,819	818,571
Conveyance & Travelling Expenses	2,211,559	1,202,275
Customs Clearance Expense	15,518	20,457
Director Sitting Fees	-	-
Domain Charges	43,441	60,567
Exchange Fluctuation	160,484	1,331
Diwali Expenses	67,037	30,234
Fine & Penalty	53,778	1,681
Freight & Cartage	202,815	101,534
Insurance Charges	106,155	235,724
Interest on EPF	22,218	-
Interest on GST	-	12,128
Interest on TDS	24,075	13,564
Legal & Professional Fees	2,477,300	2,261,525
Office Expenses	5,730	332,931
Other Expense	29,697	11,965
Power & Fuel Charges	222,504	320,785
Printing & Stationery	42,519	31,655
Project Expenses	-	3,150,000
Rate fee and taxes Expense	756,212	512,505
Lease Rent/ Hire Charges	994,283	1,373,000
Repair and Maintenance Other Assets	644,863	292,881
Selling Expense	285,287	156,301
Telephone and Telecommunication Charges	73,853	85,595
Total (B)	9,790,666	13,101,110
35 Exceptional Items	For the year ended 31st March 2022	For the year ended 31st March 2021
Prior Period Expenses	16,062	51,540
Total	16,062	51,540
Payment to auditor	For the year ended 31st March 2022	For the year ended 31st March 2021
i) Audit fees	175,000	175,000
ii) Fees for income tax matters	-	-
iii) Certification charges & others	-	-
Total	175,000	175,000
*Corporate Social Responsibility Expenses	For the year ended 31st March 2022	For the year ended 31st March 2021
Gross Amount required to be spent by the Company (as per Section 135 of Companies Act, 2013)	-	-
Amount spent during the year		
i) Construction/acquisition of any assets	-	-
ii) On purposes other than (i) above	-	-



Ratio	Numerator	Denominator	Unit	31-Mar-22	31-Mar-21	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	Times	0.48	0.65	-	There is no outstanding dues as at the balance sheet date.
Return on Equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	Percentage	-	-	0%	The ratio can't be calculated as profit after tax and shareholder's fund both are negative
Return on Capital Employed	Earnings before interest and taxes	Total Equity + Total Debt	Percentage	0.00%	0.00%	0%	This ratio can't be calculated as return as well as as Capital Employed both are in Negative
Debt- Equity Ratio	Total Debt	Shareholder's Equity	Percentage	-0.10	-0.14	-26%	
Net Profit ratio	Net Profit after taxes	Net sales	Times	-1.24	-2.15	-43%	
Inventory Turnover ratio	Cost of goods sold	Average Inventory	Percentage	0.21	0.96	-78%	
Trade Receivable Turnover Ratio	Revenue from operation	Average Trade Receivable	Times	12.78	1.98	546%	
Trade Payable Turnover Ratio	Gross purchases (Net)	Average Trade Payables	Times	7.83	0.42	1743%	
Net Capital Turnover Ratio	Net sales	Current assets - Current liabilities	Times	(0.96)	(0.63)	52%	
Debt Service Coverage ratio	Net profit after taxes + Non-cash operating expenses	Interest & Lease Payments + Principal Repayments	Not applicable				
Return on Investment	Interest (Finance Income)	Investment	Not applicable				
Fixed Assets Coverage Ratio	Fixed Assets	Total Debt	Percentage	(0.08)	(0.14)	-42%	



Roam1 Telecom Limited
Notes to Financial Statement for the Year ended 31st March 2022

(All amounts in Indian Rupees unless otherwise stated)

36 Employee benefit obligations

(A) Defined benefit plans

Gratuity:

Provision for gratuity is determined by actuaries using the projected unit credit method.

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India in the form of a qualifying insurance policy.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(i) Changes in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity Funded	Leave Encashment
Interest expense	198,082	52,266
Current service cost	394,959	154,604
Benefits paid	(261,346)	(167,303)
Actuarial (gain)/ loss	(282,001)	64,953
Defined benefit obligation at 31 March 2021	2,879,440	851,183
Interest expense	208,759	61,711
Current service cost	325,761	108,942
Benefits paid	(279,357)	(127,157)
Actuarial (gain)/ loss	(274,599)	(116,496)
Defined benefit obligation at 31 March 2022	2,860,004	778,183

(ii) The amount to be recognized in the Balance Sheet:

Particulars	Gratuity Funded	Leave Encashment
Present value of obligation	2,879,440	851,183
Fair value of plan assets	-	-
Net (assets) / liability recognized in balance sheet as provision as at 31 March 2021	2,879,440	851,183
Present value of obligation	2,860,004	778,183
Fair value of plan assets	-	-
Net (assets) / liability recognized in balance sheet as provision as at 31 March 2022	2,860,004	778,183

(iii) Amount recognised in Statement of Profit and Loss:

Particulars	Gratuity Funded	Leave Encashment
Interest Cost	198,082	52,266
Current service cost	394,959	154,604
Amount recognised in Statement of Profit and Loss for year ended 31 March 2021	593,041	206,870
Interest Cost	208,759	61,711
Current service cost	325,761	108,942
Amount recognised in Statement of Profit and Loss for year ended 31 March 2022	534,520	170,653



(iv) Amount recognised in Other Comprehensive Income:

Particulars	Gratuity Funded	Leave Encashment
Actuarial (gain)/ loss on obligations	(282,001)	64,953
Actuarial (gain)/ loss on plan assets		
Amount recognised in Other Comprehensive Income for year ended 31 March 2021	(282,001)	64,953
Actuarial (gain)/ loss on obligations	(274,599)	(116,496)
Actuarial (gain)/ loss on plan assets		
Amount recognised in Other Comprehensive Income for year ended 31 March 2022	(274,599)	(116,496)

(v) Changes in the fair value of plan assets are as follows:

Particulars	Gratuity Funded	Leave Encashment
Fair value of plan assets at 31 March 2020	-	-
Expected return on plan assets	-	-
Actuarial gain/(loss)	-	-
Fair value of plan assets at 31 March 2021	-	-
Expected return on plan assets	-	-
Actuarial gain/(loss)	-	-
Fair value of plan assets at 31 March 2022	-	-

(vi) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	31st March, 2022	31st March, 2021		
Investment Details	Gratuity	Gratuity		
Investment with Insurer	0%	0%		

(vii) The principal assumptions used in determining gratuity & leave encashment obligations for the Company's plans are shown below:

Gratuity & Leave Encashment

Particulars	31st March, 2022	31st March, 2021
Average Past Service (Years)	8.00	6.60
Average remaining working life (Years)	23.50	24.50
Average Age (Years)	34.50	33.50
Weighted average duration (Years) - Gratuity	21.00	22.00
Weighted average duration (Years) - Leave Encashment	22.00	23.00
Discounting rate	7.25%	7.00%
Salary Growth Rate	5.00% PA	5.00% PA

(viii) **Sensitivity Analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars	31st March, 2022		31st March, 2021	
	Gratuity Funded	Leave Encashment	Gratuity Funded	Leave Encashment
Liability with 1% increase in Discount Rate	2,575,086	699,650	2,585,343	762,812
Liability with 1% decrease in Discount Rate	3,196,295	871,192	3,228,307	956,432
Liability with 1% increase in Salary Growth Rate	3,200,619	872,385	3,231,901	957,519
Liability with 1% decrease in Salary Growth Rate	2,566,919	697,403	2,577,526	760,476

(B) **Defined contribution plans**

	31st March, 2022	31st March, 2021
Employer's Contribution to Provident Fund	149,654	99,550
Employer's Contribution to ESI	650	52,291
Employer's Contribution to NPS	-	-
Total	150,304	151,841



Roam1 Telecom Limited

Notes to Financial Statement for the Year ended 31st March 2022

(All amounts in Indian Rupees unless otherwise stated)

37 Segment information

The Company's operations predominately relate to only one reportable segment as per Ind AS 108 "Operating Segments".

Geographical Information

Particulars	31st March, 2022	31st March, 2021
1. Revenue from external customers		
- Within India	18,878,591	12,325,900
- Outside India	-	-
Total revenue per statement of profit and loss	18,878,591	12,325,900

The revenue information above is based on the locations of the customers

2. Non-current operating assets		
- Within India	109,811,024	110,190,482
- Outside India	-	-
Total	109,811,024	110,190,482

Non-current operating assets for this purpose consist of property, plant and equipment, CWIP, investment properties and intangible assets.



(All amounts in Indian Rupees Lakhs unless otherwise stated)

40 A. Related Party Disclosures:

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures' the names of the related parties where control exists/ able to exercise significant influence along with the aggregate transactions and year end balances with them as identified by the management in the ordinary course of business and on arms' length basis are given below:

(a) Holding Company :

M/s Virtualsoft Systems Limited

(b) Key Management Personnel (KMP):

Mr. Gokul Tandon	Director
Mr. Rajendra V. Kulkarni	Director
Ms Aashima Puri	Director
Mrs Ritu Tandon	Director
Mr. Athar Ahmad	Director
Mr. Harsh Jayesh Ruparel	Director

M/S.HEAL YOUR PAWS PET SERVICES LLP	Gokul Naresh Tandan is Designated Partner
M/S GOTO CUSTOMER SERVICES PVT LTD	Gokul Naresh Tandan is Director
M/S Virtual Software & Training Pvt Ltd.	Gokul Naresh Tandan is Director
M/S ENHANCED COMMUNICATIONS & TECHNOLOGIES PVT LTD	Gokul Naresh Tandan is Director
M/S VIRTUALSOFT SYSTEMS LIMITED	Gokul Naresh Tandan is Director
M/s. CLOUDCONNECT COMMUNICATIONS PRIVATELIMITED	Gokul Naresh Tandan is Director
M/s EMPYREAN BEVERAGES PRIVATE LIMITED	

M/s M R CAPITAL PVT LTD	Rajendra V Kulkarni is Director
M/S VIJAY STAMPINGS PVT LTD	Rajendra V Kulkarni is Director
M/S PRIME VALVES INDIA LLP	Rajendra V Kulkarni is Designated Partner
M/S MARBLE ARCH ESTATE PRIVATE LIMITED	Rajendra V Kulkarni is Director
M/S Virtual Software & Training Pvt Ltd.	Rajendra V Kulkarni is Director
M/S OFFICE ZONE PRODUCTS PRIVATE LIMITED	Rajendra V Kulkarni is Director
M/S VIRTUALSOFT SYSTEMS LIMITED	Rajendra V Kulkarni is Director
M/s. CLOUDCONNECT COMMUNICATIONS PRIVATELIMITED	Rajendra V Kulkarni is Director
M/S EMPYREAN BEVERAGES PRIVATE LIMITED	Rajendra V Kulkarni is Director

M/S VIRTUALSOFT SYSTEMS LIMITED	Ritu Tandan is Director
M/s CLOUDCONNECT COMMUNICATIONS PRIVATE LIMITED	Ritu Tandan is Director

M/S VIRTUALSOFT SYSTEMS LIMITED	Aashima Puri is a Director
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B. Related Party Transactions:

Particulars	Subsidiary		KMP		Other Related Parties		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
Short-term Employee Benefits	-	-	-	-	-	-	-	-
Interest Paid/Payable	-	-	0.14	-	-	-	0.14	-
Lease Rent Paid/Payable	-	-	-	-	-	1.80	-	1.80
Interest Received/Receivable	-	-	-	-	-	-	-	-
Director's Remuneration	-	-	6.00	6.00	-	-	6.00	6.00
Reimbursement of Expenses	-	-	36.18	2.63	-	-	36.18	2.63
Professional Fees	-	-	-	-	-	13.59	-	13.59
Rent Received/Receivable	-	-	-	-	-	-	-	-
JobWork Charges Paid/Payable	-	-	-	0.33	-	-	-	0.33
Purchases	-	-	-	-	-	-	-	-
Sales	-	531.00	-	-	-	-	-	531.00
Sale of PPE	-	-	-	-	-	-	-	-
Purchase of PPE	-	-	-	-	-	-	-	-
FINANCE	-	-	-	-	-	-	-	-
Unsecured Loans Received	3.02	-	221.75	254.00	-	-	224.77	254.00
Unsecured Loans Paid back	3.02	-	0.01	10.00	-	-	3.03	10.00
Unsecured Loans Received Back	-	-	4.00	-	-	-	4.00	-
Short Term Loans Paid	-	-	2.00	-	-	-	2.00	-
Short Term Loans Received Back	-	-	-	-	-	-	-	-
Advances Paid	-	0.25	-	-	-	-	-	0.25
Advances Received Back	-	0.65	-	-	-	-	-	0.65
Corporate guarantee given	-	-	-	-	-	-	-	-

All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured. For the year

41 Detail of loans given, Investment made and guarantee given covered U/s 186(4) of the Companies Act, 2013

Particulars	31st March 2022	31st March 2021
(a) Loan given by the Company for general business purposes as at balance sheet date :	-	-
(b) Corporate guarantee given by the Company as at balance sheet date :	-	-



Roam1 Telecom Limited

Notes to Financial Statement for the Year ended 31st March 2022

(All amounts in Indian Rupees unless otherwise stated)

42 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit for the year attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the profit and share data used in the basic and diluted EPS computation:

Particulars	31 March 2022	31 March 2021
Profit for the year	(22,952,545)	(26,520,180)
Weighted average number of equity shares in calculating basic EPS (absolute value in number)	18,948,750	18,948,750
Effect of dilution	150,685	150,685
Weighted average number of equity shares in calculating diluted EPS (absolute value in number)	19,099,435	19,099,435
Basic Earnings per share		
- Basic (on nominal value of Rs. 10 per share) Rs./ share	(12.11)	(14.00)
- Basic (on nominal value of Rs. 5 per share) Rs./ share	(6.06)	(7.00)
Diluted Earning per share		
- Diluted (on nominal value of Rs. 10 per share) Rs./ share	(12.02)	(13.89)
- Diluted (on nominal value of Rs. 5 per share) Rs./ share	(6.01)	(6.94)



(All amounts in Indian Rupees unless otherwise stated)

48 Financial Instruments measurements and disclosures

(a) Financial instruments by category :

Particulars	31 March 2022			31 March 2021		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Non-current						
Investment	-	-	-	-	-	-
Loans	-	-	867,228	-	-	1,080,321
Current						
Trade receivables	-	-	1,477,571	-	-	6,234,122
Cash and cash equivalents	-	-	144,404	-	-	702,038
Other bank balances	-	-	-	-	-	-
Loans	-	-	1,921,798	-	-	1,844,502
Total	-	-	4,411,001	-	-	9,860,982
Financial liabilities						
Non-current						
Borrowings	-	-	186,547,990	-	-	164,187,730
Other Financial Liabilities	-	-	-	-	-	-
Current						
Borrowings	-	-	10,011,956	-	-	10,362,830
Trade payables	-	-	1,733,554	-	-	6,689,618
Other financial liabilities	-	-	184,722	-	-	-
Total	-	-	198,478,222	-	-	181,240,178

(b) Fair value of financial assets and liabilities measured at amortised cost :

The carrying amounts of financial assets and liabilities carried at amortised cost are reasonable approximation of their fair value.

(c) Fair value hierarchy :

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows based on the lowest level input that is significant to the fair value measurement as whole.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices, for example listed equity instruments, traded bonds and mutual funds that have quoted prices.

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table presents assets and liabilities measured at fair value at 31 March 2021 and 31 March 2020:

Particulars	31 March 2022			31 March 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets for which fair values are disclosed						
Investment Property	-	106,391,530	-	-	106,391,530	-
Financial assets:						
Measured at fair value						
Financial investments at FVTOCI						
Listed Equity investments	-	-	-	-	-	-
Financial assets at amortised cost						
Advances to related parties	-	-	-	-	-	-
Loans to employees	-	-	1,080,321	-	-	1,487,234
Security Deposits	-	-	-	-	-	-
	-	-	1,080,321	-	-	1,487,234
Financial liabilities:						
Measured at fair value						
Financial liabilities at amortised cost						
Borrowings	-	174,550,560	-	-	152,017,336	-
Financial Guarantee Obligation	-	-	-	-	-	-
	-	174,550,560	-	-	152,017,336	-

There are no transfers among levels 1, 2 and 3 during the year.



Roam1 Telecom Limited
Defferd Tax Assets/ Liabilities for FY2021-22

WDV as per Income Tax

Particulars	Rate	Opening	Addition More Than 180 Days	Addition Less Than 180 Days	Total	Sales	Sales Less Than 180 days	Balance	Depreciation	WDV Closing
Furniture	10%	449,551.00	-	-	449,551.00	-	-	449,551.00	44,955.10	404,595.90
PLANT AND MACHINERY	15%	4,148,564.00	13,149.00	-	4,161,713.00	-	-	4,161,713.00	624,256.95	3,537,456.05
Computer	40%	426,772.00	38,686.00	-	465,458.00	-	-	465,458.00	186,183.20	279,274.80
		5,024,887.00	51,835.00	-	5,076,722.00	-	-	5,076,722.00	855,395.25	4,221,326.75

WDV as per Companies Act

WDV Closing	2,981,625.00
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Deferred Tax Assets/Liabilities

WDV as per Income tax Act	4,221,326.75
WDV as per Companies Act	2,981,625.00
Difference	1,239,701.75
DTA 26%	322,322.46
Opening Balance	-
DTA	322,322.46



SLM	Companies Act	SLM	No. of Years	2021-2022 Depreciation	2022-2023 Depreciation	2023-2024	2024-2025	2025-2026	2026-2027	2027-2028	2028-2029
Office Equipment	Date of Purchase 14/08/2021	31/03/2022 No. of Days 230	Residual Value 657	5	1,574	2,498	2,498	924			
Computer	28/07/2021	247	1,934	3	8,290	12,251	12,251	3,961			

