

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Roam1 Telecom Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Financial Statements of Roam1 Telecom Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including the Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

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 Qualified Opinion section of "Annexure-B Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013" section of our report*, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view, in conformity with the Accounting Standards specified under section 133 of the Act, read with (the Companies (Indian Accounting Standards) Rules, 2023) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its deficit, cash flows and changes in equity for the year ended on that date.

Basis for Qualified Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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. We have determined the matters described below to be the key audit matters to be communicated in our report.



Key Audit Matter	Auditor's Response
<p><i>Revenue Recognition</i></p> <p>The management is of the opinion that it controls the goods before transferring them to the customer.</p> <p>The variety of terms that define when controls are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the appropriate accounting period.</p> <p>Revenue is measured in net of returns and allowances, trade discounts and volume rebates (collectively 'Discount and rebates').</p> <p>There is a risk that these discounts and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from Contracts with Customers', it was determined to be a key audit matter in our audit of the Ind AS Financial Statements</p>	<p>Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), includes:</p> <ul style="list-style-type: none"> • Evaluation of the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard. • Selection of samples of invoices for <ul style="list-style-type: none"> ○ testing of the operating effectiveness of the internal control ○ identification of performance obligations and ○ Determination of transaction price. • Verifying management's assessment of contractual arrangements including those relating to income from supplier rebates, terms of contract and commercial substance thereof, in order to assess the adherence to revised accounting policies in light of the requirements of Ind AS 115. • Additionally, we also evaluated the adequacy of disclosures related to Revenue from Operations made in the standalone financial statements.

Emphasis of matter

The company's net worth has been completely eroded, with a net worth of (-) INR 1,438.19 lakh as of 31st March 2024. The accumulated losses for the year ending 31st March 2024 amount to INR 2,217.18 lakh, according to the maintained books of accounts. *Refer to Notes to Accounts No. 44, which states that "there are plans either to add other lines of business or to renew existing operations. Accordingly, the financial statements have been prepared on the basis of the going concern assumption."*

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

The company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including annexure to Director's Report included in the annual report of the but does not include the Standalone Financial Statements and our auditor's 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of 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 the facts. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance, statement of changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards as 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone 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 Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone 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 Act, we are also responsible for expressing our opinion on whether the company has an 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 Standalone 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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 Standalone 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.

Other Matter

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best 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 company do not have the branch offices as per information provided to us hence the reporting on "the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report" is not applicable in this case;
 - (d) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (e) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards as specified under section 133 of the Act;



- (f) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure- B". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations as on 31.03.2024 which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There is no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (A) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(B) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(C) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

 - v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
 - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the



course of our audit we did not come across any instance of the audit trail feature being tampered with.

- vii. *As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail. The company utilized accounting software with an audit trail (edit log) feature, which remained operational throughout the year for all recorded transactions and was not tampered with. Furthermore, the responsibility for retaining the audit trail in accordance with statutory requirements lies with the company.”*

For Rajesh Raj Gupta & Associates LLP
Chartered Accountants
(FRN No.026338N/N500357)



CA. MANOJ KUMAR
Partner
Membership No. 521409
UDIN: 24521409BKCRVU4858

Date: 30-05-2024
Place: New Delhi

Annexure-A to the Independent Auditor's Report to the Members of Roam1 Telecom Limited on the standalone financial statements for the year ended 31st March 2024

Report on the matter specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

- i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing 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 any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.
 - e) No proceedings have been initiated and 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, reporting under this sub-clause is not required.
- ii.
 - a) The company does not have any inventory. Therefore, reporting under this clause is not applicable.
 - b) The company has not been sanctioned working capital limits in excess of five crore rupees during the year in aggregate, from banks or financial institutions on the basis of security of current assets;
- iii. 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, reporting under this clause is not applicable.
- iv. In our opinion and according to the information and explanation given to us, there are no loans, investments, guarantees and securities given in respect of which provisions of section 185 and 186 of the Act, are applicable.
- v. According to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified. Hence the provision of clause (v) of paragraph 3 of the order are not applicable to the company.
- vi. As per the information and explanation given to us, The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the products of the company.



- vii. According to the information and explanation given to us and on the basis of our examinations of the records of the company. The company is regular in depositing the undisputed statutory dues including goods and services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and any other statutory dues to the appropriate authorities.
- viii. In our opinion and as per the information and explanation given to us, there are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the Tax Assessment under the Income tax Act, 1961(43 of 1961).
- ix.
- a) As per the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender including financial institution, banks, government, or debenture holders during the year.
 - b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) The Company has applied the term loan for the purpose for it was obtained.
 - d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries/associates/JVs and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x.
- a) In our opinion and as per the information and explanation given to us, the company has not raised money by way of initial public offer or further public offer. Hence reporting under this clause is not applicable to the company.
 - b) In our opinion and as per the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence reporting under this clause is not applicable to the company.
- xi.
- a) According to the information and records furnished to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
 - b) No report under subsection (12) of section 143 of Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto date of this report in view of sub clause (a) above.
 - c) As auditors, we did not receive any whistle- blower complaint during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related



party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

xiv.

a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or person connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, clause (xvi) (a) to (d) of Paragraph 3 is not applicable.

xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the company has incurred a **net cash loss** of INR 224.37 lakh (March 2023: INR 246.73 lakh) **from operating activities**.

xviii. According to the information and explanations given to us and based on our examination of the records of the Company, there was a change in the statutory auditor of the company. Krishna Neeraj & Associates has submitted its resignation from statutory audit on 19th December 2023, and we (Rajesh Raj Gupta & Associates LLP) were appointed as statutory audit with effect from 14th February, 2024.

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

xx. According to the information and explanations given to us and based on our examination of the records of the company, no amount has been incurred towards CSR expenses based on the loss for the period.

For Rajesh Raj Gupta & Associates LLP

Chartered Accountants

(FRN No.026338N/N500357)

CA. MANOJ KUMAR

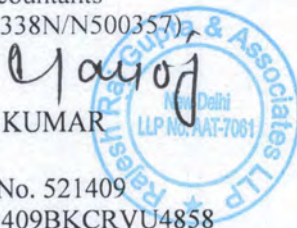
Partner

Membership No. 521409

UDIN: 24521409BKCRVU4858

Date: 30-05-2024

Place: New Delhi



“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Roam1 Telecom Limited

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

We have audited the internal financial controls over financial reporting of Roam1 Telecom Limited (“the Company”) as of March 31st, 2024, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on 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 the 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 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 Standalone Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and



- that receipts and expenditures of the company are being made only in accordance with authorities 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 Standalone Financial Statements.

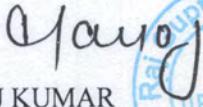
Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of the 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 the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified 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 not operating effectively as at 31st March 2024**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajesh Raj Gupta & Associates LLP
Chartered Accountants
(FRN No.026338N/N500357)


CA. MANOJ KUMAR
Partner
Membership No. 521409
UDIN: 24521409BKCRVU4858



Date: 30-05-2024
Place: New Delhi

Roam1 Telecom Limited
CIN: U64100DL2011PLC222155
Balance Sheet as at 31st March 2024

(All amounts in Lacs unless otherwise stated)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
ASSETS			
I Non-current assets			
(a) Property, plant and equipment	7	61.10	43.66
(b) Intangible assets	8	1.98	3.18
(c) Intangible assets under development	9	1,128.42	1,069.92
(d) Right-of-use assets		-	-
(e) Financial assets			
(i) Investments		-	-
(ii) Loans	10	7.02	5.48
(f) Deferred Tax Assets (Net)		-	-
(g) Other non-current assets	11	-	-
		1,198.51	1,122.23
II Current assets			
(a) Inventories	12	-	-
(b) Financial assets			
(i) Trade receivables	13	73.93	17.11
(ii) Cash and cash equivalents	14	11.38	4.52
(iii) Other bank balances	15	16.55	3.00
(iv) Loans	10	19.87	19.48
(c) Other current assets	16	67.77	61.23
		189.49	105.34
TOTAL ASSETS		1,388.00	1,227.57
EQUITY AND LIABILITIES			
III Equity			
(a) Equity share capital	17	778.99	778.99
(b) Other equity	18	(2,217.18)	(2,087.80)
(c) Share Application Money			
Total equity		(1,438.19)	(1,308.81)
LIABILITIES			
IV Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	2,464.71	2,115.50
(ii) Lease liabilities		-	-
(b) Provisions	20	35.60	33.16
		2,500.30	2,148.66
V Current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	111.25	131.19
(ii) Trade payables	22	30.31	39.19
(iii) Lease Liabilities		-	-
(iv) Other financial liabilities	23	0.61	1.89
(b) Other current liabilities	24	181.31	213.18
(c) Provisions	20	2.41	2.27
(d) Current Tax Liabilities (Net)	25	-	-
		325.89	387.73
Total liabilities		2,826.19	2,536.39
TOTAL EQUITY AND LIABILITIES		1,388.00	1,227.57

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 Rajesh Raj Gupta & Associates LLP
Chartered Accountants
FRN: 026338N/N500357

CA Manoj Kumar
Partner
Membership No.: 521409

UDIN: 24521409BKCRVU4858
Place : New Delhi
Date : 30-05-2024

For and on behalf of the Board of Directors
Roam1 Telecom Limited

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 2024

7. Property, plant and equipment

Particulars	Furniture & Fixtures	Office Equipment	Vehicle	Computer	Total
As at 31st Mar 2023	20.62	109.51	30.10	48.09	208.32
Addition	16.59	11.07	-	2.81	30.47
Disposal	-	-	-	-	-
As at 31st Mar 2024	37.20	120.58	30.10	50.91	238.79
Depreciation*					
As at 31st Mar 2023	8.08	97.93	18.48	40.17	164.67
Charge for the year	2.74	4.97	1.14	4.17	13.03
As at 31st Mar 2024	10.82	102.90	19.62	44.35	177.69
Net Block					
As at 31st Mar 2023	12.54	11.58	11.61	7.92	43.66
As at 31st Mar 2024	26.38	17.68	10.47	6.56	61.10

Note 8 Intangible Assets

Particulars	Mobile Application Software	Trade Mark	Website	Total
Deemed Cost				
Balance as at 31st March 2023	2.98	0.32	12.00	15.30
Addition	-	-	-	-
Deletion	-	-	-	-
Balance as at 31st March 2024	2.98	0.32	12.00	15.30
Depreciation*				
Balance as at 31st March 2023	2.98	0.32	8.82	12.12
Charge for the year	-	-	1.20	1.20
Balance as at 31st March 2024	2.98	0.32	10.02	13.32
Net Block				
As on 31st March 2023	-	-	3.18	3.18
As on 31st March 2024	-	-	1.98	1.98

Note No. 9 Intangible assets under development	2024	2023
CRM Software	1,069.92	1,069.92
Addition	58.50	-
Deletion	-	-
Total	1,128.42	1,069.92



Roam1 Telecom Limited
Notes to Financial Statement for the Year ended 31st March 2024

(All amounts in Lacs unless otherwise stated)

10 Financial assets - Loans	As at 31st March 2024	As at 31st March 2023
(a) Non Current Loans (Unsecured, Considered Good)		
Security Deposits	7.02	5.48
Total Non Current Loans	7.02	5.48
(b) Current Loans (Unsecured, Considered Good)		
Interest free advance to employee	19.87	19.48
Security Deposits	-	-
Total Current Loans	19.87	19.48

11 Other Non-Current Assets	As at 31st March 2024	As at 31st March 2023
Capital advances (Unsecured, Considered good)	-	-
Total	-	-

12 Inventories	As at 31st March 2024	As at 31st March 2023
(valued at lower of cost and net realizable value)		
Finished Goods	-	-
Total	-	-

13 Financial assets - Trade receivables	As at 31st March 2024	As at 31st March 2023
Trade receivables	77.38	20.77
Other receivables	0.08	-
	77.46	20.77
Break-up of security details		
Secured, considered good	-	-
Unsecured, considered good	73.93	17.11
Doubtful	3.53	3.66
Total	77.46	20.77
Less : Allowance for bad and doubtful debts	3.53	3.66
Total	73.93	17.11

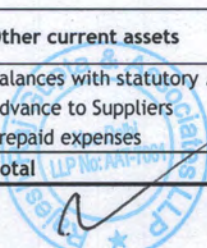
Note: Trade receivables have been hypothecated with banks against working capital credit facilities of the Company.

14 Financial assets - Cash and cash equivalents	As at 31st March 2024	As at 31st March 2023
Balances with banks:		
-In current accounts	9.12	1.71
-in unpaid dividend accounts	-	-
-Deposits with original maturity of 3 months or less (including interest accrued thereon)	-	-
Cash in hand	2.25	2.81
Total	11.38	4.52

15 Financial assets - Other Bank Balances	As at 31st March 2024	As at 31st March 2023
Deposits with original maturity for more than 3 months but not more than 12 months (including interest accrued thereon)#	16.55	3.00
Total	16.55	3.00

Deposits are under bank lien for margin against non fund based working capital credit facilities.

16 Other current assets	As at 31st March 2024	As at 31st March 2023
Balances with statutory / government authorities	53.21	59.24
Advance to Suppliers	11.29	-
Prepaid expenses	3.27	1.99
Total	67.77	61.23



Roam1 Telecom Limited						
Notes to Financial Statement for the Year ended 31st March 2024						
(All amounts in Indian Rupees unless otherwise stated)						
13 Financial - Trade Receivables			As at 31-03-2024			
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months - 1 year	1- 2 Years	2 - 3 Years	More than 3 Years	
(i) Undisputed Trade receivables (Considered Goods)	68.67	2.04	0.40		2.75	73.86
(ii) Undisputed Trade receivables (Considered doubtful)					3.53	3.53
(ii) Disputed Trade receivables (Considered Goods)						-
(ii) Disputed Trade receivables (Considered doubtful)						
Total	68.67	2.04	0.40	-	6.28	77.38
Less: Provision for Bad debts	-	-	-	-	3.53	3.53
Total	68.67	2.04	0.40	-	2.75	73.86
13 Financial - Trade Receivables			As at 31-03-2023			
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months - 1 year	1- 2 Years	2 - 3 Years	More than 3 Years	
(i) Undisputed Trade receivables (Considered Goods)						-
(ii) Undisputed Trade receivables (Considered doubtful)	0.21	0.58	0.18	7.31		8.28
(ii) Disputed Trade receivables (Considered Goods)						-
(ii) Disputed Trade receivables (Considered doubtful)	2.92	5.69		0.22	3.66	12.49
Total	3.13	6.27	0.18	7.53	3.66	20.77
Less: Provision for Bad debts	-	-	-	-	3.66	3.66
Total	3.13	6.27	0.18	7.53	-	17.11



Roam1 Telecom Limited
Notes to Financial Statement for the Year ended 31st March 2024

(All amounts in Lacs unless otherwise stated)

17 Share capital	As at 31st March 2024		As at 31st March 2023	
	Authorised share capital			
22,50,000 Class A Equity Shares of Rupees 10 Each (31st March 2024: 20,40,000)		225.00		225.00
5,00,000 Class B Equity Shares of Rupees 5 Each (31st March 2024: 5,00,000)		25.00		25.00
5,50,000 ; 0% Cumulative Compulsory Convertible Preference Share Capital of Rupees 100 Each (31st March 2024: 5,50,000)		550.00		550.00
Total		800.00		800.00
Issued, Subscribed and fully paid up shares				
20,40,000 Class A Equity Shares of Rupees 10 Each (31st March 2024: 20,40,000)		204.00		204.00
4,99,750 Class B Equity Shares of Rupees 5 Each (31st March 2024: 4,99,750)		24.99		24.99
5,50,000 ; 0% Cumulative Compulsory Convertible Preference Share Capital of Rupees 100 Each (31st March 2024: 5,50,000)		550.00		550.00
Total		778.99		778.99

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

Particulars	As at 31st March 2024		As at 31st March 2023	
	No.	Rs. in Lakhs	No.	Rs. in Lakhs
Equity Shares of Rs. 10 each				
Equity Shares at the beginning of the year	20,40,000	204.00	20,40,000	204.00
Add : Shares issued on exercise of preferential allotment during the year	-	-	-	-
Equity Shares at the end of the year	20,40,000	204.00	20,40,000	204.00

Particulars	As at 31st March 2024		As at 31st March 2023	
	No.	Rs. in Lakhs	No.	Rs. in Lakhs
Equity Shares of Rs. 5 each				
Equity Shares at the beginning of the year	4,99,750	24.99	4,99,750	24.99
Add : Shares issued on exercise of preferential allotment during the year	-	-	-	-
Equity Shares at the end of the year	4,99,750	24.99	4,99,750	24.99

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 equity face value of equity shares held by each shareholders.

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

Particulars	As at 31st March 2024		As at 31st March 2023	
	No.	Rs. in Lakhs	No.	Rs. in Lakhs
Virtualsoft Systems Limited	15,95,000	62.80%	15,95,000	62.80%
Manpreet Singh	4,29,001	16.89%	4,29,001	16.89%
Gokul Tandon	4,07,000	16.03%	4,07,000	16.03%
Total	24,31,001	95.72%	24,31,001	95.72%

(c) Other details of Equity Shares for a period of five years immediately preceding 31st March 2023

Particulars	As at 31st March 2024		As at 31st March 2023	
	- 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	

18 Other Equity	As at 31st March 2024		As at 31st March 2023	
	(i) Securities Premium		1,462	
(ii) Retained earnings		(3,679)		(3,549)
Total		(2,217)		(2,088)

(i) Securities Premium	As at 31st March 2024		As at 31st March 2023	
	Opening Balance		1,461.60	
Add : Addition on Issue of equity shares		-		-
Closing Balance		1,461.60		1,461.60

(ii) Retained earnings	As at 31st March 2024		As at 31st March 2023	
	Opening Balance		(3,549.40)	
Add : Profit for the year		(129.38)		(323.16)
Add : Remeasurement of post employment benefit obligation, net of tax		(2.29)		2.87
Less : Adjustment/F&F trsf		2.29		-
Closing Balance		(3,678.78)		(3,549.40)



19 Financial liabilities - Non-Current Borrowings	As at 31st March 2024	As at 31st March 2023
Secured Loans		
Term Loans from Banks	6.44	12.89
Term Loans from Others	-	2.00
Total (A)	6.44	14.89
Unsecured Loans		
Loans from Directors	2,458.27	2,100.62
Total (B)	2,458.27	2,100.62
Total Borrowings [C=A+B]	2,464.71	2,115.50
Current Maturities (included in Note No. : 21)		
Non-current	2,464.71	2,115.50
The Company has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.		
20 Provisions	As at 31st March 2024	As at 31st March 2023
Provision for Gratuity*	30.26	27.65
Provision for Leave Encashment	7.75	7.78
Total	38.01	35.43
Current	2.41	2.27
Non-current	35.60	33.16
21 Current borrowings	As at 31st March 2024	As at 31st March 2023
Secured Loans		
Working capital facilities from Banks	111.25	131.19
Working capital facilities from Others	-	-
Unsecured Loans		
Bills discounted from Bank	-	-
Loan from Directors	-	-
Loan from Related Party	-	-
Total	111.25	131.19
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.		
22 Financial liabilities - Trade Payables	As at 31st March 2024	As at 31st March 2023
Current		
Creditors for supplies/services	30.31	39.19
Creditors for capital expenditure	-	-
Advance received from customers	-	-
Total	30.31	39.19
*Amounts due to Micro & Small enterprises under MSMED Act, 2006 is Rs. NIL (31st March 2023: Rs. 556545). 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.		
23 Other financial liabilities	As at 31st March 2024	As at 31st March 2023
Securities Deposits	0.61	0.61
Other Payables	-	1.29
Total	0.61	1.89
24 Other current liabilities	As at 31st March 2024	As at 31st March 2023
Statutory Dues	4.34	5.77
Accrued salaries and benefits	31.14	27.16
Provision for Audit fees	1.50	2.03
Advance from Debtors	4.42	37.79
Other liabilities	139.90	140.44
Total	181.31	213.18
25 Current Tax Liabilities (Net)	As at 31st March 2024	As at 31st March 2023
Income Tax Payable (Net)#	-	-



Roam1 Telecom Limited

Notes to Financial Statement for the Year ended 31st March 2024

(All amounts in Indian Rupees unless otherwise stated)

22 Financial - Trade Payables						As at 31.03.2024
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 Year	1- 2 Years	2 - 3 Years	More than 3 Years		
(i) MSME	-	-	-	-	-	-
(ii) Others	16.86	7.75	-	5.70	-	30.31
(iii) Disputed- dues MSME	-	-	-	-	-	-
(iv) Disputed- Dues others	-	-	-	-	-	-
Total	16.86	7.75	-	5.70	-	30.31

23 Financial - Trade Payables						As at 31.03.2023
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 Year	1- 2 Years	2 - 3 Years	More than 3 Years		
(i) MSME	2.84	2.73	-	-	-	5.57
(ii) Others	27.92	-	5.70	-	-	33.63
(iii) Disputed- dues MSME	-	-	-	-	-	0.00
(iv) Disputed- Dues others	-	-	-	-	-	0.00
Total	27.92	2.73	5.70	0.00	-	39.19



Roam1 Telecom Limited
CIN: U64100DL2011PLC222155

Statement of Profit & Loss for the year ended 31st March 2024

(All amounts in Lacs unless otherwise stated)

Particulars	Note	For the year ended 31st March 2024	For the year ended 31st March 2023
I Revenue from operations	26	373.09	258.07
II Other income	27	1.69	0.55
III Total income (I+II)		374.78	258.62
IV Expenses			
(a) Cost of raw material consumed			
(b) Purchase of stock in trade	28	114.36	174.46
(c) Changes in inventories of finished goods, stock in trade and work-in-progress	29	-	6.99
(d) Excise duty on sale of goods			
(e) Employee benefit expense	30	221.14	199.16
(f) Finance costs	31	9.22	10.90
(g) Depreciation and amortization expense	32	14.23	5.49
(h) Other expenses	33	145.21	184.79
Total expense		504.16	581.79
V Profit before exceptional items and tax (III-IV)		(129.38)	(323.16)
VI Exceptional items	34	-	-
VII Profit before tax (V+VI)		(129.38)	(323.16)
VIII Income tax expense			
(a) Current tax		-	-
(b) Deferred tax		-	-
Total tax expense		-	-
IX Profit for the year (VII-VIII)		(129.38)	(323.16)
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		(2.29)	2.87
(ii) Change in fair value of FVOCI equity instruments			
(iii) Income tax effect			
Other comprehensive income for the year, net of tax		(2.29)	2.87
XI Total comprehensive income for the year (IX+X)		(131.67)	(320.30)
XII Earnings per share in Rs.			
Basic earnings per equity share			
- for Nominal Value of Share Rs.10/-		(5.75)	(16.90)
- for Nominal Value of Share Rs.5/-		(2.87)	(8.45)
Diluted earnings per equity share			
- for Nominal Value of Share Rs.10/-		(1.69)	(16.77)
- for Nominal Value of Share Rs.5/-		(0.85)	(8.38)

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 Rajesh Raj Gupta & Associates LLP
Chartered Accountants
FRN: 026338N/N500357

CA Manoj Kumar
Partner
Membership No.: 521409

UDIN: 24521409BKCRVU4858
Place : New Delhi
Date : 30-05-2024



For and on behalf of the Board of Directors
Roam1 Telecom Limited

Gokul N Tandan

Gokul N Tandan
Director
DIN: 00441563

Rajendra V Kulkarni

Rajendra V Kulkarni
Director
DIN: 00988255

Roam1 Telecom Limited		
Notes to Financial Statement for the Year ended 31st March 2024		
(All amounts in Lacs unless otherwise stated)		
26 Revenue from operations	For the year ended 31st March 2024	For the year ended 31st March 2023
Sales of Products	373.09	258.07
Total	373.09	258.07
27 Other Income	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest Received	1.69	0.55
Total	1.69	0.55
28 Purchase of Stock in Trade	For the year ended 31st March 2024	For the year ended 31st March 2023
Purchases	114.36	174.46
Total Cost of Purchase of Stock in Trade [A]	114.36	174.46
29 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	For the year ended 31st March 2024	For the year ended 31st March 2023
Opening Stock of Finished Goods	-	6.99
Less: Closing Stock of Finished Goods	-	-
Total (A)	-	6.99
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]	-	6.99
30 Employee Benefit Expenses	For the year ended 31st March 2024	For the year ended 31st March 2023
Director's Remuneration	6.00	6.00
Salaries, Wages, Bonus and Other Benefits	202.77	182.76
Gratuity	5.31	5.18
Leave Compensation	1.78	1.67
Contribution to Provident and Other Funds	1.87	1.39
Workmen and Staff Welfare Expenses	3.41	2.17
Total	221.14	199.16
31 Finance Costs	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest Expenses	9.22	10.90
Other Financial Charges	-	-
Total	9.22	10.90
32 Depreciation and amortization expenses	For the year ended 31st March 2024	For the year ended 31st March 2023
Depreciation on Property Plant & Equipment (Read with Note No. 7)	13.03	4.29
Depreciation on Right-of-use assets	-	-
Amortisation of Intangible assets (Read with Note No. 8)	1.20	1.20
Total	14.23	5.49



33 Other Expenses	For the year ended 31st March 2024	For the year ended 31st March 2023
Advertisement and Publicity	7.53	12.13
Auditors' Remuneration & Refreshment	1.50	2.25
Bad Debts written off	5.87	8.00
Bank Charges	2.86	3.94
Business Promotion	0.93	3.89
Communication Expense	4.50	4.50
Conveyance & Travelling Expenses	21.66	49.22
Courier & Postage Expenses	3.98	3.56
Customs Clearance Expense	0.30	0.31
Director Sitting Fees	1.05	0.15
Diwali Expenses	2.72	1.55
Domain Charges	0.62	0.91
Exchange Fluctuation	-	0.58
Fee & Subscription	7.22	5.58
Fine & Penalty	0.09	0.84
Freight & Cartage	2.63	2.77
Insurance Charges	2.74	2.34
Lease Rent/ Hire Charges	14.69	10.31
Legal & Professional Fees	24.77	46.14
Other Expenses	-	0.09
Power & Fuel Charges	1.76	2.36
Printing & Stationery	3.72	2.28
Rates and Taxes	14.44	0.21
Repair and Maintenance Other Assets	8.09	9.33
Selling Expense	4.40	4.87
Server Charges	3.38	4.97
Staff Recruitment & Training expenses	2.85	0.79
Telephone and Telecommunication Charges	0.92	0.89
Total (B)	145.21	184.79
34 Exceptional Items	For the year ended 31st March 2024	For the year ended 31st March 2023
Prior Period Expenses	-	-
Total	-	-
Payment to auditor	For the year ended 31st March 2024	For the year ended 31st March 2023
i) Audit fees	1.50	2.25
ii) Fees for income tax matters	-	-
iii) Certification charges & others	-	-
Total	1.50	2.25
*Corporate Social Responsibility Expenses	For the year ended 31st March 2024	For the year ended 31st March 2023
Gross Amount required to be spent by the Company (as per Section 135 of Companies Act, 2013)	NIL	NIL
Amount spent during the year	NA	NA
i) Construction/acquisition of any assets		
ii) On purposes other than (i) above		



Roam1 Telecom Limited
CIN: U64100DL2011PLC222155
Cash Flow Statement for the Year ended 31 March 2024

(All amounts in Lacs unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash flow from operating activities		
Profit after tax	(129.38)	(323.16)
Adjustment to reconcile profit before tax to net cash flows :		
Depreciation/amortization	14.23	5.49
(Profit)/Loss on sale of property, plant and equipment	-	-
Provision for employees benefit obligations	4.87	(0.95)
Other comprehensive income	(2.29)	2.87
Interest expense	9.22	10.90
Interest income	(1.69)	(0.55)
Operating profit before working capital changes	(105.04)	(305.41)
Movements in working capital:		
(Decrease)/increase in trade payables and other liabilities	(42.04)	62.79
Decrease/(increase) in trade receivable	(56.83)	(2.33)
Decrease/(increase) in inventories	-	6.99
Decrease/(increase) in other bank balances	(13.55)	(3.00)
Decrease/(increase) in short term loans and advances	(0.38)	(0.27)
Decrease/(increase) in other current assets	(6.54)	(5.49)
Cash generated from operations	(224.37)	(246.73)
Direct taxes paid	-	-
Net cash flow from/(used in) operating activities (A)	(224.37)	(246.73)
Cash flows from investing activities		
Purchase of property, plant and equipment, including intangible assets, capital work in progress	(88.97)	(24.13)
Decrease/(increase) in long term loans and Advances (Security Deposits)	(1.54)	3.19
Interest received	1.69	0.55
Net cash flow from investing activities (B)	(88.82)	(20.38)
Cash flow from financing activities		
Proceeds from issuance of equity share capital		
Proceeds/(Repayment) of long-term borrowings & lease liabilities	329.26	281.09
Interest paid	(9.22)	(10.90)
Net cash flow from / (used in) financing activities (C)	320.04	270.19
Net increase/(decrease) in cash and cash equivalents (A + B +C)	6.85	3.08
Cash and cash equivalents at the beginning of the year	4.52	1.44
Cash and cash equivalents at the end of the year	11.38	4.52
Components of cash and cash equivalents		
Cash in hand	2.25	2.81
With banks in current account	9.12	1.71
Total cash and cash equivalents [Refer Note No. 14]	11.38	4.52

Note : The above Cash flow statement has been prepared under the Indirect method setout 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 Rajesh Raj Gupta & Associates LLP

Chartered Accountants

FRN: 026338N/N500357

CA Manoj Kumar

Partner

Membership No.: 521409

UDIN: 24521409BKCRVU4858

Place : New Delhi

Date : 30-05-2024



For and on behalf of the Board of Directors

Roam1 Telecom Limited

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 2024

(All amounts in Lacs unless otherwise stated)

(A) Equity share capital	Note	Nos.	Rs.
Balance As at 31st March 2023		25,39,750	228.99
Changes in equity share capital	17	-	-
Balance As at 31st March 2024		25,39,750	228.99
0% Cumulative Compulsory Convertible Preference Share Capital			
Balance As at 31st March 2023		5,50,000	550.00
Changes in equity share capital	17	-	-
Balance As at 31st March 2024		5,50,000	550.00
Total Equity (March 2024)		30,89,750	778.99
Total Equity (March 2023)		30,89,750	778.99

(B) Other equity

Particulars	Securities Premium	General Reserve	Capital Reserve	FVOCI-Equity Instruments	Total other equity
Balance As at 31st March 2023	1,461.60	(3,549.40)	-	-	(2,087.80)
Profit for the year	-	(129.38)	-	-	(129.38)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	(129.38)	-	-	(129.38)
Addition	-	-	-	-	-
Income/Deferred Tax relating to earlier years	-	-	-	-	-
Balance As at 31st March 2024	1,461.60	(3,678.78)	-	-	(2,217.18)

The accompanying notes form an integral part of these financial statements

As per our report of even date
For Rajesh Raj Gupta & Associates LLP
Chartered Accountants
FRN: 026338N/N500357

CA Manoj Kumar
Partner
Membership No.: 521409

UDIN: 24521409BKCRVU4858
Place : New Delhi
Date : 30-05-2024



For and on behalf of the Board of Directors
Roam1 Telecom Limited

Gokul N Tandan
Gokul N Tandan
Director
DIN: 00441563

Rajendra V Kulkarni
Rajendra V Kulkarni
Director
DIN: 00988255

35 RATIO ANALYSIS AND ITS ELEMENTS

S.No.	Ratio	Numerator	Denominator	Unit	31-Mar-24	31-Mar-23	% change	Reason for variance
1	Current ratio	Current Assets	Current Liabilities	Times	0.58	0.27	114%	Increased sales volume results increase in current assets (trade receivables).
2	Return on Equity	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	Percentage	0.02	0.07	-66%	
3	Return on Capital Employed	Earnings before interest and taxes	Total Equity + Total Debt	Percentage	-10.76%	-32.99%	-67%	
4	Debt- Equity Ratio	Total Debt	Shareholder's Equity	Times	-1.79	-1.72	4%	
5	Net Profit ratio	Net Profit after taxes	Net sales	Times	-0.35	-1.24	-72%	Contraction of losses in current year while comparing to previous year.
6	Inventory Turnover ratio	Cost of goods sold	Average Inventory	Times	-	0.21	-100%	There is no inventory during the year
7	Trade Receivable Turnover Ratio	Revenue from operation	Average Trade Receivable	Times	8.20	16.19	-49%	The reason attributed to increase in average trade receivables.
8	Trade Payable Turnover Ratio	Gross purchases (Net)	Average Trade Payables	Times	3.29	6.17	-47%	The reason attributed to increase in average trade payables.
9	Net Capital Turnover Ratio	Net sales	Current assets - Current liabilities	Times	(2.74)	(0.91)	199%	No meaningful insight in absence of positive working capital.
10	Debt Service Coverage ratio	Net profit after taxes + Non-cash operating expenses	Interest & Lease Payments + Principal Repayments	Times				No meaningful insight in absence of positive operating cash inflows.
11	Return on Investment	Interest (Finance Income)	Investment	Percentage				No investment, hence not applicable.



Roam1 Telecom Limited
Notes to Financial Statement for the Year ended 31st March 2024

(All amounts in Lacs 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
Defined benefit obligation at 31 March 2023	27.65	7.78
Interest expense	2.16	0.58
Current service cost	3.14	1.20
Benefits paid	(6.80)	-
Actuarial (gain)/ loss	4.10	(1.82)
Defined benefit obligation at 31 March 2024	30.26	7.75

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

Particulars	Gratuity Funded	Leave Encashment
Net (assets) / liability recognized in balance sheet as provision as at 31 March 2023	27.65	7.78
Present value of obligation	30.26	7.75
Fair value of plan assets	-	-
Net (assets) / liability recognized in balance sheet as provision as at 31 March 2024	30.26	7.75

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

Particulars	Gratuity Funded	Leave Encashment
Amount recognised in Statement of Profit and Loss for year ended 31 March 2023	5.18	1.67
Interest Cost	2.16	0.58
Current service cost	3.14	1.20
Amount recognised in Statement of Profit and Loss for year ended 31 March 2024	5.31	1.78



(iv) Amount recognised in Other Comprehensive Income:

Particulars	Gratuity Funded	Leave Encashment
Amount recognised in Other Comprehensive Income for year ended 31 March 2023	(2.31)	(0.56)
Actuarial (gain)/ loss on obligations	4.10	(1.82)
Actuarial (gain)/ loss on plan assets		
Amount recognised in Other Comprehensive Income for year ended 31 March 2024	4.10	(1.82)

(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 2023	-	-
Expected return on plan assets	-	-
Actuarial gain/(loss)	-	-
Fair value of plan assets at 31 March 2024	-	-

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

Particulars	31st March, 2024	31st March, 2023
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, 2024	31st March, 2023
Average Past Service (Years)	8.10	8.20
Average remaining working life (Years)	19.90	21.20
Average Age (Years)	38.10	36.80
Weighted average duration (Years) - Gratuity	18.00	19.00
Weighted average duration (Years) - Leave Encashment	18.00	22.00
Discounting rate	7.25%	7.50%
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, 2024		31st March, 2023	
	Gratuity Funded	Leave Encashment	Gratuity Funded	Leave Encashment
Liability with 1% increase in Discount Rate	27,46,528	7,03,820	25,75,086	6,99,650
Liability with 1% decrease in Discount Rate	33,49,671	8,57,706	31,96,295	8,71,192
Liability with 1% increase in Salary Growth Rate	33,53,633	8,58,726	32,00,619	8,72,385
Liability with 1% decrease in Salary Growth Rate	27,38,381	7,01,740	25,66,919	6,97,403

(B) Defined contribution plans

	31st March, 2024	31st March, 2023
Employer's Contribution to Provident Fund	1.39	0.94
Employer's Contribution to ESI	0.49	0.45
Employer's Contribution to NPS	-	-
Total	1.87	1.39



Roam1 Telecom Limited

Notes to Financial Statement for the Year ended 31st March 2024

(All amounts in Lacs 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, 2024	31st March, 2023
1. Revenue from external customers		
- Within India	316.10	258.07
- Outside India	56.99	-
Total revenue per statement of profit and loss	373.09	258.07

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

2. Non-current operating assets		
- Within India	1,191.49	1,116.75
- Outside India	-	-
Total	1,191.49	1,116.75

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



ROAM1 TELECOM LIMITED
Notes to the financial statements for the year ended 31st March 2024

(All amounts in Indian Rupees Lakhs unless otherwise stated)

38 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 Tandan	Director
Mr. Rajendra V. Kulkarni	Director
Ms Aashima Puri	Director
Mrs Ritu Tandan	Director
Mr. Athar Ahmad	Director
Mr. Harsh Jayesh Ruparel	Director (Resigned on 25th January 2023)

(c) Entities in which KMP/relatives of KMP exercises significant influence :-

1	M/S.HEAL YOUR PAWS PET SERVICES LLP	Gokul Naresh Tandan is Designated Partner
2	M/S GOTO CUSTOMER SERVICES PVT LTD	Gokul Naresh Tandan is Director
3	M/S Virtual Software & Training Pvt Ltd.	Gokul Naresh Tandan is Director
4	M/S ENHANCED COMMUNICATIONS & TECHNOLOGIES PVT LTD	Gokul Naresh Tandan is Director
5	M/S VIRTUALSOFT SYSTEMS LIMITED	Gokul Naresh Tandan is Director
6	M/s. CLOUDCONNECT COMMUNICATIONS PRIVATELIMITED	Gokul Naresh Tandan is Director
7	M/s.EMPYREAN BEVERAGES PRIVATE LIMITED	Gokul Naresh Tandan is Director
8	M/s EMPYREAN SPIRITS PRIVATE LIMITED	Gokul Naresh Tandan is Director
9	Commbitz Ltd.	Gokul Naresh Tandan is Director & Shareholder
1	M/s Prime Valve India LLP.	Rajendra V Kulkarni is Designated Partner
2	M/s M R Capital Pvt. Ltd.	Rajendra V Kulkarni is Director
3	M/s Vijay Stampings Pvt. Ltd.	Rajendra V Kulkarni is Director
4	M/s Marble Arch Estate Pvt. Ltd.	Rajendra V Kulkarni is Director
5	M/s Virtual Software & Training Pvt Ltd.	Rajendra V Kulkarni is Director
6	M/s CloudConnect Communications Pvt. Ltd.	Rajendra V Kulkarni is Director
7	M/s Empyrean Beverages Pvt. Ltd.	Rajendra V Kulkarni is Director
8	M/s Virtualsoft Systems Limited	Rajendra V Kulkarni is Director
1	M/S VIRTUALSOFT SYSTEMS LIMITED	Athar Ahmad is CFO

B. Related Party Transactions:

Particulars	Holding		KMP		Other Related		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
Short-term Employee Benefits	-	-	-	-	60.51	-	60.51	-
Interest Paid/Payable	-	-	-	0.14	-	-	-	0.14
Lease Rent Paid/Payable	-	-	-	-	1.80	1.80	1.80	1.80
Director's Remuneration	-	-	6.00	6.00	-	-	6.00	6.00
Reimbursement of Expenses	-	-	13.01	38.43	0.50	-	13.51	38.43
Professional Fees	-	-	0.60	-	15.00	21.00	15.60	21.00
Purchases	10.50	16.50	-	-	-	-	10.50	16.50
Sales	-	-	-	-	56.99	-	56.99	-
Sale of PPE	-	-	-	-	-	-	-	-
Purchase of PPE	-	-	-	-	48.00	-	48.00	-
FINANCE								
Unsecured Loans Received	24.40	13.45	357.65	256.00	-	-	382.05	269.45
Unsecured Loans Paid back	24.40	13.45	-	-	-	-	24.40	13.45
Short Term Loans Paid	-	-	-	1.00	-	-	-	1.00
Short Term Loans Received	-	-	-	1.00	-	-	-	1.00
YEAR END BALANCES								
Expenses Payable	-	-	18.28	8.03	-	6.00	18.28	14.03
Accounts Receivable	-	-	-	-	36.90	-	36.90	-
Accounts Payable	-	-	-	-	-	4.15	-	4.15
Unsecured Loans Payable	-	-	2,458.27	2,102.62	-	-	2,458.27	2,102.62

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

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

Particulars	31st March 2024	31st March 2023
(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 the financial statements for the year ended 31st March 2024

(All amounts in Lacs unless otherwise stated)

40 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 2024	31 March 2023
Profit for the year	(131.67)	(320.30)
Weighted average value of equity shares in calculating basic EPS (absolute value in INR)	2,28,98,750	1,89,48,750
Effect of dilution	5,50,00,000	1,50,685
Weighted average value of equity shares in calculating diluted EPS (absolute value in INR)	7,78,98,750	1,90,99,435
Basic Earnings per share		
- Basic (on nominal value of Rs. 10 per share) Rs./ share	(5.75)	(16.90)
- Basic (on nominal value of Rs. 5 per share) Rs./ share	(2.87)	(8.45)
Diluted Earning per share		
- Diluted (on nominal value of Rs. 10 per share) Rs./ share	(1.69)	(16.77)
- Diluted (on nominal value of Rs. 5 per share) Rs./ share	(0.85)	(8.38)



Roam1 Telecom Limited
Notes to the financial statements for the year ended 31st March 2024

(All amounts in Lacs unless otherwise stated)

41 Leases

Finance Lease

The company does not have any finance lease as at March 31, 2024.

42 Capital commitments

Particulars

31st March, 2024

31st March, 2023

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)

43 Contingent liabilities

There are no contingent liabilities as on date of Balance sheet.

44 Going Concern Basis

The company has accumulated losses of Rs. 2217.18 lakh as at 31st March, 2024 and its net worth as at that date is minus Rs.1438.19 lakh. Although these events or conditions may cast significant doubt on the Company's ability to continue as going concern, it has detailed plan for renewal of its operations. Accordingly the financial statements have been prepared on the basis that the company is a going concern assumption.

45 Reconciliation and confirmations

Balances of debtors and creditors and loans and advances to/from parties, security deposits are subject to reconciliations and confirmations.

46 Provision for tax

In view of the carried forward losses, no provision for current tax have been made during the year. Provision for Deferred tax has also not been recognized in the Balance Sheet in view of the fact that there exists no virtual certainty supported by convincing evidence that there will be available sufficient future profits against which such deferred tax asset can be adjusted.

47 Intangible assets under development

The company is developing a CRM software called Live Webcast Suite for providing telecom services and a Website. No amount has been capitalized during the year. The management is of the opinion that since the process is still going on & hence no amortization is required during this year.

48 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, NIL amount is payable towards CSR expenses based on the loss for the period. Therefore, no Corporate Social Responsibility (CSR) committee has been constituted by the Company.

49 Other Disclosures

The MCA vide notification dated 24th March 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures which are applicable from 1st April 2021. The Company has incorporated the changes as per the said amendment in the financial statements and below disclosures are made in compliance of the said amendment :

- i) The company has not received any Government Grants during the year
- ii) As at year end, there was amount of Rs. NIL due to any small scale industrial undertaking
- iii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the period.
- iv) The Company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- v) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- vi) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- vii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii) The Company does not have any loans and advances in the nature of loans to promoters, directors, KMP and other related parties.



- ix) The Company does not have any transaction which is not recorded in the books of accounts that has been subsequently surrendered or disclosed as income during the year as part of the on going tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- x) The Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
- xi) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- xii) The Company do not have any title deeds of immovable properties not held in name of the company.
- xiii) The Company does not have any investment property.
- xiv) The Company is not required to submit statement of current assets with the bank and therefore reconciliation of the statement filed by the company with bank and the books of accounts is not applicable.
- xv) The Company has not revalued any item of property, plant and equipment.
- xvi) The Company does not have any transactions where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
- xvii) The Company have not entered into any scheme(s) of arrangements in terms of sections 230 to 237 of the Companies Act, 2013 during the financial year.
- xviii) The Company has no borrowings from banks and financial institutions on the basis of security of current assets.
- xix) The Company does not have any transactions with companies struck off.
- xx) Figures are rounded off to nearest Lakh rupee.
- xxi) Previous year's figures have been regrouped and reclassified wherever necessary.
- xxii) The Company has made the disclosures at appropriate place regarding the relevant items or transactions of balance sheet and statement of profit and loss. Any non-disclosure is due to non occurrence of related transaction.



Roam1 Telecom Limited
Notes to the financial statements for the year ended 31st March 2024

(All amounts in Lacs unless otherwise stated)

50 Financial Instruments measurements and disclosures

(a) Financial instruments by category :

Particulars	31 March 2024			31 March 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Non-current						
Investment	-	-	-	-	-	-
Loans	-	-	7.02	-	-	5.48
Current						
Trade receivables	-	-	73.93	-	-	17.11
Cash and cash equivalents	-	-	11.38	-	-	4.52
Other bank balances	-	-	16.55	-	-	3.00
Loans	-	-	19.87	-	-	19.48
Total	-	-	128.74	-	-	49.59
Financial liabilities						
Non-current						
Borrowings	-	-	2,464.71	-	-	2,115.50
Other Financial Liabilities	-	-	-	-	-	-
Current						
Borrowings	-	-	111.25	-	-	131.19
Trade payables	-	-	30.31	-	-	39.19
Other financial liabilities	-	-	-	-	-	-
Total	-	-	2,606.27	-	-	2,285.88

(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 2024 and 31 March 2023:

Particulars	31 March 2024			31 March 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets for which fair values are disclosed						
Investment Property	-	-	-	-	-	-
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	-	-	7.02	-	-	5.48
Security Deposits	-	-	-	-	-	-
	-	-	7.02	-	-	5.48
Financial liabilities:						
Measured at fair value						
Financial liabilities at amortised cost						
Borrowings	-	2,575.96	-	-	2,246.69	-
Financial Guarantee Obligation	-	-	-	-	-	-
	-	2,575.96	-	-	2,246.69	-

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

1. Corporate information

Roam1 Telecom Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on the BSE Limited in India. The registered office of the Company is located at Flat No. S-101, Panchsheel Park, New Delhi-110017.

The company is primarily engaged in the business of providing International Roaming Card Services & Solutions.

These standalone financial statements are approved for issue by the Board of Directors on May 30, 2024

2. Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended and the relevant provisions of the Companies Act, 2013.

The standalone financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and financial liabilities which are measured at fair value/ amortized cost (Refer accounting policy regarding financial instruments).

The standalone financial statements are presented in Indian Rupees and all values have been rounded to the nearest rupees, unless stated otherwise.

3. Significant accounting policies

The Company has applied the following accounting policies to all periods presented in the standalone financial statements.

a) Functional and presentation currency

The standalone financial statements are prepared in Indian Rupees, which is the Company's presentation currency and the functional currency for all its operations.

b) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- expected to be realised or intended to sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when:



- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current only.

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

c) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Sale of goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer which usually is on actual despatch of goods to the buyer. Amounts disclosed are inclusive of excise duty and net of returns and allowances, trade discounts, volume rebates, value added taxes and goods and service tax and amounts collected on behalf of third parties.

Rendering of services

Revenue from services is recognised by reference to the stage of completion of work.

d) Other Income

i. Interest Income

Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in finance income in the statement of profit and loss.

ii. Dividends

Dividend income is recognised in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.



iii. **Rental Income**

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit and loss.

e) **Property, plant and equipment**

All property, plant and equipment are stated at historical cost, net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Items such as spares are capitalized when they meet the definition of property, plant and equipment.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Likewise, expenditure towards major inspections and overhauls are identified as a separate component and depreciated over the expected period till the next overhaul expenditure.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance/life. All other expenses on existing property, plant and equipment, including day-today repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation on property, plant and equipment is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives, as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

Freehold land is not depreciated.

Leasehold buildings are amortised over the duration of the shorter of the useful life or lease term.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on the disposal or retirement or derecognition of the asset



(calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss.

Capital work-in-progress represents cost of property, plant and equipment that are not yet ready for their intended use and are carried at cost determined as aforesaid.

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets are not capitalised and the expenditure is recognised in the statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates to be adjusted prospectively. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

The Company does not have any intangible assets with indefinite useful lives.

Software's are amortized on a straight line basis over a period of 4 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

g) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and wherever applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Depreciation on investment properties is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives, as per the useful life prescribed in Schedule II to the Companies Act, 2013.



Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment properties recognised as of 1 April, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

h) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- Raw materials, components, stores and spares, packing materials and others: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first-in, first-out (FIFO) basis.
- Work in progress: cost includes cost of direct materials and labour and estimated overheads up to the stage of completion. Cost is determined on first-in, first-out (FIFO) basis.
- Finished goods: cost includes cost of direct materials, labour, cost of manufacturing, cost of conversion and other costs incurred in finishing the goods. Cost is determined on first-in, first-out (FIFO) basis.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first-in, first-out (FIFO) basis.
- Scrap is valued at estimated net realizable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

i) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

j) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

All other borrowing costs are expensed in the period in which they occur and are recognised in the statement of profit and loss using the effective interest method.



k) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangements contain lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Leases in which a significant portion of the risk and rewards of ownership are not transferred to the Company are classified as operating lease. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the receipts are structured to increase inline with the expected general inflation to compensate for the expected inflationary cost increases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Leases are classified as finance leases when substantially all the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the



leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

l) Income taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside of profit or loss is recognized outside of profit or loss [either in other comprehensive income (OCI) or in equity]. Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;



- In respect of deductible temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted as at the reporting date.

Current tax and deferred tax relating to items recognised outside profit or loss are recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and tax liabilities on a net basis.

m) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Post-employment obligations

The Company operates the following post-employment schemes:



- a. Defined benefit plans in the nature of gratuity, and
- b. Defined contribution plans such as provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in Indian Rupees is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

n) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

o) Provisions, contingent liabilities and contingent assets



Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. The unwinding of discount is recognized in the statement of profit and loss as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

p) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified into four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)



i. Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost, if both the following conditions are met:

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset that give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

ii. Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. Debt instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

iv. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair



value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investment in subsidiaries and joint ventures are carried at historical cost as per the accounting policy choice given by Ind AS 27.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities and deposits;
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on a twelve-month ECL.



Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables and borrowings, etc.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

i. Financial liabilities at FVTPL

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

ii. Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

q) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are measured at their fair values and recognised as income in the statement of profit and loss.



Where guarantees in relation to loans or other payables of group companies are provided for no compensation, the fair value are accounted for as contributions and recognised as part of cost of investment.

r) Accounting for foreign currency transactions

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian Rupees (INR), which is the Company's presentation currency and functional currency.

Transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates that approximates the rate as at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in statement of profit and loss.

s) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

t) Dividends

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

u) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit attributable to the shareholders of the Company (after adjusting the corresponding income/ charge for dilutive potential equity shares, if any) by the weighted average number of equity shares outstanding during the financial year plus the weighted average number of additional



equity shares that would have been issued on conversion of all the dilutive potential equity shares.

4. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Income taxes

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

In assessing the reliability of deferred tax assets, management considers whether it is probable, that some portion, or all, of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that the Company will be able to realize the benefits of those deductible differences in future.

Useful lives of property, plant and equipment ('PPE') and intangible assets

Management reviews the estimated useful lives and residual value of PPE and Intangibles at the end of each reporting period. Factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.



Employee benefit obligations

The cost of the defined benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in Note No. 36.

Contingencies

Management judgment of contingencies is based on the internal assessments and opinion from the consultants for the possible outflow of resources, if any.

5. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards have been incorporated in the financial statements, wherever applicable.

