

Date: 06.09.2023

To,
Listing Compliance Department
National Stock Exchange of India Limited-Emerge
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai-400051

Trading Symbol- VERTEXPLUS

Sub: Notice of 13th Annual General Meeting (“AGM”) of the Company through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

Dear Sir/ Ma’am,

In terms of the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of 13th Annual General Meeting (“AGM”) of the Company scheduled to be held on Thursday, 28th September, 2023 at 03:00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) along with Annual Report for the financial year ended on 31st March, 2023.

The above information is also available on the company’s website at <https://www.vertexplus.com/global/en/>

Please take the above on record and oblige.

Yours faithfully,

For VERTEXPLUS TECHNOLOGIES LIMITED

(Erstwhile Known as VertexPlus Technologies Private Limited)

Sandeep
Kumar
Pahariya

Digitally signed by
Sandeep Kumar
Pahariya
Date: 2023.09.06
17:07:13 +05'30'

SANDEEP KUMAR PAHARIYA

Managing Director

DIN: 00514815



vertexplus®

Annual Report 2022-23

VertexPlus Technologies Limited

Registered Office: B-19, Ground Floor, 10-B Scheme Gopalpura Road, Jaipur, RJ-302018

E-mail: info@vertexplus.com

Website: <https://www.vertexplus.com/global/en/>

CIN: U72200RJ2010PLC033131

Dsds



Table of Contents

Corporate Information	.....	03 - 04
Message from the Desk of	.....	05 - 06
Chairman and Managing Director	.....
Board of Directors	.....	07
Notice of the Meeting	.....	08 - 19
Board's Report	.....	20 - 40
AOC-2	.....	41
Details of Director's Remuneration	.....	43 - 49
Management Discussion and	.....	50 - 56
Analysis Report	.....
Secretarial Audit Report	.....	58 - 60
Audited Standalone and	.....	64 - 123
Consolidated Financial Statement		
along with Audit Report		



Corporate Information

Board of Directors

Sandeep Kumar Pahariya (DIN: 00514815)
Niru Pahariya (DIN: 00838390)
Samyak Jain (DIN: 09607595)
Nitin Bhatt (DIN: 09712396)
Manoj Kumar Upadhyay (DIN: 09712723)

Managing Director
Whole Time Director
Non-Executive Director
Independent Director
Independent Director

Contact Person for Investors

Mrs. Akshita Goyal
Company Secretary & Compliance Officer
Tel No.: +91-0141-6622200/02
E-mail: compliance@vertexplus.com

Registrar and Share Transfer Agent

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area Phase-I,
New Delhi – 110020, India.
E-mail: ipo@skylinerta.com
Telephone No.: 011-40450193
Website: www.skylinerta.com
SEBI Regn. No. INE00003241

Registered Office

B-19, Ground Floor, 10-B Scheme Gopalpura Road,
Jaipur RJ-302018
CIN: U72200RJ2010PLC033131
E-mail: info@vertexplus.com
Website: <https://www.vertexplus.com/global/en/>

Depositories

Central Depository Services (India) Limited (CDSL)
National Securities Depository Limited (NSDL)

Corporate Information (contd.)

Statutory Auditor

M/S. A Y & Company,
Chartered Accountants
404, Fourth Floor, ARG Corporate Park,
Gopalbari, Ajmer Road,
Jaipur – 302006, Rajasthan, India
Tel No.: +91-9649687300
E-mail: info@aycompany.co.in
Contact Person: CA Arpit Gupta

Secretarial Auditor

M/S MSV & Associates
Practicing Company Secretaries
D-54, Chomu House, C-Scheme
Jaipur-302001, Rajasthan
Tel No.: +91-9001637075
E-mail: csviveksharma9@gmail.com
Contact Person: FCS Vivek Sharma

Shares listed at

National Stock Exchange of India Ltd (SME)
Address: Exchange Plaza, C-1, Block G, Bandra
Kurla Complex, Bandra (E) Mumbai – 400 051

Bankers

Kotak Mahindra Bank Limited
HDFC Bank Limited

Letter To Shareholders



Dear Valued Readers,

I feel immense pleasure to share with you all that 2022-23 has been an excellent year for VertexPlus Technologies Limited in terms of growth, expansion and accreditations and we have achieved extraordinary results. We also achieved several significant milestones during the year. The company has shown tremendous financial growth as our revenue and profit figures showed immense growth. We retained our existing clients and added a new client base.

We have also upgraded ourselves on various platforms for tech partnerships and entered into new tech partnerships. We also opened new office in India. Elaborating on the above achievements, I would like to highlight that during the year our Company had fought with the rough time of pandemic and won by sustaining gracefully, with no loss of productivity and in fact at its traditional forte the company also kept on consciously acquiring projects based on the newer technologies as is the order of the day. Thus, the company could showcase grit and determination by posing itself as a partner in business and growth for its customers, thereby winning their faith, resulting in much more strengthened customer trust.

The Company has grown in terms of customer base. Along with International customers, the company has also added a good base of customers in the domestic market. The Company has a good business continuity plan, managing the deliverables appropriately. All the projects were successfully delivered.

The Company launched IPO in March, 2023 and is now listed on NSE EMERGE platform and the response of IPO was very overwhelming. We are very thankful for the support and guidance provided by the Merchant Banker (BEELINE CAPITAL ADVISORS PRIVATE LIMITED) and NSE representatives. This successful IPO is one of the biggest achievements of the company.

VertexPlus has adapted strategy to balance needs of all stakeholders and minimize conflict perceptions between shareholding and non-shareholding ones, such as customers, vendors, employees and the communities in which VertexPlus operate. The SME listing has helped the business in many ways and taken the trust of VertexPlus stakeholders to the next level.

Credibility in front of Client: VertexPlus as listed company has taken its governance requirements to the next level. The client finds its association with VertexPlus more trustworthy on the part of Privacy Policies, Data Security, Transparency of Company's financials, Code of conduct and procedures.

The Board of the company has now expanded. Independent Board provides timely valuable suggestions in view of company's growth and business. Corporate governance of the company has now turned to a higher side to ensure norms of Securities and Exchange Board of India and National Stock Exchange of India Limited (NSE) are met.

Financial Growth: If discussed about the financial side, the consolidated revenue of the company from Operations is Rs. 2113.51 lacs as compared to Rs. 2086.02 lacs in the previous year and the consolidated profit of the company are Rs. 187.08 lacs as compared to Rs. 205.89 lacs in the previous year.

The year ended successfully for the company adding on to customers, revenue, profit and no. of projects as well.

I extend heartfelt gratitude to our esteemed Board of Directors, cherished employees, valued consumers esteemed suppliers, and steadfast shareholders. Your unwavering support and contributions fuel our shared success and even more excited to remain committed towards value creation for all the stakeholders.

With this statement full of hope and optimistic spirit, I hereby place before you all **the Annual Report of the Company for the financial year 2022-23** for your kind pursual.

With best wishes

Sincerely,

Sandeep Kumar Pahariya
Chairman and Managing Director



Board of Directors

Mr. Sandeep Kumar Pahariya Chairman and Managing Director

Mr. Sandeep Kumar Pahariya is Chairman cum Managing Director, and also the Promoter of our Company. He holds a Master's Degree in International Business Management and in addition to professional qualifications from C-DAC (Centre for Development of Advanced Computing) & IIQM (Indian Institute of Quality Management). He was appointed on the Board on October 20, 2010 and further designated as the Chairman cum Managing Director of the Company on September 05, 2022 for a period of 5 years not liable to retire by rotation. He is having 24 years of experience in the IT Industry. He has been instrumental in taking major policy decisions of the Company.

Mrs. Niru Pahariya Whole-Time Director

Mrs. Niru Pahariya is the Whole Time Director of our Company. She holds Bachelor degree in Commerce and Diploma in Naturopathy and Yoga. She was originally appointed on the Board on October 20, 2010 as Director and further designated as the Whole-Time Director of the Company on September 05, 2022 for a period of 5 years liable to retire by rotation. She is having of experience of 12 years in administration and human resource.

Mr. Nitin Bhatt Independent Director

Mr. Nitin Bhatt is an Independent Director of our Company. He was appointed as Independent Director on the Board w.e.f. September 05, 2022 for 5 years. He is having experience of 19 Years in field of Sales and Marketing.

He is playing a vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. With his vast and extensive experience in the IT industry spanning around two decades, he leads the global operations of the organization including strategic planning, team mentoring and business administration. Beyond his extraordinary expertise in technical & development domains, he holds great command on the emerging technologies and innovation in IT space.

Mr. Samyak Jain Non-Executive Director

Mr. Samyak Jain is the Non-Executive Director of our Company. He was appointed on the Board as Additional Executive Director w.e.f., May 16, 2022 and further regularized as the Executive Director of the Company on May 24, 2022. Further designated as Non-Executive Director w.e.f. September 05, 2022.

Mr. Manoj Kumar Upadhyay Independent Director

Mr. Manoj Kumar Upadhyay is an Independent Director of our Company. He was appointed as Independent Director on the Board w.e.f. September 05, 2022 for 5 years. He is holding master degree in Arts (Economics) having experience of 16 Years in infrastructure industry.

Notice

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of VertexPlus Technologies Limited (Erstwhile Known as VertexPlus Technologies Private Limited) will be held on 28th September, 2023 at 03:00 P.M through video conferencing / other audio-visual means (OAVM) facility at the deemed venue at B-19, Ground Floor, 10-B Scheme, Gopalpura Road, Jaipur, Rajasthan 302018, India to transact the following business:

Ordinary Business:

1. To receive, consider and adopt Financial Statements.

The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon;

The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon

2. To appoint a Director in place of Mr. Samyak Jain (DIN: 09607595) who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Samyak Jain (DIN: 09607595) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

By order of the Board of Directors
For VertexPlus Technologies Limited

Sd/-

Akshita Goyal
Company Secretary
M.No: 45064
Jaipur, 05.09.2023

Registered Office:

B-19, Ground Floor, 10-B Scheme,
Gopalpura Road, Jaipur, Rajasthan 302018, India
Tel-91-0141-6622200/02,
Web: <https://www.vertexplus.com>; email: -compliance@vertexplus.com
CIN-U72200RJ2010PLC033131

Notes

1. Pursuant to General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA and SEBI Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send an email to company at compliance@vertexplus.com with a copy marked to evoting@nsdl.co.in. a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the member during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@vertexplus.com.
6. The relevant details, pursuant to Regulations 36 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and relevant clause of Secretarial Standard on General Meetings (SS-2) issued by ICSI, in respect to the profile of the director to be appointed is enclosed as Annexure 1 to the Notice.
7. The register of members and transfer books of the company will remain closed from Monday, 25th September, 2023 to Thursday, 28th September, 2023 (both days inclusive) for the purpose of the 13th Annual General Meeting or any adjournment thereof.
8. The members are requested to note that the facility for attending the AGM through Video Conferencing shall be kept open from 10.45 a.m. till 11.15 a.m. i.e., at least 15 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the Meeting

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, read with Circular dated January 15, 2021, May 13, 2022 and January 05, 2023, Notice of the AGM along with the Annual Report of 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.vertexplus.com/global/en/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., 22nd September,2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 22nd September,2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

12. As per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, the company has designated email ID: compliance@vertexplus.com of the grievance redressal division/ compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email-id: compliance@vertexplus.com.

13. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM

14. The Board of Directors of the Company has appointed Mr. Vivek Sharma, a Practicing Company Secretary (Membership No. FCS 10663), Partner, M/s. MSV & Associates as the Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

15. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall

be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website www.vertexplus.com

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. Members joining the meeting through VC who have not already cast their vote by means of remote e-voting shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at compliance@vertexplus.com on or before September 18, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
20. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Skyline Financial Services Private Limited having their office at D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India.
21. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for the financial year 2022-23.

Voting through Electronic Means

The Instructions for Members for Remote E-Voting and Joining General Meeting are as under:

The remote e-voting period begins on Monday, September 25th, 2023 at 09:00 A.M. IST and ends on Wednesday, September 27th, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22nd, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22nd, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
---	--

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 2. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csviveksharma9@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle (PrajaktaP@nsdl.com) at evoting@nsdl.co.in

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC" placed under "Join meeting" menu against company name. You are requested to click on VC link placed under Join Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@vertexplus.com. The same will be replied by the company suitably.
6. Submission of questions/queries prior to AGM:

As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@vertexplus.com Questions/ queries received by the Company till 05:00 p.m. (IST) on Monday, September 18, 2023 shall only be considered and responded during the AGM.

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

Annexure to AGM Notice

BRIEF RESUME OF THE DIRECTOR SEEKING APPOINTMENT AT THE 13th ANNUAL GENERAL MEETING TO BE HELD AT SEPTEMBER 28th, 2023

Pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India (ICSI)

Particulars	Mr. Samyak Jain
DIN	09607595
Date of Birth	13/10/2003
Date of First Appointment on the Board Appointment	May 16 th , 2022
Qualifications	Senior Secondary
Expertise in specific functional areas	Brief Profile of Mr. Samyak Jain is given the 'Board of Directors' section of Annual Report.
Directorship/Committee memberships in other companies:	Nil
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	Nil
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	Member of the Nomination and Remuneration Committee
Number of shares held in the Company	1,000
Relationships with other Directors, Manager and other Key Managerial personnel	Son of Mr. Sandeep Kumar Pahariya and Mrs. Niru Pahariya
Details of remuneration paid (F.Y 2022-23)	Nil
Details of proposed remuneration	Nil
Number of meetings of the Board attend during the year	11
Terms and conditions of Appointment-Re-appointment	Non-Executive Director liable to retire by rotation
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is an experience in the field of Information Technology

By order of the Board of Directors

For VertexPlus Technologies Limited

Sd/-
Akshita Goyal
Company Secretary
M.No: 45064
Jaipur,05.09.2023

Board's Report

To

The Shareholders,

Your Directors have pleasure in presenting the 13th (Thirteenth) Annual Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2023.

1. FINANCIAL RESULTS:

The Company's financial performance for the year ended March 31, 2023 is summarized as below:

Based on Standalone Financial Statement: -

Particulars	Current Year (2022-23)	Previous Year (2021-22)
Revenue from Operations	2006.42	1949.25
Other Income (net)	53.41	35.72
Total income	2059.83	1984.97
Less:		
Operating & Administrative expenses	1713.68	1648.48
Profit Before Depreciation Interest & Tax	346.15	336.49
Less:		
Depreciation and amortization expense	43.17	31.84
Finance costs	59.15	43.31
Profit before exceptional item and tax	243.83	261.34
Exceptional item	-	-
Profit before tax (PBT)	243.83	261.34
+/- Tax expense:		
Current Tax	57.24	66.59
Deferred Tax	(22.97)	(6.86)
Profit after tax for the year (PAT)	209.56	201.60

Based on Consolidated Financial Statements:

(Amount in Lakhs)

Particulars	Current Year (2022-23)	Previous Year (2021-22)
Revenue from Operations	2113.51	2086.02
Other Income (net)	57.76	46.02
Total income	2171.27	2132.04
Less:		
Operating & Administrative expenses	1847.55	1790.40
Profit Before Depreciation Interest & Tax	323.72	341.64
Less:		
Depreciation and amortization expense	43.17	32.56

Finance costs	59.21	43.46
Profit before exceptional item and tax	1949.93	(1866.42
Exceptional item	-	-
Profit before tax (PBT)	221.34	265.62
+/- Tax expense:		
Current Tax	57.24	66.59
Deferred Tax	(22.97)	(6.86)
Profit after tax for the year (PAT)	187.08	205.89

2. OPERATION & REVIEW:

The Standalone Revenue from the operations of your Company for the year 2022-23 was Rs.2006.41 Lakhs against the revenue of Rs 1949.25 Lakhs in the previous year. Profit before Depreciation Interest & Tax for the current year was Rs. 346.15 Lakhs against Rs 336.49 Lakhs in the previous year. Profit after tax for the current year at Rs. 209.56 Lakhs. Detailed report on operations of and structure of Business of the Company has been included in Management Discussion and Analysis Report, which forms part of this Annual Report.

The consolidated revenue of the company from Operations is Rs. 2113.51 lacs as compared to Rs. 2086.02 lacs in the previous year and the consolidated profit of the company is Rs. 187.08 lacs as compared to Rs. 205.89lacs in the previous year.

3. SHARE CAPITAL:

- A. **Authorized Capital:** During the period under review, the Authorized Share Capital of the Company is Rs 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 shares of Rs 10/- each.
- B. **Issued/Subscribed/Paid up Capital:** During the Financial year, the Company has increased its Paid-Up Capital from Rs 4,00,00,000 (Rupees Four Crores Only) to Rs 5,47,96,000 by issuance of 14,79,600 (Fourteen Lakh seventy-nine thousand and six hundred only) Equity shares of Rs 10/- each at a premium of Rs 86/- per share by way of Initial Public Offering (IPO) dated 10th March, 2023.

During the year, the Company has not issued any equity share with differential voting rights hence the disclosure under Rule 4 (4) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable.

4. LISTING:

During the period under review, your Company entered into the Securities Market through Initial Public Offering (IPO). The Public Issue consisted of 14,79,600 (Fourteen Lakh seventy-nine thousand and six hundred only) Equity shares of Rs. 10/- each at issue price of Rs. 96/- per Equity share, including a premium of Rs.86/- per equity share aggregating to Rs. 1420.42 Lakhs.

The Equity Shares of the Company are listed at National Stock Exchange of India Limited (NSE) and are regularly traded on NSE w.e.f. March 15TH, 2023.

5. DIVIDEND:

The Board thinks that the profits should be retained for the expansion of the Company, which is in pipeline for more growth and value addition to the company and forming a strong business base so

that revenue flows from many channels and hence the Directors of your Company do not recommend any dividend for FY 2022-23.

6. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

During the period under review, there is no unpaid/unclaimed dividend which is required to transfer in IEPF (Investor Education and Protection Fund) as per the provisions of the Companies Act, 2013.

7. TRANSFER TO RESERVES:

The Company has not transferred any amount to the General Reserve Account during the reporting period. Further, the profit earned during the year amounting to Rs 209.56 Lakhs is transferred to Reserves and Surplus Account of the Company.

8. DEPOSITS FROM PUBLIC:

During the financial year, the Company has not accepted deposits from the public falling within the ambit of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 and hence no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

9. DISCLOSURE IN REFERENCE OF SUB RULE 1 CLAUSE (C) SUB CLAUSE (VIII) OF RULE 2 OF COMPANIES (ACCEPTANCE OF DEPOSITS) RULES 2014

During the period under review the company has not accepted any unsecured loan from its director

10. CHANGE IN NATURE OF THE BUSINESS:

There was no change in the nature of business of the Company during the year under review.

11. CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED

During the financial year, the company has been converted from "Private Limited" to "Limited" and its name has been changes from "VertexPlus Technologies Private Limited" to "VertexPlus Technologies Limited" w.e.f. May 24th, 2022.

12. MATERIAL CHANGES AND COMMITMENTS:

There is no material change and commitments affecting the Financial Position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relates and the date of the report.

13. STATEMENT OF UTILIZATION OF FUNDS RAISED THROUGH IPO UNDER REGULATIONS 32 (1) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

During the year under review, the company has come up with Initial Public Offer of 14,79,600 (Fourteen lakhs Seventy-Nine Thousand Six Hundred only) Equity shares of Rs. 10/- each at issue price of Rs. 96/- per Equity share, including a premium of Rs. 86/- per equity share aggregating to Rs.1420.42 Lakhs.

Pursuant to Regulation 32(1)(a) and 32(1)(b) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby states that:

- There was no deviation(s) in the utilization of public issue proceeds from the objects as stated in the prospectus dated March 09th, 2023.
- There has been no variation(s) in the use of proceeds from the objects stated in the prospectus dated March 09th, 2023.

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

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

PARTICULARS	REMARKS
A) CONSERVATION OF ENERGY:	
<ul style="list-style-type: none"> ▪ the steps taken or impact on conservation of energy; ▪ the capital investment on energy conservation equipments; ▪ the steps taken by the company for utilizing alternate sources of energy; 	The Corporation is taking due care for using electricity in the office and its sites. The Corporation usually takes care for optimum utilization of energy. We are trying to minimize use of energy by using good rated and energy efficient appliances in factory as well as office premises.
B) TECHNOLOGY ABSORPTION:	
<ul style="list-style-type: none"> ▪ the efforts made towards technology absorption; 	NIL
<ul style="list-style-type: none"> ▪ the benefits derived like product improvement, cost reduction, product development or import substitution; 	NIL
<ul style="list-style-type: none"> ▪ in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- ▪ (a) the details of technology imported; ▪ (b) the year of import; ▪ (c) whether the technology been fully absorbed; ▪ (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Not applicable since 5 years period is over 	NIL
<ul style="list-style-type: none"> ▪ the expenditure incurred on Research and Development 	NIL

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:	
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	Inflow: Rs. 10860500.89 Outflow: Rs. 1184787.32

15. SUBSIDIARY COMPANIES:

The Company is having only one subsidiary company named VertexPlus Technologies Pte. Ltd., incorporated in Singapore. The Company holds 80% of the issued capital of SGD 1,00,000 i.e SGD 80,000 in the subsidiary company.

During the year under review, M/s Sprint Media Private Limited has ceased to be its Subsidiary w.e.f 01st April,2022.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form No. AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at <https://www.vertexplus.com/global/en/>.

16. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL SYSTEM:

As a global enterprise, the company is exposed to a range of external as well as internal risks that have a significant impact on its performance. In order to efficiently manage such risk, the Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Our robust internal control system, for minimizing the risk, propels our culture of informed and responsible risk handling for attaining the organizational objectives with optimum utilization of resources. The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is a part of this report

17. TRANSACTIONS WITH RELATED PARTIES:

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm's length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of related party transactions for the year under review are given in Form AOC-2 as Annexure-I to this report.

18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the Financial Year 2022-23, the particulars of Loans given, Guarantees given and Investments made and securities provided as per section 186 of the act along with the purpose for which the loan or guarantee, security provided to be utilized by the receipt are provided in the audited financial statements of the Company read with noted on accounts forming part of the financial statements.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Board of Directors

The Board of the Company is a balanced one with an optimum mix of Executive and Non-Executive Directors and comprises of Five (05) Directors; Two Executive Director, Three Non-Executive Director out of which two are Independent Directors. They show active participation at the board and committee meetings, which enhances the transparency and adds value to their decision making. As on the date of this report, the Board of the company constitutes of the following directors and KMPs:

Sr.No.	Name of Director	DIN	Designation
1.	Sandeep Kumar Pahariya	00514815	Chairman cum Managing Director
2.	Niru Pahariya	00838390	Wholetime Director
3.	Samyak Jain	09607595	Non-Executive Director
4.	Nitin Bhatt	09712396	Independent Director
5.	Manoj Kumar Upadhyay	09712723	Independent Director
6.	Sonakshi Jain	APPPJ8458K	CFO
7.	Akshita Goyal	BWAPG6296B	Company Secretary and Compliance Officer

B. Change in Designation

During the year under review, there were change in designation of Mr. Sandeep Kumar Pahariya as Chairman cum Managing Director w.e.f., September 05, 2022 not liable to retire by rotation and Mrs. Niru Pahariya as Whole Time Director of the Company w.e.f. 05.09.2022 and liable to retire by rotation.

Further, Mr. Samyak Jain (DIN: 09607595) was appointed as Additional Director w.e.f. May 16, 2022 and regularised as Director Executive director w.e.f May 24, 2022. Further he was designated as Non-Executive director w.e.f September 05, 2022 liable to retire by rotation.

Sr.No	Name	Date and Nature of Change
1.	Mr. Samyak Jain	Appointed as Additional Director w.e.f. May 16, 2022
2.	Mr. Samyak Jain	Regularised as Executive Director w.e.f. May 24, 2022
3.	Mr. Samyak Jain	Re-designated as Non-Executive Director w.e.f. September 05, 2022
4.	Mr. Sandeep Kumar Pahariya	Re-designated as Chairman cum Managing Director w.e.f. September 05, 2022
5.	Mrs. Niru Pahariya	Re-designated as Whole-Time Director w.e.f. September 05, 2022

C. Independent Directors

During the year under review the Company has appointed Mr. Nitin Bhatt (DIN: 09712396) and Mr. Manoj Kumar Upadhyay (DIN: 09712723) as Independent Directors of the company in its Annual General Meeting held on September 05, 2022.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any.

All the Independent Directors have given their declarations under section 149 (6) and section 149 (7) of the Companies Act, 2013 and the Rules made there under. In the opinion of the Board, the Independent Directors fulfil the conditions relating to their status as an Independent Director as specified in section 149 of the Companies Act, 2013 read with rules made there under as well as Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

D. Key Managerial Personnel

In accordance to the provision of Section 2(51) read with Section 203 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. Akshita Goyal was appointed as Company Secretary and Compliance officer of the Company and Mrs. Sonakshi Jain as the Chief Financial Officer of the Company w.e.f. 29.09.2022.

E. Retire by Rotation

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of the directors of the company are liable to retire by rotation, and if eligible, they can offer themselves for the re-appointment. In this Annual General Meeting Mr. Samyak Jain (DIN: 09607595) Director of the Company is liable to retire by rotation and being eligible to offer himself for re-appointment.

A resolution seeking shareholders' approval for their appointment/re-appointment along with other required details forms part of the Notice.

20. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") The Board has adopted a process for evaluating its performance and effectiveness as well as that of its committees and carried out an annual evaluation of its own performance, Board Committees and the Directors individually. The Board and the Nomination & Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria and framework adopted by the Board. The evaluation criteria included various aspects such as, functionality of Board, compositions, process & procedures including adequate & timely information, attendance, delegation of responsibility, decision making, roles & responsibility including monitoring, benchmarking, feedback relationship with the stakeholders and as provided by the Guidance Note on Board Evaluation issued by SEBI dated January 05, 2017. In a separate meeting of the Independent Directors, performance of the Non-Independent Directors, the Board as a whole and the Chairman was also evaluated, on the basis of pre-set criterion. During the year, Board Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Peer Evaluation of the Directors. The Board was satisfied with the contribution of directors, in their respective capacities and as a team.

21. MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director.

During the year under review, the independent directors met on 10th March, 2023 inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-Executive directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.
- Review the mechanism of safeguard the interests of all Stakeholders.

22. NOMINATION AND REMUNERATION POLICY

The policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated in terms of the provision of The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, Key Managerial Personnel and employees of the Company and to harmonize the aspiration of human resources consistent with the goals of the Company. The Remuneration Policy has been updated on the website of the Company at <https://www.vertexplus.com/policies>.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate Annexure-III forming part of this report. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of your Company. Any member interested in obtaining a copy of the same may write to the Company Secretary.

A. Details of Director's Remuneration

The information relating to remuneration paid to directors as required under Section 197(12) of Companies Act, is given under Annexure-II

B. Certificate of Practicing Company Secretary

The Company has obtained a certificate from Mr. Vivek Sharma, Partner of M/s MSV & Associates, Practicing Company Secretary, Jaipur stating that none of the Directors on the Board of the Company have been debarred/ disqualified from being appointed /continuing as Directors of any company, by the SEBI and Ministry of Corporate Affairs or any such Statutory authority, under Annexure-V.

23. MEETINGS OF BOARD OF DIRECTORS AND COMPLIANCE TO SECRETARIAL STANDARD:

The Board of Directors of the Company met Twelve (12) times during the year i.e. on, 10.05.2022, 16.05.2022, 24.05.2022, 20.08.2022, 01.09.2022, 02.09.2022, 05.09.2022, 20.09.2022, 29.09.2022, 09.11.2022, 21.02.2023 and 10.03.2023. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The Company has complied with the provisions of Secretarial Standard 1 (relating to meetings of the Board of Directors) and Secretarial Standard-2 (relating to General Meetings) during the year.

Attendance of Directors during the Board Meetings is as follows:

Sr.No.	Name of Directors	No. of meetings held	No. of meetings attended
1.	Sandeep Kumar Pahariya (DIN: 00514815)	12	12
2.	Niru Pahariya (DIN: 00838390)	12	12
3.	Samyak Jain (DIN: 09607595)	11	11
4.	Nitin Bhatt (DIN: 09712396)	05	05
5.	Manoj Kumar Upadhyay (DIN: 09712723)	05	05

24. GENERAL MEETINGS:

During the period under review, the Annual general meeting of the company was held on 05th September, 2022. The company also had Three (3) Extraordinary General Meetings on 10.05.2022, 24.05.2022 and 24.08.2022.

25. BOARD COMMITTEES:

With a view to have more focused attention on business and for better governance and accountability; the Board has the following mandatory committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes and proceedings of the meetings of all Committees are placed before the Board for review. The Minutes of the Committee Meetings are sent to all members of the Committee individually and tabled at the Board Meetings. Following are the details of Board Committees;

1. Audit Committee:

Our Company has constituted the Audit Committee in accordance with Section 177 and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines. Further, the Audit Committee was constituted by way of a Board resolution dated September 20, 2022. The Committee comprised of 3 members during the financial year.

The detail of the composition of the Audit committee along with their meetings held/attended is as follows:

Name of Director	Position	Attendance at the Committee Meeting held on		
		09.11.2022	21.02.2023	10.03.2023
Mr. Manoj Kumar Upadhyay (Independent Director)	Chairman	Present	Present	Present
Mr. Nitin Bhatt (Independent Director)	Member	Present	Present	Present
Mr. Sandeep Kumar Paharia (Chairman cum Managing Director)	Member	Present	Present	Present

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee: The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting.

C. Role and Powers: The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 as amended and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other

than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. To review the functioning of the whistle blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
 - Half-yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2. Stakeholders Relationship Committee

Our Company has constituted the Stakeholders Relationship Committee in terms of Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the meeting of Board of Directors dated September 20, 2022.

The Committee comprised of 3 members during the financial year. The detail of the composition of the committee along with their meetings held/attended is as follows:

Name of Director	Position	Attendance at the Committee Meeting held on		
		09.11.2022	21.02.2023	10.03.2023
Mr. Manoj Kumar Upadhyay (Independent Director)	Chairman	Present	Present	Present
Mr. Nitin Bhatt (Independent Director)	Member	Present	Present	Present
Mrs. Niru Pahariya (Whole Time Director)	Member	Present	Present	Present

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. **Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. **Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. **Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
 - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
 - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 - Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
 - Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
 - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

3. Nomination and Remuneration Committee

Our Company has constituted Nomination and Remuneration Committee in terms of Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, in the meeting of the Board of Directors held on September 20, 2022. The functions of the Committee are as per the provisions of the Companies Act, 2013 besides others which may be delegated to it by the Board, The Committees' role is to recommend the appointment, remuneration, etc. of Directors, Key Managerial Personnel and Senior Management Staff, to fix the criteria for appointment of Directors, KMPs & senior management staff and also to evaluate the performance.

The Committee comprised of 3 members during the financial year. The detail of the composition of the Nomination and Remuneration committee along with their meetings held/attended is as follows:

Name of Director	Position	Attendance at the Committee Meeting held on		
		09.11.2022	21.02.2023	10.03.2023
Nitin Bhatt (Independent Director)	Chairman	Present	Present	Present
Manoj Kumar Upadhyay (Independent Director)	Member	Present	Present	Present
Samyak Jain (Non-Executive Director)	Member	Present	Present	Present

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Role of Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole Time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

26. EXTRACT OF ANNUAL RETURN:

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return as on March 31, 2023 is available on website of the Company and can be viewed at <https://www.vertexplus.com/global/en/> By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i. In the preparation of the annual financial statements, applicable accounting standards have been followed and there are no material departures from the said standards;
- ii. They have selected such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2023 and of the profit of the company for that period;
- iii. They have taken proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities;

- iv. They have prepared the annual financial statements have been prepared on a going concern basis;
- v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023.

28. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), the company has appointed M/s. AY and Company (FRN: 020829C), Chartered Accountants, as the Statutory Auditors of the Company in Extra Ordinary General Meeting May 10th, 2022 to fill the casual vacancy caused by the Resignation of M/s Barola & Co. to conduct the Statutory Audit of the Company for the Financial Year 2021-22.

Further, M/s. AY and Company (FRN: 020829C), Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of Annual General meeting held in the year 2022 until the conclusion of the Annual General Meeting of the Company to be held for the financial year 2027.

The statutory auditors of the Company have submitted Auditors' Report on the financial statements (standalone and consolidated) of the Company for the financial year ended 31st March, 2023. The reports do not contain any reservation, qualification or adverse remark. Information referred in the Auditors' Report are self-explanatory and do not call for any further comments.

29. SECRETARIAL AUDITORS:

In terms of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014, the Audit Committee recommended and the Board of Directors has appointed M/s. MSV & Associates, Company Secretaries as the Secretarial Auditors of the Company to conduct Secretarial Audit for the Financial Year 2022-2023. The Report given by the Secretarial Auditors is annexed as "Annexure-VI" and forms an integral part of this Board's Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company proposed to appoint M/s MSV & Associates, Company Secretary in practice to undertake the Secretarial Audit of the Company for the financial year 2023-24.

30. INTERNAL AUDITORS:

During the financial year The Internal Audit is not applicable on the company as it is not covered under the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014.

Further, the Equity Shares of the Company are listed at National Stock Exchange of India Limited (NSE) and are regularly traded on NSE w.e.f. March 15th, 2023. In terms of Section 138 of the Companies Act, 2013 and Rule 13(1)(a) of (Accounts of Companies) every listed company shall be required to appoint an internal auditor.

In terms of Section 138 of the Companies Act, 2013 and Rules made there under, M/s. SVAS & Associates, (Chartered Accountants), have been appointed as an Internal Auditors of the Company for Financial Year 2023-24.

31. REPORT ON CORPORATE GOVERNANCE:

Our company provides utmost importance at best Governance Practices and are designated to act in the best interest of its stakeholders. Better governance practice enables the company to introduce more effective internal controls suitable to the changing nature of business operations, improve performance and also provide an opportunity to increase stakeholders understanding of the key activities and policies of the organization.

Our Company has incorporated the appropriate standards for corporate governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, company is not filing Corporate Governance Report to stock exchange quarterly and not providing the Corporate Governance Report as the part of this Annual Report.

32. MANAGEMENT AND DISCUSSION ANALYSIS REPORT:

A Separate report on Management Discussion and Analysis Report as required under clause 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been presented in a separate section forming part of this Annual Report as Annexure-IV

33. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

As per the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Regulation 22 of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a Whistle Blower Policy with a view to provide vigil mechanism to Directors, employees and other stakeholders to disclose instances of wrong doing in the workplace and report instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy also states that this mechanism should also provide for adequate safeguards against victimization of Director(s)/ Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Policy is available on the Company's website at <https://www.vertexplus.com/global/en/>.

34. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has zero tolerance towards any action on the part of any of its officials, which may fall under the ambit of "Sexual Harassment" at workplace. Pursuant to the provisions of Section 21 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, Redressal) Act, 2013, the Company formulated a Policy on Prevention of Sexual Harassment at Workplace. All employees (permanent, contractual, temporary, trainees, etc) are covered under this policy. An Internal Complaints Committee (ICC) was constituted which is responsible for redressal of complaints related to sexual harassment at the workplace.

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Internal Complaints Committee of the Company has not received any complaint of Sexual Harassment during the year under review and no complaint was pending as of 31st March, 2023.

Pursuant to the said Act, the details regarding the number of complaints received, disposed and pending during the FY 2022-23, pertaining to incidents under the above framework/ law are as follows:

Particulars	Numbers
Number of complaints pending at the beginning of the financial year	Nil
Number of complaints received during the financial year	Nil
Number of complaints disposed off during the financial year	Nil
Number of complaints those remaining unresolved at the end of the financial year	Nil

35. BUSINESS RESPONSIBILITY REPORT:

As stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective is not applicable to your company being SME listed company, as per the exemptions provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

36. EQUAL EMPLOYMENT OPPORTUNITIES:

Being an equal opportunity employer, the company will do its utmost to ensure that all of its employees are treated fairly during the period of their employment irrespective of their race, religion, sex (including pregnancy), color, creed, age, national origin, physical or mental disability, citizenship status, ancestry, marital status, veteran status, political affiliation, or any other factor protected by law. All decisions regarding employment will be taken based on merit and business needs only.

37. POLICY ON CODE OF CONDUCT AND ETHICS:

Being a SME listed Company exemption has been provided to the Company from formulating of Code of Conduct for Board of Directors and Senior Management Personnel. However, Board of Directors has

formulated and adopted Code of Business Conduct Ethics for Director & Senior Management Executive policy. As an organization your Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Your Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of our actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, your Company has laid down a Code of conduct applicable to all the employees of your Company and conducted various awareness sessions across the Company. The Code provides for the matters related to governance, compliance, ethics and other matters. In this regard certificate from Managing Director as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per Annexure – VIII.

The detailed Code of Business Conduct Ethics for Director & Senior Management Executive policy available on below link: <https://www.vertexplus.com/policies>.

38. DISCLOSURE WITH RESPECT TO MAINTENANCE OF COST RECORDS:

Your Company doesn't fall within the scope of Section 148(1) of the Companies Act, 2013 and hence does not require to maintain cost records as specified by the Central Government.

39. MD AND CFO CERTIFICATION:

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director and CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2022-23. The certificate received is attached herewith as per Annexure-VII.

40. LISTING FEES:

The Company affirms that the annual listing fees for the year 2022-23 to the NSE Emerge have been duly paid.

41. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The provisions of Section 135 of the Companies Act, 2013 are not applicable to your Company. However, the Company constantly strives to ensure: strong corporate culture which emphasizes on integrating CSR values with business objectives.

42. HUMAN RESOURCE DEVELOPMENT:

The Company sees its employees as critical to the future and believes that every employee needs to possess apart from competence, capacity and capabilities, sustainable values, current and contemporary which would make them useful and relevant and competitive in managing the change constructively for overall growth of the organization. To this end the company's approach and efforts are directed towards creating a congenial work atmosphere for individual growth, creativity and greater dedicated participation in organizational development. The Company believes that the success of an organization largely depends on the quality of its workforce. Employee relations remained cordial and peaceful throughout the year.

43. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 in respect of employees of the Company will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employee's particulars which is available for inspection by members at the registered office of the Company during the business hours on all working days of the Company up to the date of ensuing Annual General Meeting of the Company. If any member is interested in inspection the same, the member may write to the Company Secretary in advance.

44. REPORTING OF FRAUDS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in Board's Report.

45. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

46. AFFIRMATION ON COMPLIANCE OF SECRETARIAL STANDARDS

The Company hereby affirms that during the year under review the Company has complied with all the applicable mandatory secretarial standards (including any modifications or amendments thereto) issued by the Institute of Company Secretaries of India. The Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings.

47. PREVENTION OF INSIDER TRADING:

The Board has Insider Trading Policy for regulating, monitoring and reporting of Trading of Shares by Insiders. The Code lays down guidelines, procedures to be followed and disclosures to be made while dealing with shares of the Company. The copy of the same is available on the website of the Company at the <https://www.vertexplus.com/global/en/>.

48. 'THINK GREEN, GO GREEN' INITIATIVE:

The Companies Act, 2013 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses, besides sending the same in physical form.

As a responsible Corporate Citizen, the Company has actively supported the implementation of 'Green Initiative' of Ministry of Corporate Affairs (MCA) and effected electronic delivery of Notices and Annual

Reports to those shareholders whose email ids were already registered with the respective Depository Participants (DPs) and who have not opted for receiving such documents in physical form.

Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar and Share Transfer agent (R&TA) of the Company/Depository participant (DP) of respective member and take part in the Green Initiative of the Company, for receiving electronic communications and support the "THINK GREEN, GO GREEN" initiative.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility to all members to enable them to cast their votes electronically in respect of resolutions set forth in the Notice of Annual General Meeting (AGM). The detailed instructions for e-voting are provided in the Notice of AGM.

49. CAUTIONARY NOTE:

Statements in this Board's Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in Government regulations, Tax regimes, economic developments in the Country and other ancillary factors.

50. OTHER DISCLOSURES:

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

- i. As per rule 4(4) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- ii. As per rule 8(13) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme;
- iii. As per rule 12(9) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares under the scheme of employee stock option;
- iv. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable; and
- v. There was no revision of financial statements and Board's Report of the Company during the year under review.
- vi. The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.
- vii. Since the Company has not formulated any scheme of provision of money for purchase of own shares by employees or by trustee for the benefits of employees in terms of Section 67(3) of the Act, no disclosures are required to be made;
- viii. All other applicable information's to be reported in Board's Report are either nil or not applicable on the Company.

51. ACKNOWLEDGEMENT

We thank our customers, vendors, dealers, investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels

For and on Behalf of the Board
VertexPlus Technologies Limited

Niru Pahariya
DIN: 00838390
Wholetime Director

Sandeep Kumar Pahariya
DIN: 00514815
Chairman cum Managing Director

Date: 05-09-2023

Place: Jaipur

ANNEXURE-I

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

- 1. Details of contracts or arrangements or transactions not at arm's length basis:** Vertexplus Technologies Limited has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2022-23.
- 2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name of Related Party	Nature of Relationship	Nature of Contract/ Arrangement/ Transactions	Duration of Contract/ Arrangement/ Transactions	Salient Terms of the Contract or Arrangement or Transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount received/paid as advance, if any (Rs In Lakhs)
Sandeep Kumar Pahariya	Chairman Cum Managing Director	Director Remuneration	NA	NA	01.09.2022	42.00
Niru Pahariya	Director	Director Remuneration	NA	NA	01.09.2022	31.20
VertexPlus Softwares Pvt Ltd	Sister Concern	Electricity Expense payment	NA	NA	NA	3.00
Sprink Media Pvt Ltd	Sister Concern	Purchase of Services	NA	The price shall be on arm's length basis based on the existing terms in the market	10.05.2022	45.13
Sprink Media Pvt Ltd	Sister Concern	Loans and Advance	NA	NA	NA	44.63
Sonakshi Jain	CFO	Salary	NA	NA	29.09.2022	7.97
Akshita Goyal	Company Secretary	Salary	NA	NA	29.09.2022	0.76
Sandeep Kumar Pahariya	Director	Rent	As per Rent Agreement	On arm's length basis	16.05.2022	1.20
Niru Pahariya	Director	Rent	As per Rent Agreement	On arm's length basis	16.05.2022	1.20

Note: The above-mentioned transactions were entered into by the Company in its ordinary course of business.

ANNEXURE II

Particulars Pursuant to Section 197(12) of the Companies Act, 2013 Read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each director, Chief Financial Officer and Company secretary during the financial year 2022-23, the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the company are as under:

S.No	Name of Director, KMP and Designation	Remuneration of Director/ KMP for F.Y.2022-23 (in Lacs)	% increase in Remuneration in F.Y.2022-23	Ratio of remuneration of each director/to median remuneration of employees
1.	SANDEEP KUMAR PAHARIYA	42.00	47.36%	21.10
2.	NIRU PAHARIYA	31.20	55.22%	15.67
3.	SAMYAK JAIN	0	7.63%	-
4.	SONAKSHI JAIN	8.18	7.63%	-
5.	AKSHITA GOYAL	0.76	NA	-
6.	NITIN BHATT	0	NA	NA
7.	MANOJ KUMAR UPADHYAY	0	NA	NA

Note:

Independent Director were not paid any amount during the financial year under review. Hence, their ratio to Median Remuneration has been shown as Nil.

- i. The median remuneration of employee of the company during the Financial Year was 1.99.
- ii. The percentage increase in the median remuneration of employees in the financial year was 17.05%
- iii. There were 302 Permanent employees on the rolls of company as on March 31, 2023.
- iv. Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is Nil.
- v. The remuneration is as per the recommendations of the Nomination Remuneration committee
- vi. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

ANNEURE-III

NOMINATION & REMUNERATION POLICY

Introduction: This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee, in compliances with Section 178 of the Companies Act, 2013 read along with applicable rules thereto.

Objectives of the Committee:

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- ii. Formulation of criteria for evaluation of the Independent Director and to carry out evaluation of every Director's performance and to provide necessary report to the Board for further evaluation.
- iii. Devising a policy on Board diversity.
- iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- v. To provide to Key Managerial Personal and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- vi. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- vii. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- viii. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- ix. To perform such other functions as may be necessary or appropriate for the performance of its duties.
- x. To develop a succession plan for the Board and to regularly review the plan.

Definitions:

"Act": - Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board": -Board means Board of Directors of the Company.

"Director": -Directors means Directors of the Company.

"Committee": -Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.

"Company": - Company means VertexPlus Technologies Limited.

"Independent Director": - As provided under the Companies Act, 2013, 'Independent director' shall mean a non-executive director, other than a nominee director of the Company:

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate company;

- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. apart from receiving director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives –
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed; or
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate Company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
 - iii. holds together with his relatives two per cent or more of the total voting power of the Company; or
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
- f. who possesses such other qualification as may be prescribed under the applicable statutory provisions/ regulations
- g. is a material supplier, service provider or customer or a lessor or lessee of the Company; h. who is not less than 21 years of age.

"Key Managerial Personnel": - Key Managerial Personnel (KMP) means-

- a. the Chief Executive Officer or the managing director or the manager;
- b. the Whole-Time Director;
- c. the Company Secretary;
- d. the Chief Financial Officer; and
- e. such other officer as may be prescribed under the applicable statutory provisions/ regulations

"Senior Management": - The expression "senior management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

"Policy or This Policy" means, "Nomination and Remuneration Policy".

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein. Guiding Principles

The Policy ensures that:

- i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- iii Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

Applicability:

The Policy is applicable to

- i. Directors (Executive and Non-Executive)
- ii. Key Managerial Personnel
- iii. Senior Management Personnel
- iv. Employees

Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Mr. Nitin Bhatt, Chairman (Non-Executive Independent Director)
- ii. Mr. Manoj Kumar Upadhyay, Member (Non-Executive Independent Director)
- iii. Mr. Samyak Jain, Member (Non-Executive Director)

Membership:

- a. The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b. Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c. Membership of the Committee shall be disclosed in the Annual Report.
- d. Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman:

- a. Chairman of the Committee shall be an Independent Director.
- b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings:

The Committee shall meet at such regular intervals as may be required.

Committee Members' Interests:

- a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee. Secretary:
- c. The Company Secretary of the Company shall act as Secretary of the Committee.

Voting:

- a. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, or any other enactment for the time being in force.
- iv. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under as amended from time to time.

1. **Managing Director/Whole-time Director/Manager (Managerial Person):-** The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term.
2. **Independent Director:** - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent

Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves as an Independent Director.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

Removal:

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

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Criteria for Evaluation of the Board:

Following are the Criteria for evaluation of performance of the Board:

1. Executive Directors: The Executive Directors shall be evaluated on the basis of targets/Criteria given to executive Directors by the Board from time to time
2. Non-Executive Director: The Non-Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:
 - (a) act objectively and constructively while exercising their duties;
 - (b) exercise their responsibilities in a bona fide manner in the interest of the Company;
 - (c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
 - (d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - (e) refrain from any action that would lead to loss of his independence
 - (f) inform the Board immediately when they lose their independence,
 - (g) assist the Company in implementing the best corporate governance practices.
 - (h) strive to attend all meetings of the Board of Directors and the Committees;
 - (i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
 - (j) strive to attend the general meetings of the Company;
 - (k) keep themselves well informed about the Company and the external environment in which it operates;

- (l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (m) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- (n) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading etc.

Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas/fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources etc or as may be considered appropriate. The Board shall have at least one Board member who has accounting or related financial management expertise and financially literate.

Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole Time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals:

General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay: Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including,

employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
3. Provisions for excess remuneration: If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission: The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
2. Sitting Fees: The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
3. Limit of Remuneration /Commission: Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Minutes of Committee Meeting:

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

Deviations from this policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

Management Discussion and Analysis Report

Annexure-IV

The Management of the Company is pleased to present its report on the Industry Scenario including on the Company's performance during the financial year 2022-23.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Economic Outlook

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry is expected to contribute 10% to India's GDP by 2025. While entering financial year 2023-24, the tech companies will have to grapple with potential economic slowdown by trimming costs, increasing efficiency and staying agile and innovative to build a strong competitive position. Access to funds will remain selective as capital tries to find resilient companies which will be able to grow profitability. The emerging economies, encouragingly, appear to be outperforming developed economies in terms of growth rates, with India proving to be particularly resilient.

Indian economy

The Indian economy continues to push forward steadily, growing at 6.8% in 2022, nearly double the 3.4% growth witnessed at a global level. Agencies worldwide have projected India as the fastest-growing major economy in the year 2022 and 2023. Moreover, the Indian government's emphasis on increasing the disposable income of taxpayers in the Union Budget of FY 2023-24 is likely to support discretionary spending, which in turn should drive consumption. Additionally, the government's strong push for capital expenditure, with an increased capex outlay of 37.4% compared to the fiscal year 2022-23, is anticipated to stimulate growth, investments, and job creation. Strong domestic demand and supportive government policies are likely to sustain India's status as one of the world's fastest-growing major economies.

Summary of our Business

We are an ISO 9001:2015 and ISO/IEC 27001:2013 certified Information Technology company engaged in consulting, outsourcing, infrastructure and digital solutions and services. We collaborate with companies to fulfil their ever-evolving Information Technology needs and support their business with our enabling solutions to strengthen their current capabilities and build pathways for sustainable growth. The company has experience across various industry sectors.

Our Company was originally incorporated on October 20, 2010 as "VertexPlus Technologies Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan. Subsequently our Company was converted into Public Limited Company and name of company was changed from "VertexPlus Technologies Private Limited" to "VertexPlus Technologies Limited" vide fresh certificate of incorporation dated July 25, 2022 issued by the Registrar of Companies, Jaipur.

Our Company operates from its Registered Office situated at B-19, Ground Floor, 10-B Scheme, Gopalpura Road Jaipur -302018, India and development facilities at Jaipur and Noida. VertexPlus endeavours to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse customers with an inclusive range of products and services which are comprehensive and cost effective so that the client can focus on their core-competencies to improve or expand their businesses. VertexPlus has worked for numerous industries, realized their true potential and scale to global recognition.

We power up enterprises to think beyond the ordinary through an integrated, intelligent, technology stack that automates the processes and accelerates the operations. From small programming assignments, to an intensely complex project, or a niche solution, we are fully equipped to develop dynamic, integrated applications & systems that enable business to succeed, scale, expand along the measures they set for current and envision for ahead.

We ensure quality and time delivery in the most cost-effective manner in order to determine the success of complex enterprise projects through five delivery models

- Off-shore Model
- On-site Model
- Hybrid Model
- Global Model
- Strategic Partnerships

Our Promoter Mr. Sandeep Kumar Pahariya who has been instrumental in the growth of our business and actively advise us on finance, corporate strategy and planning. We have a strong management team with significant industry experience. Our Chairman and Managing Director, Mr. Sandeep Kumar Pahariya has 24 years of experience in IT industry thus vast experience of the Promoter has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience of over a decade in the industry in which our Company operates.

For the period ended September 30, 2022, our Company's Total Consolidated Income and Restated Consolidated Profit after Tax were Rs. 1091.71 Lakhs and Rs. 91.26 Lakhs respectively. For the year ended March 31, 2022, our Company's Total Consolidated Income and Restated Consolidated Profit after Tax were Rs. 2132.04 Lakhs and Rs. 186.05 Lakhs respectively. For the year ended March 31, 2021, our Company's Total Consolidated Income and Restated Consolidated Profit after Tax was Rs. 2025.61 Lakhs and Rs. 104.98 Lakhs, compared to our Company's Total Consolidated Income and Restated Consolidated Profit after Tax of Rs. 1978.33 Lakhs and Rs. 61.23 Lakhs respectively, over previous year ended i.e. March 31, 2020. For the period ended September 30, 2022, our Company's Total Standalone Income and Restated Standalone Profit after Tax were Rs. 1029.69 Lakhs and Rs. 101.98 Lakhs respectively. For the year ended March 31, 2022, our Company's Total Standalone Income and Restated Standalone Profit after Tax were Rs. 1984.96 Lakhs and Rs. 182.60 Lakhs respectively. For the year ended March 31, 2021, our Company's Total Standalone Income and Restated Standalone Profit after Tax was Rs. 1883.00 Lakhs and Rs. 115.30 Lakhs, compared to our Company's Total Standalone Income and Restated Standalone Profit after Tax of Rs. 1733.39 Lakhs and Rs. 90.01 Lakhs respectively, over previous year ended i.e., March 31, 2020.

2. OUR COMPETITIVE STRENGTHS

Global Delivery Network

We comprehend global industry practices & business trends as we are already serving our clients coming from India and all parts of the world. We are constantly adopting new technologies to further augment our global business expansion and client acquisition from all over the world.

Leveraging the experience of our Promoter

Our Promoter Mr. Sandeep Kumar Pahariya is having vast experience in field of IT solutions and services which has contributed significantly to the growth of our Company. Under the management, our business has grown over the years and we have become a well-known name in the industry. Our management team is familiar with our business and understands our customers' needs and requirements. They are committed to the development of our business and will continue to spearhead our Company's business operations and future plans so as to ensure the continuing success of our Company.

Existing client relationship

Our Company has earned reputation based upon which we have been successful in retaining our reputed clients. We believe that we constantly try to address customer needs around services offered by us in field of consulting, outsourcing, infrastructure and digital solutions. Our existing customer relationship helps us to get repeat business from our customers. This has helped us maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our relationship with the existing customers represents a competitive advantage in gaining new customers and increasing our business.

Diversified customer base and revenue sources

We serve a diverse mix of end markets across several industry sectors. In our business, we serve a number of customers with variety of services. Since we cater to a diverse customer base, we have historically been able to pass a significant portion of increases in operating costs such as infrastructure cost, and other operating expenses through review.

Increasing the efficiency and knowledge of Employees

Our Company believes not only keeping up with latest technology developments and quick adoption of the same but also in investing in right set of people at various levels. We focus on providing latest infrastructure, technology and facilities to enable our employees to train further and obtain new skill sets. Presently our Company is floated by a group of professionals having interest in IT enabled services, digital media, technology consulting, providing business solutions etc. We also encourage & organize in-house technology discussion & knowledge sharing sessions to innovate new modes of development & incorporate new technologies to enhance our solution capability.

3. OUR BUSINESS STRATEGY

Expand our Current Business Relationships

Our goal is to build long-term sustainable business relationships with our customers to generate increasing revenues. We plan to continue to expand the scope and range of current services provided to our existing customers by continuing to build our expertise and extending our capabilities. Leveraging our market skills and relationships is a continuous process in our organization and the skills that we impart in our people give excellence to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer base.

Our ability to maintain and improve the services we offer to customers enables us to generate stable revenue and minimize customer complaints. We now focus on upgrading the experience of customer to one of much greater engagement and satisfaction.

Optimal Utilization of Resources

Our Company constantly endeavors to improve service process, and will increase service activities to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies for providing our services and products which enables us to identify the bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use. We also intend to continue to build on our inclusive culture to ensure our employees remain engaged and committed to delivering exceptional service.

Enhance operational controls to ensure timely completion of Service

We continue to focus on enhancing operational controls and cost efficiencies through optimal service quality & cost management. Our ability to provide timely completion of service and quality service is key to our reputation and further expansion of our business. We also continue to implement various measures aimed at incremental improvement in operational efficiencies, such as deploying more professionals for providing services. We also continue to adopt industry best practices and training for our employees to provide best services to our customers.

To Build-Up a Professional Organization

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks etc. We have a blend of the experience and the sufficient staff for taking care of our day-to-day operations. We also consult with external agencies on a case-to-case basis on technical and financial aspects of our business. We will consistently put efforts among our group of experienced employees to transform them into an outstanding team of empowered professionals which will help in further accelerating the wheels of development of the Organization.

4. OPPORTUNITIES AND THREATS

OPPORTUNITIES

- Huge Growth Potential in our service segment
- Possibility of providing associated Services along with main service offering.

THREATS

- Increased Competition from Local & Big Players
- Rapid change in technologies
- Change in Government Policies

5. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company at present is engaged in the Information Technologies Services which constitutes a single business segment. In view of above, primary and secondary reporting disclosures for business/geographical segment as envisaged in AS –17 are not applicable to the Company

6. BUSINESS OUTLOOK

The Company believes that customers will continue to spend on IT, looking for better value from their IT spend and a deeper relationship with service providers. VertexPlus has built lasting relationships with clients and continues to build capabilities in high potential domains. On the margin front, while the Company is making investments for long term growth, some of which has already happened, it is also taking measures to improve profitability during FY'24. Over the long term, the Company should be able to deliver good performance as its strategic initiatives begin to yield results.

7. THREATS, RISK AND CONCERNs

The Company is concerned about financial position, entry of new players in the market, rising competition from new entrants, uncertain business environment, fluctuation in rupee, and likely increase in the cost of capital due to volatile market conditions.

Further, the state of business and policy environment in the country also has a cascading effect on the interest-rate regime, cost and availability of human resources.

8. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

For internal controls, VertexPlus has a well-established system that is appropriate for the size and scope of its business. These were created to offer a reasonable level of assurance regarding the recording and provision of accurate financial and operational data, compliance with applicable laws, protection of assets from unauthorised use, execution of transactions with the appropriate authorization, and adherence to corporate policies. The Company maintains an adequate system of Internal Controls including suitable monitoring procedures to ensure accurate and timely financial reporting of various transactions, efficiency of operations and compliance with statutory laws, regulations and Company policies. Suitable delegation of powers and guidelines for accounting have been issued for uniform compliance. In order to ensure that adequate checks and balances are in place and internal control systems are in order, regular and exhaustive Internal Audit of Office are conducted by the in-house Internal Audit Division and external professional audit firm. The Internal Audit covers all major areas of operations, including identified critical/risk areas, as per the Annual Internal Audit Programme. The Audit Committee of Directors periodically reviews the significant findings of different Audits, as prescribed in the Companies Act, 2013 and in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

9. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Standalone Revenue from the operations of your Company for the year 2022-23 was Rs.2006.41 Lakhs against the revenue of Rs 1949.25 Lakhs in the previous year. Profit before Depreciation Interest & Tax for the current year was Rs. 346.15 Lakhs against Rs 336.49 Lakhs in the previous year. Profit after tax for the current year at Rs. 209.56 Lakhs. Detailed report on operations of and structure of Business of the Company has been included in Management Discussion and Analysis Report, which forms part of this Annual Report.

The consolidated revenue of the company from Operations is Rs. 2113.51 lacs as compared to Rs. 2086.02 lacs in the previous year and the consolidated profit of the company is Rs. 187.08 lacs as compared to Rs. 205.89 lacs in the previous year.

10. HUMAN RESOURCES / INDUSTRIAL RELATIONS

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on March 31, 2023 our Company has 302 employees on payroll. The Breakup of Employees is as follows: -

Department	Employees
Management & Administration	46
Technology	212
Business Development	16
Support Staff	28

Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

11. ANALYSIS OF SIGNIFICANT CHANGES IN FINANCIAL RATIOS

As per the recent amendments to the SEBI Listing Obligations & Disclosure Requirements (LODR), we give below additional information in respect of financial parameters that are applicable to our company:

Detail of Significant changes (i.e. change of 25% of more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation therefore as under:

Sr. No.	Particular	Numerator	March 31, 2023	March 31, 2022	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	2.54	1.93	Reason for increase in this ratio is due to increase in Current Investments (Short term FD).
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.29	0.36	Reason for Movement is not required as movement is not more than 25%
		Equity			
(c)	Return on Equity Ratio	Profit After Tax	13.65%	29.85%	The reason of decrease in this ratio is the IPO brought during the year which generated the Securities Premium amount, thus increasing the Average Shareholder's Equity.
		Average Shareholders' Equity			
(d)	Trade Receivables turnover ratio (in times)	Net Credit Sales	6.21	9.06	The reason of decrease is increase in Credit sales (Trade Receivable) during the year.
		Average Trade Receivables			
(e)	Net capital	Turnover	1.72	10.55	The reason of decrease in this

	turnover ratio (in times)	Total Working Capital			ratio is the IPO brought during the year which generated the several short-term FD, thus increasing the Net working capital.
(f)	Net profit ratio	Profit After Tax	10.44%	10.34%	Reason for Movement is not required as movement is not more than 25%
		Total Sales			
(g)	Return on Capital employed	Operating Profit	15.08%	43.35%	The reason of decrease in this ratio is the IPO brought during the year which generated the Securities Premium amount, thus increasing the Average Shareholder's Equity.
		Total Capital Employed			
(h)	Return on investment.	Profit After Tax	27.00%	35.09%	Reason for Movement is not required as movement is not more than 25%
		Initial Value of Investments			
(i)	Trade Payable Turnover Ratio	Purchase of Services & other Expenses	9.41	8.57	Reason for Movement is not required as movement is not more than 25%
		Average Trade Payables			

12. ENVIRONMENT CARE, SOCIAL ACCOUNTABILITY AND QUALITY SYSTEM-

VertexPlus Technologies Limited is committed to maintaining the highest standards of social accountability & quality standards. Ensuring sound corporate governance is imperative to improve and retain investors' trust

Cautionary Note

Certain statements in "Management Discussion and Analysis" section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Management envisages in terms of future performance and outlook.

Annexure-V

CERTIFICATE (Pursuant to Clause 10 of Part C of Schedule V of LODR)

To,
The Members
VERTEXPLUS TECHNOLOGIES LIMITED
B-19, Ground Floor, 10-B Scheme,
Gopalpura Road, Jaipur -302018,
Rajasthan, India.

In pursuance of sub clause (i) of Clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirement) regulations, 2015; (LODR) in respect of VERTEXPLUS TECHNOLOGIES LIMITED (CIN: U72200RJ2010PLC033131) I hereby certify that:

On the basis of the written representation/declaration received from the directors and taken on record by Board of directors, as on March 31, 2023, none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any statutory authority.

Place: Jaipur
Date: 22-August-2023

For MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900
Peer Review Certificate No.: 1924/2022

Sd/-
Name of Company Secretary: CS Vivek Sharma
Partner
FCS No. 10663|CP. No. 14773
UDIN: UDIN: F010663E000844771

Annexure-VI

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

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

To,
The Members
VERTEXPLUS TECHNOLOGIES LIMITED
B-19, Ground Floor, 10-B Scheme,
Gopalpura Road, Jaipur -302018,
Rajasthan, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by VERTEXPLUS TECHNOLOGIES LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and there presentations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company as per Annexure A for the Financial Year ended on 31st March, 2023 according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made thereunder;
The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(Not applicable to the Company during the period)

- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the period)
- vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;(Not applicable to the Company during the period) and
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not applicable to the Company during the period)
- ix. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;

We further report that having regard to the compliance system prevailing in the company and on examination of relevant documents and records in pursuance thereof, on test check basis, the company has generally complied with other laws identified by the management as applicable specifically to the company broadly covering Laws relating to Information Technology sector.

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

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the NSE read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision of Board and committee meetings were carried with requisite majority.

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not undertaken any specific event / action that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., except as follows:

- i. During the period under review, the Company has taken approval from shareholders to sell, lease or otherwise dispose of the immovable property (ies) or whole or substantially the whole of the undertaking(s) of the company as per the provisions of Section 180 (1) (a) of the Companies Act,

2013 by passing Special resolution in the Annual General Meeting of the Company held on September 05, 2022.

- ii. During the period under review, the Company has taken approval from shareholders to borrow money from time to time whether secured or unsecured for the business of the Company not exceeding the limit of Rs. 100 Crores (Rupees One hundred Crores Only) as per the provisions of Section 180 (1) (c) of the Companies Act, 2013 by passing Special resolution in the Annual General Meeting of the Company held on September 05, 2022.
- iii. During the period under review, the company has taken approval from shareholders in Extra ordinary general meeting May 24th, 2022 for conversion of the Company from "Private Limited" to 'Public Limited" and adopted new set of Articles of Association of the Company.
- iv. The company has allotted 14,79,600 Equity shares of Rs 10/- each at an issue price of Rs 96/- per equity share (including a premium of Rs 86/- per equity share) aggregating to Rs 1420.42 Lakhs by way of Initial Public Offer ("IPO") by passing Board resolution in the Board Meeting of the Company held on March 10, 2023 and regularly traded on NSE w.e.f. March 15TH, 2023

Place: Jaipur
Date: 22-August-2023

For MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900
Peer Review Certificate No.: 1924/2022

Sd/-
Name of Company Secretary: Vivek Sharma
Partner
FCS No. 10663|CP. No. 14773
UDIN: F010663E000844771

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

ANNEXURE - A

To,
The Members
VERTEXPLUS TECHNOLOGIES LIMITED
B-19, Ground Floor, 10-B Scheme,
Gopalpura Road, Jaipur -302018,
Rajasthan, India.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur
Date: 22-August-2023

For MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900
Peer Review Certificate No.: 1924/2022

Sd/-
Name of Company Secretary: Vivek Sharma
Partner
FCS No. 10663|CP. No. 14773
UDIN: F010663E000844771

ANNEXURE-VII

MD AND CFO CERTIFICATION

To,
The Board of Directors
VertexPlus Technologies Limited

We Sandeep Kumar Pahariya, Managing Director and Sonakshi Jain Chief Financial Officer of VertexPlus Technologies Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow of the Company and all the notes on accounts and the Board's report for the year ended March 31, 2023 and that to the best of our knowledge and belief;
 - a.) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b.) These statements present a true and fair view of the company's affairs and comply with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
4. We have indicated to the Auditors and the Audit committee that:
 - a.) there have been no significant changes in internal control over financial reporting during the year.
 - b.) there have been no significant changes in accounting policies during the year; and
 - c.) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For VertexPlus Technologies Limited

Date: 05-09-2023
Place: Jaipur

Sandeep Kumar Pahariya
Managing Director
DIN: 00514815

Sonakshi Jain
CFO

ANNEXURE-VIII

DECLARATION OF CODE OF CONDUCT

To,
The Members,
Vertexplus Technologies Limited

I, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of board of directors and senior management in respect of the financial year 2022-23.

For VertexPlus Technologies Limited

Date: 05-09-2023
Place: Jaipur

Sd/-
Sandeep Kumar Pahariya
Managing Director
DIN: 00514815

Independent Auditor's Report to the Members

**To The Members of
VertexPlus Technologies**

Opinion

We have audited the accompanying Standalone Financial Statements of VERTEXPLUS TECHNOLOGIES LIMITED ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, the Standalone Statement of Profit and Loss for the year ended on March 31, 2023, the Standalone Statement Cash flow statement for the year ended & and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act & other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Profit/(loss) and its cash flows for the year ended on that date.

Basis For Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs). 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 independence requirements that are relevant to our audit of the Standalone financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

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

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the 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 and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements to give a true and fair view of the financial position, financial performance, & cash flows of the Company in accordance with accounting standard & accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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.

The board of directors are responsible for overseeing the company's financial reporting process.

Auditor' Responsibility for the Audit of 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 the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatements 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 financial controls 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 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 going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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.

Report on the Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - 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 Standalone Balance Sheet, the Standalone Statement of Profit and Loss & Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Standalone financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act;

- f. With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to 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 explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as at March 31, 2023 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2023.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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 (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

- v. The company has not declared and paid any dividend during the year 2022-23.
- vi. Provision to Rule 3(1) of the companies (Accounts) Rule, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 01, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit & Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For A Y & Company
Chartered Accountants
FRN: 020829C**

Arpit Gupta
Partner
M.NO.: 421545
UDIN: 23421544BGSQBS9678
Place: Jaipur
Date: 29.05.2023

Annexure 'A' to the Auditor's Report

Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act, 2013 ('The Act')

We have audited the internal financial control over financial reporting of VertexPlus Technologies Limited ('the company') as of 31st March, 2023 in conjunction with our audit of the financial statement of the company for the year ended on that date.

Management Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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 Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A Y & Company
Chartered Accountants
FRN: 020829C**

**Arpit Gupta
Partner
M.NO.: 421545
UDIN: 23421544BGSQBS9678
Place: Jaipur
Date: 29.05.2023**

Annexure 'B' to the Auditor's Report

Referred to in Paragraph 2 Under "Report on Other Legal and Regulatory Requirements" of Our Report to the member of VertexPlus Technologies Limited of Even Date

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(ii) The Company has maintained proper records showing full particulars of intangible assets.
 - b. The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the company.
 - d. The company has not revalued its Property, Plant & Equipment (including Right of use assets) or intangible assets during the year
 - e. No proceeding has been initiated or are pending against the company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2. a. The companies is the business of providing Services, so that there are no inventories held during the reporting periods
b. The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
3. In our opinion the investments made by the company are *prima facie*, not prejudicial to the interest of the company. Further the company has not, provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, LLP or other parties covered in register maintained under section 189 of the companies act 2013. Hence the question of reporting such loans is not prejudicial to the company's interest or whether the receipt of the principal amount and interest are regular and whether reasonable steps for recovery of overdue of such loan are taken. does not arise.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
7.
 - a. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities and no statutory dues were outstanding as at 31st March, 2023 for a period of more than six months from the date they became payable except as followings:
 - b. According to the information and explanation given to us, there are no dues of income tax, Goods & service tax & duty of customs outstanding on account of any dispute.
8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9.
 - a. In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
 - b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - 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 and hence reporting on clause 3(ix)(f) of the Order is not applicable.
10.
 - a. The Company has raised money by way of initial public offer during the year & the same was applied for the purpose for which its actually raised.
 - b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

11. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b. No report under sub section (12) of section 143 of the 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 the date of this report.

c. We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
12. The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. 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 financial statements as required by the applicable accounting standards.
14. a. In our opinion the company has an internal audit system commensurate with the size and nature of its business.
b. We have not received Internal Audit report till the date of signing of this report.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
18. During the year under review, there has been no resignation of statutory auditors.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements 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 an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
21. The reporting under Clause 3(XXI) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For A Y & Company
Chartered Accountants
FRN: 020829C**

**Arpit Gupta
Partner
M.NO.: 421545
UDIN: 23421544BGSQBS9678
Place: Jaipur
Date: 29.05.2023**

Standalone Financials

Vertexplus Technologies Limited
(CIN-U72200RJ2010PLC033131)
Standalone Balance Sheet as at 31st March, 2023

Particulars		Refer Note No.	As on 31st March 2023	(Amount in Lakhs) As on 31st March, 2022
			3	4
1	2			
I. EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a) Share capital	3		547.96	400.00
(b) Reserves and surplus	4		1 746.80	376.17
2 Non-current liabilities				
(a) Long Term Borrowings	5		31.21	56.27
(b) Deferred Tax Liabilities (Net)	6		0.00	0.00
(c) Other Long Term Liabilities			0.00	0.00
(d) Long Term Provision			0.00	0.00
3 Current liabilities				
(a) Short Term Borrowings	7		638.85	221.87
(b) Trade Payables	8		0.00	0.00
(i) Total outstanding dues of micro enterprises and small enterprises			0.00	0.00
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	8		197.61	166.78
(c) Other Current Liabilities	9		84.72	43.79
(d) Short Term Provisions	10		57.24	66.59
TOTAL			3 304.40	1 331.47
II. ASSETS				
Non-current assets				
Property Plant & Equipments				
1 (a) Fixed assets				
(i) Tangible Assets	11		88.00	122.05
(ii) Intangible Assets	11		109.44	0.00
(ii) Intangible Assets Under Development	11		448.18	152.46
(b) Non Current Investments	12		66.37	41.19
(c) Long Term Loans & Advances			0.00	0.00
(d) Deferred Tax Assets	6		29.83	6.86
(e) Other Non Current Assets	13		77.77	48.02
3 Current assets				
(a) Current Investments	14		1 300.00	598.73
(b) Trade Receivables	15		412.02	234.00
(c) Cash and cash equivalents	16		37.35	15.79
(d) Short Term Loans & Advances			664.00	3.47
(e) Other Current Assets	17		71.45	108.90
TOTAL			3 304.40	1 331.47
Notes forming part of the Accounts		3 to 25		
Standard Accounting Policies		1		
Additional Notes forming part of accounts		2		
As per our report of even date attached.				
For A Y & COMPANY <i>Chartered Accountants</i> FRN 020829C Arpit Gupta			For and on behalf of Board of Directors	
Partner M.No. 421544 UDIN :23421544BGSQBS9678 Place : Jaipur Date : 29.05.2023			Sandeep Kumar Pahariya Director DIN- 00514815	Niru Pahariya Director DIN- 00838390
			Sonakshi Jain CFO	Akshita Goyal Company Secretary

Vertexplus Technologies Limited

(CIN-U72200RJ2010PLC033131)

Standalone Statement of Profit and loss for the Year Ended on 31st March 2023

(Amount in Lakhs)

Particulars	Refer Note No.	As on 31st March 2023	As on 31st March, 2022
1	2	3	4
I. Revenue from operations	18	2006.42	1949.25
II. Other Income	19	53.41	35.72
III. Total Revenue (I + II)		2059.83	1984.97
IV. Expenses:			
Employee benefits expense	20	1511.37	1409.72
Finance costs	21	59.15	43.31
Depreciation and amortization expense	22	43.17	31.84
Other expenses	23	202.31	238.76
Total expenses		1816.01	1723.63
V. Profit before exceptional and extraordinary items and tax (III-IV)		243.83	261.34
VI. Exceptional items			
VII. Profit before extraordinary items and tax (V - VI)		243.83	261.34
VIII. Extraordinary Items/Prior Period items		0.00	0.00
IX. Profit before tax (VII- VIII)		243.83	261.34
X. Tax expense:			
(1) Current tax		57.24	66.59
(2) Deferred tax		(22.97)	(6.86)
XI. Profit (Loss) for the period from continuing operations (IX-X)		209.56	201.60
XII. Profit/(loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discontinuing operations		0.00	0.00
XV. Profit (Loss) for the period (XI + XIV)		209.56	201.60
XVI. Earnings per equity share:			
(1) Basic	24	5.15	5.04
(2) Diluted	24	5.15	5.04

Notes forming part of the Accounts 3 to 25

Standard Accounting Policies 1

Additional Notes forming part of accounts 2

As per our report of even date attached.

For A Y & COMPANY

Chartered Accountants

FRN 020829C

Arpit Gupta

For and on behalf of Board of Directors

Sandeep Kumar Pahariya

Director

DIN- 00514815

Niru Pahariya

Director

DIN- 00838390

Partner

M.No. 421544

UDIN : 23421544BGSQBS9678

Place : Jaipur

Date : 29.05.2023

Sonakshi Jain

CFO

Akshita Goyal

Company Secretary

Vertexplus Technologies Limited (CIN-U72200RJ2010PLC033131)		
Standalone Statement of Cash Flow for the year ended 31.03.2023		
Particulars	31.03.2023	31.03.2022
Cash flows from operating activities		
Profit before taxation	243.83	261.34
<i>Adjustments for:</i>		
Depreciation	43.17	31.84
Finance Cost	59.15	43.31
Investment Income	(33.20)	(32.08)
<i>Working capital changes:</i>		
(Increase) / Decrease in Trade Receivables	(178.02)	(37.70)
(Increase) / Decrease in Other Current Assets	37.45	(70.93)
(Increase) / Decrease in Short Term Loans & Advances	(660.53)	-
Increase / (Decrease) in Trade Payables	30.83	(51.02)
Increase / (Decrease) in Other Current Liabilities	40.93	(9.74)
Cash generated from operations	(416.38)	135.01
Payment/Adjustmen on Account of Tax Expenses	66.59	-
Prior Peiod Items	(2.36)	-
Net cash from operating activities	(485.34)	135.01
Cash flows from investing activities		
Purchase of property, plant and equipment	(414.28)	(214.12)
Increase in Loans & Advances	-	-
Decrease in Other Non Current Assets	(29.75)	3.31
Investment income	33.20	32.08
Purchase/(Sales) of Investments	(726.44)	(82.38)
Net cash used in investing activities	(1 137.28)	(261.11)
Cash flows from financing activities		
Proceeds from Issue of Share Capital	147.96	-
Proceeds from Security Premium	1 163.43	-
Proceeds from Borrowings	391.93	51.75
Payment of Finance Cost	(59.15)	(43.31)
Net cash used in financing activities	1 644.17	8.44
Net increase in cash and cash equivalents	21.55	(117.66)
Cash and cash equivalents at beginning of period	15.79	133.45
Cash and cash equivalents at end of period	37.35	15.79
Notes forming part of the Accounts	3 to 25	
Standard Accounting Policies	1	
Additional Notes forming part of accounts	2	
As per our report of even date attached.		
For A Y & COMPANY <i>Chartered Accountants</i> FRN 020829C Arpit Gupta	For and on behalf of Board of Directors	
	Sandeep Kumar Pahar Niru Pahariya	
	Director	Director
	DIN- 00514815	DIN- 00838390
Partner		
M.No. 421544	Sonakshi Jain	Akshita Goyal
UDIN : 23421544BGSQBS9678	CFO	Company Secretary
Place : Jaipur		
Date : 29.05.2023		

Note 11: Property, Plant & Equipments

VERTEXPLUS TECHNOLOGIES LIMITED
STATEMENT SHOWING DEPRECIATION/AMORTIZATION OF FIXED ASSETS
For The Year Ending 31st March 2023

FIXED ASSETS

Block of Assets / Asset Group	Gross Block				Depreciation				Net Block	
	01/04/2022	Additions	Sale/Adj.	31/03/2023	01/04/2022	For the Year	Sale/Adj.	31/03/2023	31/03/2023	31/03/2022
(Amount in Lakhs)										
BUILDING CONSTRUCTIONS	16.25	0	0	16.25	3.09	1.32	0.00	4.40	11.84	13.16
PLANT AND MACHINERY	0.10	0	0	0.10	0.08	0.01	0.00	0.08	0.02	0.02
COMPUTERS AND DATA PROCESSING UNITS										
COMPUTER	72.91	2.31	0	75.22	49.94	14.22	0.00	64.16	11.06	22.97
FIREBALL	2.45	0	0	2.45	2.33	0.00	0.00	2.33	0.12	0.12
LAPTOP COMPUTER	2.05	0	0	2.05	1.57	0.28	0.00	1.83	0.20	0.48
Total (Block)	77.41	2.31	0.00	79.73	53.84	14.50	0.00	68.34	11.38	23.57
ELECTRICAL INSTALLATIONS AND EQUIPMENT										
AIRCONDITIONER	15.95		0.00	15.95	12.21	0.97	0.00	13.18	2.77	3.74
BATTERIES	4.20		0.00	4.20	1.73	0.64	0.00	2.37	1.84	2.48
CAMERA	0.18		0.00	0.18	0.05	0.03	0.00	0.08	0.10	0.13
CAMERA SONY	0.58		0.00	0.58	0.55	0.00	0.00	0.55	0.03	0.03
CCTV	2.63		0.00	2.63	1.95	0.17	0.00	2.13	0.50	0.67
COOLING PLANT	0.80		0.00	0.80	0.68	0.03	0.00	0.71	0.09	0.11
ELECTRIC EQUIPMENT	2.28		0.00	2.28	1.82	0.12	0.00	1.94	0.34	0.46
GEYSER	0.11		0.00	0.11	0.08	0.01	0.00	0.09	0.02	0.03
OFFICE EQUIPMENT	0.17		0.00	0.17	0.14	0.01	0.00	0.15	0.02	0.02
REFRIGERATOR	0.49		0.00	0.49	0.44	0.01	0.00	0.45	0.04	0.05
SMOKE DETECTOR	0.08		0.00	0.08	0.05	0.01	0.00	0.06	0.02	0.02
SONY TELEVISION	0.82		0.00	0.82	0.74	0.02	0.00	0.76	0.06	0.08
TELEPHONE CORDLESS	0.11		0.00	0.11	0.10	0.00	0.00	0.10	0.01	0.01
TELEVISION SET	0.42		0.00	0.42	0.15	0.07	0.00	0.22	0.20	0.27
COFFEE MACHINE	0.28		0.00	0.28	0.03	0.06	0.00	0.10	0.18	0.25
PUMP & DUST EXTRACTION	0.13		0.00	0.13	0.03	0.05	0.00	0.07	0.06	0.10
VACUUM CLEANER	0.11		0.00	0.11	0.02	0.04	0.00	0.06	0.05	0.08
WATER DISPENSER	0.13		0.00	0.13	0.01	0.03	0.00	0.04	0.08	0.11
AUDIO SYSTEM	0.00	0.39	0.00	0.39	0.00	0.01	0.00	0.01	0.38	0.00
HAMMER	0.00	0.10	0.00	0.10	0.00	0.01	0.00	0.01	0.09	0.00
UPS	1.94	0.41	0.00	2.35	1.28	0.22	0.00	1.51	0.85	0.66
Total (Block)	31.39	0.90	0.00	32.29	22.09	2.50	0.00	24.59	7.71	9.31
FURNITURE AND FITTINGS										
FURNITURE AND FIXTURES	35.33	3.67	0.00	39.01	27.83	2.35	0.00	30.19	8.82	7.50
MOTOR VEHICLES										
CAR	97.60	0.00	0.00	97.60	31.34	20.51	0.00	51.85	45.76	66.26
OFFICE EQUIPMENT										
MOBILE	4.41	1.33	0.00	5.74	2.88	0.90	0.00	3.77	1.96	1.53
MOBILE	1.54	0.00	0.00	1.54	1.33	0.09	0.00	1.43	0.12	0.21
Total (Block)	5.95	1.33	0.00	7.28	4.21	0.99	0.00	5.20	2.08	1.74
PLANT AND MACHINERY										
ATTENDANCE RECORDER	1.131	0.00	0.00	1.131	0.65	0.09	0.00	0.73	0.40	0.48
Grand Total	265.17	8.22	0.00	273.38	143.12	42.27	0.00	185.38	88.00	122.05
INTANGIBLE ASSETS UNDER DEVELOPMENT										
Software & Products	0.00	110.35	0.00	110.35	0.00	0.91	0.00	0.91	109.44	0.00
Grand Total	0.00	110.35	0.00	110.35	0.00	0.91	0.00	0.91	109.44	0.00
INTANGIBLE ASSETS UNDER DEVELOPMENT										
PRODUCTS UNDER DEVELOPMENT	152.46	406.07	110.35	448.18	0.00	0.00	0.00	0.00	448.18	152.46
Grand Total	152.46	406.07	110.35	448.18	0.00	0.00	0.00	0.00	448.18	152.46

Ageing Schedule of Intangible Assets Under Development					
31.03.2023					
Projects in progress	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	406.07	42.11	-	-	448.18
Projects temporarily suspended	-	-	-	-	-
F.Y. 2021-22					
Projects in progress	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	105.91	15.50	31.05	-	152.46
Projects temporarily suspended	-	-	-	-	-

Vertexplus Technologies Limited

Notes to Financial Statement for the year ended 31st march 2023

Note 3: Share Capital

(Amount in Lakhs)

<u>Share Capital</u>	As at 31st March 2023		As at 31 March 2022	
	Number of Shares	Amount	Number of Shares	Amount
Authorized Share Capital				
Equity Shares of Rs 10 each	60.00	600.00	60.00	600.00
Issued, Subscribed & Paid up				
Equity Shares of Rs. 10 each	54.80	547.96	40.00	400.00
Total	54.80	547.96	40.00	400.00

Disclosure as per the requirement of Companies Act,2013

<u>Particulars</u>	Equity Shares		Equity Shares	
	Number of Shares	Rs	Number of Shares	Rs
Shares outstanding at the beginning of the year (A series)	40.00	400.00	0.10	1.00
Shares Issued during the year by way of Right Issue	-	-	-	-
Shares Issued during the year by way of Bonus Issue	-	-	39.90	399.00
Shares Issued during the year by way of IPO	14.80	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	54.80	400.00	40.00	400.00

Disclosure as per requirement of Companies Act. 2013

(if holding more than 5% at any point of time during the year)

SR NO	Name of Shareholder	As at 31st March 2023		As at 31 March 2022	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Sandeep Kumar Pahariya	2 400 000	60.00%	2 400 000	60.00%
2	Niru Pahariya	1 595 000	39.88%	1 600 000	40.00%
		3 995 000	99.88%	4 000 000	100.00%

Shareholding of Promotors

SR NO	Name of Shareholder	As at 31st March 2023			As at 31 March 2022		
		No. of Shares held	% of Holding	% Change in Shareholding	No. of Shares held	% of Holding	% Change in Shareholding
1	Sandeep Kumar Pahariya	2 400 000	60.00%	0.00%	6 000	60.00%	0.00%
2	Niru Pahariya	1 595 000	39.88%	0.00%	4 000	40.00%	0.00%
		2 400 000	60.00%		6 000	60.00%	

Vertexplus Technologies Limited

Notes to Financial Statement for the year ended 31st march 2023

NOTE 4 : Reserves & Surplus

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Security Premium		
Opening balance	-	-
Security Premium Received during the Period	1 272.46	-
Utilization for Public Issue Expenses	109.03	-
Closing balance	1 163.43	-
Reserves & Surplus		
Opening balance	376.17	573.57
Utilization for Public Issue Expenses	-	-399.00
Net Profit/(Net Loss) For the current Period	209.56	201.60
Prior Period Items	-2.36	-
Closing Balance	583.37	376.17
Total	1 746.80	376.17

Note 5 : Long Term Borrowings

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Business Loan HDFC	-	5.90
Kotak Mahindra Prime Limited	35.96	44.93
Kotak Mahindra Bank Term Loan	5.79	10.75
MSME Loan- Kotak Mahindra	14.52	23.88
Business Loan IDFC First Bank		5.85
Less: Current Maturities of Long Term Debts	56.27	91.31
	25.05	35.04
Total	31.21	56.27

Note 6 : Deferred Tax Liabilities/(Assets)

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Deferred Tax liability due to Timing Difference	-	
Opening Balance	-6.86	-
Addition during the year	-22.97	-6.86
Closing Balance	-29.83	-6.86
Deferred Tax Liability/(Assets) at the end of the year	-29.83	-6.86

Note 7 : Short Term Borrowings

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Kotak Mahindra Bank Overdraft	158.43	173.70
HDFC Bank	455.38	13.13
Current Maturities of Long Term Debt	25.05	35.04
Total	638.85	221.87

Note 8 : Trade Payables

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Trade Payable Due to		
- Micro and Small Enterprises	-	-
- Others	197.61	166.78
Total	197.61	166.78

Note 8.1 Ageing Analysis of Trade Payables:

As on 31.03.2023

<u>Particulars</u>	Outstanding for following periods from due date of payment/Invoice Date				
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
- MSME	197.61	-	-	-	197.61
- Others	-	-	-	-	-
- Disputed dues - MSME	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-
Total	197.61	-	-	-	197.61

As on 31.03.2022

<u>Particulars</u>	Outstanding for following periods from due date of payment/Invoice Date				
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
- MSME	-	-	-	-	-
- Others	166.78	-	-	-	166.78
- Disputed dues - MSME	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-
Total	166.78	-	-	-	166.78

Note 9 : Other Current Liabilities

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Statutory Dues Payable	56.15	38.98
Audit Fees Payable	1.50	2.94
Outstanding Expenses Payable	8.19	1.87
Advance from Customers	18.88	-
Total	84.72	43.79

Note 10 : Short Term Provisions

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Provision for Income Tax	57.24	66.59
Total	57.24	66.59

Note 12 : Non Current Investments

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Investment in Subsidiaries (Carried at Cost)		
Investement in Sprint Media Private Limited	-	0.80
Investment in Vertexplus Technologies Pte. Ltd. (Incorporated in Singapore)	40.39	40.39
Investment in Fixed Deposits	25.98	
Total	66.37	41.19

Note 13 : Other Non Current Assets

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Office Rent Manglam Security deposit	0.82	0.82
Security Deposit Rent-Priska Technologies	7.00	7.00
EMD to Director West Zone Culture	4.40	-
EMD To Rajasthan state judiciary Academy Jodhpur	0.29	0.29
EMD To Orissa High Court	0.06	0.06
Sprink Media Pvt Ltd	44.63	39.85
Security Deposit Rent	6.00	-
Security Deposit with NSE	14.21	-
Security Deposit with CDSL	0.18	-
Security Deposit with NSDL	0.18	-
Total	77.77	48.02

Note 14 : Current Investments

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Fixed Deposit with Banks	1 300.00	598.73
Total	1 300.00	598.73

Note 15 : Trade Receivable

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Unsecured, Considered Good		
Outstanding for More Than Six Months		170.00
Outstanding for Less Than Six Months	412.02	64.00
Total	412.02	234.00

Note 15.1 Ageing Analysis of Trade Receivables

As on 31.03.2023

<u>Particulars</u>	<u>Outstanding for following periods from due date of Payment</u>					
	<u>Less than 6 months</u>	<u>6 months to 1 year</u>	<u>1-2 years</u>	<u>2-3 years</u>	<u>More than 3 Years</u>	<u>Total</u>
- Undisputed Trade Receivable - Considered Good	226.75	0.00	3.48	34.51	17.27	282.02
- Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Unbilled	130.00	-	-	-	-	130.00
Total	356.75	0.00	3.48	34.51	17.27	412.02

As on 31.03.2022

<u>Particulars</u>	<u>Outstanding for following periods from due date of Payment</u>					
	<u>Less than 6 months</u>	<u>6 months to 1 year</u>	<u>1-2 years</u>	<u>2-3 years</u>	<u>More than 3 Years</u>	<u>Total</u>
- Undisputed Trade Receivable - Considered Good	64.00	132.12	11.78	22.96	3.14	234.00
- Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Total	64.00	132.12			3.14	234.00

Note 16 : Cash & Cash Equivalents

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
a. Balances with banks		
In Current Accounts	0.11	0.15
In Public Issue Escrow Account	18.24	-
Cash on hand	19.00	15.64
Total	37.35	15.79

Note 17 : Short Term Loans & Advances

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Advance to Staff/Suppliers	2.38	3.47
Sambhavnath Investment & Finances Private Limited	11.62	
KT & LK Sweet Homes	650.00	-
Total	664.00	3.47

Note 17 : Other Current Assets

<u>Particulars</u>	(Amount in Lakhs)	
	As at 31st March 2023	As at 31 March 2022
Balance with Revenue Authorities	38.72	39.76
Prepaid Expenses	13.37	13.58
Accrued Interest	3.49	5.20
Advance Tax	10.00	29.00
Income Tax Refundable	5.87	21.35
Total	71.45	108.90

Vertexplus Technologies Limited
Notes to Financial Statement for the year ended 31st march 2023

Note 18 : Revenue from Operations

Particulars	(Amount in Lakhs)	
	For the year ended on 31 March 2023	For the year ended on 31 March 2022
Revenue from Operation		
Export	101.27	255.27
Domestic	1 905.15	1 693.99
Total	2 006.42	1 949.25

Note 19 : Other Incomes

Particulars	(Amount in Lakhs)	
	For the year ended on 31 March 2023	For the year ended on 31 March 2022
Interest Received	33.20	32.08
Interest on Income Tax Refund	1.10	0.07
Other Misc. Income	19.12	3.56
Total	53.41	35.72

Note 20 : Employee Benefit Expenses

Particulars	(Amount in Lakhs)	
	For the year ended on 31 March 2023	For the year ended on 31 March 2022
	Rs	Rs
Salary Expenses	1 404.80	1 277.76
Director's Remuneration	48.80	48.60
Admin Charges(PF)	1.47	1.21
Employer PF Contribution	36.73	30.27
Incentive	7.77	29.39
ESIC Expense	2.62	3.11
Staff Welfare Exp	9.18	0.57
Stipend to Trainee	-	18.80
Total	1 511.37	1 409.72

Note 21 : Finance Cost

Particulars	(Amount in Lakhs)	
	For the year ended on 31 March 2023	For the year ended on 31 March 2022
Interest on Borrowings	25.93	20.62
Bill Discounting Charges	32.29	22.33
Bank Charges	0.32	0.28
Interest on Statutory Dues	0.61	0.08
Total	59.15	43.31

Note 22 : Depreciation & Amortization

Particulars	(Amount in Lakhs)	
	For the year ended on 31 March 2023	For the year ended on 31 March 2022
Depreciation on Fixed Assets	43.17	31.84
Total	43.17	31.84

Note 23 : Other Expenses

Particulars	(Amount in Lakhs)	
	For the year ended on 31 March 2023	For the year ended on 31 March 2022
Administrative and General Expenses		
Noida Group Expense		
Internet Charges	7.17	3.49
Office Expense	4.60	2.28
Electricity Expenses	10.34	6.46
Office Rent	29.66	43.56
Telephone Expenses	4.02	3.30
Printing Stationery	0.23	0.06
Office rent	7.68	2.40
Office rent Manglani		5.92
Repairs Maintenance Expenses	1.08	0.45
Repairs Maintenance Expenses- Office	6.91	1.94
Electricity Expenses	4.65	2.39
Travelling expenses	3.90	1.13
Travelling expenses - Foreign	2.34	-
Legal Consultation Expenses	30.19	1.28
Professional services	-	31.63
Consultancy charges	0.45	44.48
Membership and Subscription Fees	1.99	1.66
Other Administrative and General Expenses		
Internet charges	6.54	4.06
Office expense	5.05	5.45
Credit card charges	0.24	0.48
Conveyance Expense	2.18	1.87
Computer Repairs	0.50	0.53
Hosting charges	22.59	20.50
Domain Expense	5.11	4.29
Other Expenses		
Bad Debts	0.01	-
Marketing Commission Expenses	-	5.15
Festival expenses	2.17	5.62
Health Insurance policy	8.34	7.15
Group Accidental insurance	0.37	0.43
Fire and Burglary Insurance	0.27	0.25
Insurance	19.51	0.32
Postage & Courier Expenses	0.22	0.36
ROC Fees	0.23	6.99
Server Expenses	-	0.48
Services of Manpower Supply	-	11.88
Forex Gain/Loss	-	1.86
Sales Promotion Expenses	1.45	0.95
Laptop rent	6.29	0.98
Audit fees	-	1.50
Google Advt. Expense	5.75	4.82
Advertising	0.27	0.43
Total	202.31	238.76

Vertexplus Technologies Limited

Notes to Consolidated financial Statements for the period ended March 31, 2023

(CIN-U72200RJ2010PLC033131)

(Amount in Lakhs)

24 Earnings Per Share	31 March 2023	31 March 2022
Profit/(Loss) after tax as per Statement of Profit and Loss	209.56	201.60
Weighted average number of equity shares in calculating basic EPS	4 064 859	4 000 000
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	5.15	5.04
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	5.15	5.04

Summary Significant Accounting Policies and Notes to Accounts

1. COMPANY INFORMATION

Our Company was originally incorporated on October 20, 2010 as "VertexPlus Technologies Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan. Subsequently our Company was converted into Public Limited Company and name of company was changed from "VertexPlus Technologies Private Limited" to "VertexPlus Technologies Limited" vide fresh certificate of incorporation dated July 25, 2022 issued by the Registrar of Companies, Jaipur.

2. SIGNIFICANT ACCOUNTING POLICIES

- A. **Accounting Convention:** The financial statements are prepared under the historical cost convention on the "Accrual Concept" and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.
- B. **Use of Estimates:** The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.
- C. **Property, Plant and Equipment:** Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective till on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

D. Impairment of Assets: At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

E. Depreciation: All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

F. Investments: Investments are classified into current investments and non-current investments. Current investments i.e., investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

G. Inventories: The companies is the business of providing Services, so that there are no inventories held during the reporting periods.

H. Revenue Recognition: Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

I. Borrowing Cost: Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

J. Employee Benefits: Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

K. **Taxes on Income:** Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

L. **Foreign Currency Translation:** (a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are restated at closing rate.

M. **Provision, Contingent Liabilities and Contingent Assets:** Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

NOTES ON ACCOUNTS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. **Segment Reporting:** The Company at present is engaged in the Information Technologies Services which constitutes a single business segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS –17 are not applicable to the Company.
3. **Provisions, Contingent Liabilities and Contingent Assets (AS 29):** Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on March 31, 2023.
4. **Related Party Disclosure (AS 18):** Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, are as follows:

List of Related Parties and Nature of Relationship:	
Particulars	Name of Related Parties
a) Key Management Personnels	Sandeep Kumar Pahariya
	Niru Pahariya
	Akshita Goyal
	Sonakshi Jain
b) Subsidiary Companies	VertexPlus Technologies Pte Limited (Singapore)
c) Sister Concern	VertexPlus Softwares Private Limited
	Sprint Media Private Limited

Nature of Transactions	Name of Related Parties	As at March 31	
		2023	2022
1. Directors Remuneration	Sandeep Kumar Pahariya	42.00	28.50
	Niru Pahariya	31.20	20.10
Total		48.60	48.60
2. Rent Expenses	Sandeep Kumar Pahariya	1.20	1.20
	Niru Pahariya	1.20	1.20
		2.40	2.40
3. Loans & Advances	Sprint Media Private Limited		
	Opening Balance	39.85	39.85
	Add: Loan Received During the Year	4.78	-
	Less: Load Repaid During the year	-	-
	Closing Balance	44.63	39.85
4. Purchase of Services			
Sprink Media Private Limited		45.14	31.63
5. Salary Expenses			
Sonakshi Jain		7.97	7.60
Akshita Goyal		0.76	0.00
6. Reimbursement of Expenses		3.00	1.57

5. Earnings and Expenditure in foreign currency

Foreign Exchange Earning: Export of Goods

Sr. No.	Currency	Amount in Foreign Currency (in Lakhs)	Amount in Indian Currency (In lakhs)
1	USD	118929.62	8166197.89
2	CAD	44955.00	2694303.00

Foreign Exchange Outgo

Sr. No.	Currency	Amount in Foreign Currency (in Lakhs)	Amount in Indian Currency (In lakhs)
1	USD	14730.88	1184787.32

6. Standalone Statement of Accounting Ratios:

S. No.	Particular	Numerator	March 31, 2023	March 31, 2022	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	2.54	1.93	Reason for increase in this ratio is due to increase in Current Investments (Short term FD).
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.29	0.36	Reason for Movement is not required as movement is not more than 25%
		Equity			
(c)	Return on Equity Ratio	Profit After Tax	13.65%	29.85%	The reason of decrease in this ratio is the IPO brought during the year which generated the Securities Premium amount, thus increasing the Average Shareholder's Equity.
		Average Shareholders' Equity			
(d)	Trade Receivables turnover ratio (in times)	Net Credit Sales	6.21	9.06	The reason of decrease is increase in Credit sales (Trade Receivable) during the year.
		Average Trade Receivables			
(e)	Net capital turnover ratio (in times)	Turnover	1.72	10.55	The reason of decrease in this ratio is the IPO brought during the year which generated the several short-term FD, thus increasing the Net working capital.
		Total Working Capital			
(f)	Net profit ratio	Profit After Tax	10.44%	10.34%	Reason for Movement is not required as movement is not more than 25%
		Total Sales			
(g)	Return on Capital employed	Operating Profit	15.08%	43.35%	The reason of decrease in this ratio is the IPO brought during the year which generated the Securities Premium amount, thus increasing the Average Shareholder's Equity.
		Total Capital Employed			
(h)	Return on investment.	Profit After Tax	27.00%	35.09%	Reason for Movement is not required as movement is not more than 25%
		Initial Value of Investments			
(i)	Trade Payable Turnover Ratio	Purchase of Services & other Expenses	9.41	8.57	Reason for Movement is not required as movement is not more than 25%
		Average Trade Payables			

7. Other Disclosure

Sr. No.	Particulars	Note in financial statements
(i)	Title deeds of Immovable Property not held in the name of the Company:	The Company do not have any Immovable property which is not held in the name of Company.
(ii)	Loans or advances to specified persons	The Company has not provided any Loan or Advances to specified persons.
(iii)	Details of Benami Property held	The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(iv)	Borrowings secured against current assets	The Company has availed facilities from banks on the basis of security of current assets.
(v)	Willful Defaulter	The Company is not declared Willful Defaulter by any Bank or any Financial Institution.
(vi)	Relationship with Struck off Companies	The Company do not have any transactions with struck-off companies.
(vii)	Undisclosed income	The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(x)	Details of Crypto Currency or Virtual Currency	The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

Independent Auditor's Report to the Members

**To The Members of
VertexPlus Technologies Limited**

Opinion

We have audited the accompanying consolidated financial statements of VERTEXPLUS TECHNOLOGIES LIMITED ("the Company"), and its subsidiary i.e. VertexPlus Technologies Pte. Limited (the Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss for the period ended on March 31, 2023, the Consolidated Cash flow statement for the period ended & and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act & other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Profit/(loss) and its cash flows for the year ended on that date.

Basis For Opinion

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

Key Audit Matters

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

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

S.No.	Key Audit Matter
1.	<p>Current Investments: Current Investments consists of Fixed deposit with bank. We focused on this area as it is material to the Standalone financial statements and area of significant risk for our audit as it requires considerable time and resource to audit due to its magnitude, it is considered to be a key audit matter. The Company's disclosure about Current Investments is included in Note 14 of the Standalone financial statements</p> <p>The company operates in India and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including direct taxes, indirect taxes matter.</p> <p>These involve significant management judgement to determine the possible outcome of the tax litigations</p>
Auditor Response to key Audit Matter:	
Principal Audit Procedures:	
<p>Fixed Deposit: We have obtained list of Fixed deposit opened by Company and lying in the Bank as on the reporting date. We have verified Balance appearing in the Books to the Bank Balance confirmation provided by management to us.</p> <p>We have also verified interest income against this Fixed deposit booked by the Company with the statement of fixed deposit provided to us during the audit period. We have sought from the Bank for the Fixed deposit which are lien against Bank Overdraft.</p> <p>Our audit procedures included review of the classification of the Current Investments and any</p>	

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the Consolidated Financial Statements, Consolidated Financial Statements and our Auditor's report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these consolidated financial statements to give a true and fair view of the financial position, financial performance, & cash flows of the Group in accordance with accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the group's ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so

Auditor' Responsibility for the Audit of Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatements of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls 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 and its subsidiary companies has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of 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 Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

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

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

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

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

Report on other Legal and Regulatory Requirements

2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company & its subsidiaries so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Consolidated financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors and the audit report of subsidiary company incorporated in India, none of the directors is disqualified as on March 31, 2023, from being appointed as a

f. With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements.
- ii. The Company has made provision, as at March 31, 2023 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2023.
- iv.
 - a) The respective management of the companies & its subsidiaries incorporated in India whose financial statements are audited under the Act, have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or subsidiary to or in any other person or entity, including foreign entity ("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 or subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective management of the companies & its subsidiaries incorporated in India whose financial statements are audited under the Act, has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or subsidiary 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;

- v. The company has not declared and paid any dividend during the year 2022-23.
- vi. Provision to Rule 3(1) of the companies (Accounts) Rule, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 01, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit & Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- vii. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports

**For A Y & Company
Chartered Accountants
FRN: 020829C**

Arpit Gupta
Partner
M.NO.: 421544
UDIN: 23421544BGSQBU6014
Place: Jaipur
Date: 29.05.2023

Annexure 'A' to the Auditor's Report

Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act, 2013 ('The Act')

We have audited the internal financial control over financial reporting of VertexPlus Technologies Limited ('the company') & its subsidiary as of 31st March, 2023 in conjunction with our audit of the Consolidated financial statement of the company for the year ended on that date.

Management Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company and its subsidiary company, which is company incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India

For A Y & Company
Chartered Accountants
FRN: 020829C

Arpit Gupta
Partner
M.NO.: 421544
UDIN: 23421544BGSQBU6014
Place: Jaipur
Date: 29.05.2023

Consolidated Financials

Vertexplus Technologies Limited (CIN-U72200RJ2010PLC033131) Consolidated Balance Sheet as at 31st March 2023			
Particulars		(Amount in Lakhs)	
	Refer Note No.	As on 31st March 2023	As on 31st March, 2022
1	2	3	4
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	547.96	400.00
(b) Reserves and surplus	4	1 689.73	293.58
Minority Interest		0.00	4.40
2 Non-current liabilities			
(a) Long Term Borrowings	5	31.22	56.27
(b) Deferred Tax Liabilities (Net)	6	0.00	0.00
(c) Other Long Term Liabilities		0.00	0.00
(d) Long Term Provision		0.00	0.00
3 Current liabilities			
(a) Short Term Borrowings	7	638.86	222.88
(b) Trade Payables	8		
(i) Total outstanding dues of micro enterprises and small enterprises		0.00	0.00
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	8	215.98	185.86
(c) Other Current Liabilities	9	86.74	46.89
(d) Short Term Provisions	10	57.24	66.59
TOTAL		3 267.72	1 276.47
II. ASSETS			
Non-current assets			
Property Plant & Equipments			
1 (a) Fixed assets			
(i) Tangible Assets	11	88.00	122.47
(ii) Intangible Assets	11	109.44	0.00
(iii) Intangible Assets Under Development	11	428.77	133.05
(b) Non Current Investments	12	25.98	0.00
(c) Long Term Loans & Advances		0.00	0.00
(d) Deferred Tax Assets	6	29.83	6.86
(e) Other Non Current Assets	13	77.77	8.17
3 Current assets			
(a) Current Investments	14	1 300.00	598.73
(b) Trade Receivables	15	422.38	254.23
(c) Cash and cash equivalents	16	50.10	42.09
(d) Short Term Loans & Advances		664.00	1.02
(e) Other Current Assets	17	71.45	109.84
TOTAL		3 267.72	1 276.47
Notes forming part of the Accounts		3 to 25	
Standard Accounting Policies		1	
Additional Notes forming part of accounts		2	
As per our report of even date attached.			
For A Y & COMPANY Chartered Accountants FRN 020829C Arpit Gupta Partner M.No. 421544 UDIN :23421544BGSQBU6014 Place : Jaipur Date : 29.05.2023		For and on behalf of Board of Directors Sandeep Kumar Pahariya Director DIN- 00514815 Sonakshi Jain CFO Akshita Goyal Company Secretary	

Vertexplus Technologies Limited

(CIN-U72200RJ2010PLC033131)

Consolidated Statement of Profit and loss for the Year Ended on 31st March 2023

(Amount in Lakhs)

Particulars	Refer Note No.	As on 31st March 2023	As on 31st March, 2022
1	2	3	4
I. Revenue from operations	18	2113.51	2086.02
II. Other Income	19	57.76	46.02
III. Total Revenue (I + II)		2171.27	2132.04
IV. Expenses:			
Cost of Material Consumed		0.00	0.00
Employee benefits expense	20	1644.52	1578.64
Finance costs	21	59.21	43.46
Depreciation and amortization expense	22	43.17	32.56
Other expenses	23	203.03	211.77
Total expenses		1949.93	1866.42
V. Profit before exceptional and extraordinary items and tax (III-IV)		221.34	265.62
VI. Exceptional items		221.34	265.62
VII. Profit before extraordinary items and tax (V - VI)		0.00	0.00
VIII. Extraordinary Items/Prior Period items			
IX. Profit before tax (VII- VIII)		221.34	265.62
X. Tax expense:			
(1) Current tax		57.24	66.59
(2) Deferred tax		(22.97)	(6.86)
XI. Profit (Loss) for the period from continuing operations (IX-X)		187.08	205.89
XII. Profit/(loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discontinuing operations		0.00	0.00
XIV. Profit (Loss) for the period after discontinuing Operations		187.08	205.89
XV. Share of Profit of Minority Interest		(4.50)	0.85
XVI. Profit (Loss) for the period (XI + XIV)		191.58	205.03
XVII. Earnings per equity share:			
(1) Basic	24	4.71	5.13
(2) Diluted	24	4.71	5.13

Notes forming part of the Accounts 3 to 25

Standard Accounting Policies 1

Additional Notes forming part of accounts 2

As per our report of even date attached.

For A Y & COMPANY

Chartered Accountants

FRN 020829C

Arpit Gupta

For and on behalf of Board of Directors

Sandeep Kumar Pahariya

Director

DIN- 00514815

Niru Pahariya

Director

DIN- 00838390

Partner

M.No. 421544

UDIN : 23421544BGSQBU6014

Place : Jaipur

Date : 29.05.2023

Sonakshi Jain

CFO

Akshita Goyal

Company Secretary

Vertexplus Technologies Limited (CIN-U72200RJ2010PLC033131)		
Consolidated Statement of Cash Flow for the period ended 31.03.2023		
	(Amount in Lakhs)	
Particulars	2022-23	2021-22
Cash flows from operating activities		
Profit before taxation	221.34	265.62
Adjustments for:		
Depreciation	43.17	32.56
Finance Cost	59.21	43.03
Investment Income	(33.20)	(32.08)
Working capital changes:		
(Increase) / Decrease in Trade Receivables	(168.15)	(34.18)
(Increase) / Decrease in Other Current Assets	38.39	(70.13)
(Increase) / Decrease in Short Term Loans & Advances	(662.97)	-
Increase / (Decrease) in Trade Payables	30.12	(63.66)
Increase / (Decrease) in Other Current Liabilities	39.85	(9.47)
Cash generated from operations	(432.24)	131.69
Payment/Adjustment on Account of Tax Expenses	(66.36)	-
Prior Period Items	(2.36)	
Net cash from operating activities	(500.96)	131.68
Cash flows from investing activities		
Purchase of property, plant and equipment	(414.28)	(214.12)
Increase in Loans & Advances	-	-
Decrease in Other Non Current Assets	(69.60)	3.31
Investment income	33.20	32.08
Purchase/Sales in Investments	(727.25)	(82.38)
Net cash used in investing activities	(1 177.93)	(261.12)
Cash flows from financing activities		
Proceeds from Issue of Share Capital	147.96	-
Proceeds from Securities Premium	1 163.43	-
Proceeds from Borrowings	390.93	51.75
Increase in FCTR	1.35	0.57
Adjustment towards Reserves & Surplus of Subsidiary Comp	42.45	-
Payment of Finance Cost	(59.21)	(43.03)
Net cash used in financing activities	1 686.91	9.29
Net increase in cash and cash equivalents	8.01	(120.15)
Cash and cash equivalents at beginning of period	42.09	162.23
Cash and cash equivalents at end of period	50.10	42.09
Notes forming part of the Accounts	3 to 25	
Standard Accounting Policies	1	
Additional Notes forming part of accounts	2	
As per our report of even date attached.		
For A Y & COMPANY	For and on behalf of Board of Directors	
Chartered Accountants		
FRN 020829C		
Arpit Gupta		
Partner		
M.No. 421544		
UDIN : 23421544BGSQBU6014		
Place : Jaipur		
Date : 29.05.2023		
Sandeep Kumar Pahari	Niru Pahariya	
Director	DIN- 00514815	DIN- 00838390
Sonakshi Jain	Akshita Goyal	
CFO		Company Secretary

Note 11: Property, Plant & Equipments

VERTEXPLUS TECHNOLOGIES LIMITED
STATEMENT SHOWING DEPRECIATION/AMORTIZATION OF FIXED ASSETS
For The Year Ending 31st March 2023

FIXED ASSETS

Block of Assets / Asset Group	Gross Block				Depreciation				Net Block	
	01/04/2022	Additions	Sale/Adj.	31/03/2023	01/04/2022	For the Year	Sale/Adj.	31/03/2023	31/03/2023	31/03/2022
(Amount in Lakhs)										
BUILDING CONSTRUCTIONS	16.25	0	0	16.25	3.09	1.32	0.00	4.40	11.84	13.16
PLANT AND MACHINERY	0.10	0	0	0.10	0.08	0.01	0.00	0.08	0.02	0.02
COMPUTERS AND DATA PROCESSING UNITS										
COMPUTER	72.91	2.31	0	75.22	49.94	14.22	0.00	64.16	11.06	22.97
FIREBALL	2.45	0	0	2.45	2.33	0.00	0.00	2.33	0.12	0.12
LAPTOP	2.05	0	0	2.05	1.57	0.28	0.00	1.85	0.20	0.48
COMPUTER										
Total (Block)	77.41	2.31	0.00	79.73	53.84	14.50	0.00	68.34	11.38	23.57
ELECTRICAL INSTALLATIONS AND EQUIPMENT										
AIRCONDITIONER	15.95		0.00	15.95	12.21	0.97	0.00	13.18	2.77	3.74
BATTERIES	4.20		0.00	4.20	1.73	0.64	0.00	2.37	1.84	2.48
CAMERA	0.18		0.00	0.18	0.05	0.03	0.00	0.08	0.10	0.13
CAMERA SONY	0.58		0.00	0.58	0.55	0.00	0.00	0.55	0.03	0.03
CCTV	2.63		0.00	2.63	1.95	0.17	0.00	2.13	0.50	0.67
COOLING PLANT	0.80		0.00	0.80	0.68	0.03	0.00	0.71	0.09	0.11
ELECTRIC EQUIPMENT	2.28		0.00	2.28	1.82	0.12	0.00	1.94	0.34	0.46
GEYSER	0.11		0.00	0.11	0.08	0.01	0.00	0.09	0.02	0.03
OFFICE EQUIPMENT	0.17		0.00	0.17	0.14	0.01	0.00	0.15	0.02	0.02
REFRIGERATOR	0.49		0.00	0.49	0.44	0.01	0.00	0.45	0.04	0.05
SMOKE DETECTOR	0.08		0.00	0.08	0.05	0.01	0.00	0.06	0.02	0.02
SONY TELEVISION	0.82		0.00	0.82	0.74	0.02	0.00	0.76	0.06	0.08
TELEPHONE CORDLESS	0.11		0.00	0.11	0.10	0.00	0.00	0.10	0.01	0.01
TELEVISION SET	0.42		0.00	0.42	0.15	0.07	0.00	0.22	0.20	0.27
COFFEE MACHINE	0.28		0.00	0.28	0.03	0.06	0.00	0.10	0.18	0.25
PUMP & DUST EXTRACTION	0.13		0.00	0.13	0.03	0.05	0.00	0.07	0.06	0.10
VACUUM CLEANER	0.11		0.00	0.11	0.02	0.04	0.00	0.06	0.05	0.08
WATER DISPENSER	0.13		0.00	0.13	0.01	0.03	0.00	0.04	0.08	0.11
AUDIO SYSTEM	0.00	0.39	0.00	0.39	0.00	0.01	0.00	0.01	0.38	0.00
HAMMER	0.00	0.10	0.00	0.10	0.00	0.01	0.00	0.01	0.09	0.00
UPS	1.94	0.41	0.00	2.35	1.28	0.22	0.00	1.51	0.85	0.66
Total (Block)	31.39	0.90	0.00	32.29	22.09	2.50	0.00	24.59	7.71	9.31
FURNITURE AND FITTINGS										
FURNITURE AND FIXTURES	35.33	3.67	0.00	39.01	27.83	2.35	0.00	30.19	8.82	7.50
MOTOR VEHICLES										
CAR	97.60	0.00	0.00	97.60	31.34	20.51	0.00	51.85	45.76	66.26
OFFICE EQUIPMENT										
MOBILE	4.41	1.33	0.00	5.74	2.88	0.90	0.00	3.77	1.96	1.53
MOBILE	1.54	0.00	0.00	1.54	1.33	0.09	0.00	1.43	0.12	0.21
Total (Block)	5.95	1.33	0.00	7.28	4.21	0.99	0.00	5.20	2.08	1.74
PLANT AND MACHINERY										
ATTENDANCE RECORDER	1.131	0.00	0.00	1.131	0.65	0.09	0.00	0.73	0.40	0.48
Grand Total	265.17	8.22	0.00	273.38	143.12	42.27	0.00	185.38	88.00	122.05
INTANGIBLE ASSETS UNDER DEVELOPMENT										
Software & Products	0.00	110.35	0.00	110.35	0.00	0.91	0.00	0.91	109.44	0.00
Grand Total	0.00	110.35	0.00	110.35	0.00	0.91	0.00	0.91	109.44	0.00
INTANGIBLE ASSETS UNDER DEVELOPMENT										
PRODUCTS UNDER DEVELOPMENT	133.05	406.07	110.35	428.77	0.00	0.00	0.00	0.00	428.77	133.05
Grand Total	133.05	406.07	110.35	428.77	0.00	0.00	0.00	0.00	428.77	133.05

Ageing Schedule of Intangible Assets Under Development					
31.03.2023					
Projects in progress	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	386.66	42.11	-	-	428.77
Projects temporarily suspended	-	-	-	-	-
31.03.2022					
Projects in progress	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	86.50	15.50	31.05	-	133.05
Projects temporarily suspended	-	-	-	-	-

Vertexplus Technologies Limited

Notes to Financial Statement for the year ended 31st March 2023

Note 3: Share Capital

<u>Share Capital</u>	(Amount in Lakhs)			
	As at 31st March 2023		As at 31 March 2022	
	Number of Shares	Amount	Number of Shares	Amount
Authorized Share Capital				
Equity Shares of Rs 10 each	60.00	600.00	60.00	600.00
Issued, Subscribed & Paid up				
Equity Shares of Rs. 10 each	54.80	547.96	40.00	400.00
Total	54.80	547.96	40.00	400.00

Disclosure as per the requirement of Companies Act,2013

<u>Particulars</u>	Equity Shares		Equity Shares	
	Number of Shares	Rs	Number of Shares	Rs
Shares outstanding at the beginning of the year (A series)	40.00	400.00	0.10	1.00
Shares Issued during the year by way of Right Issue	-	-	-	-
Shares Issued during the year by way of Bonus Issue	-	-	39.90	399.00
Shares Issued during the year by way of IPO	14.80	147.96	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	54.80	547.96	40.00	400.00

Disclosure as per requirement of Companies Act. 2013

(if holding more than 5% at any point of time during the year)

SR NO	Name of Shareholder	As at 31st March 2023		As at 31 March 2022	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Sandeep Kumar Pahariya	2 400 000	60.00%	2 400 000	60.00%
2	Neeru Pahariya	1 595 000	39.88%	1 600 000	40.00%
		3 995 000	99.88%	4 000 000	100.00%

Shareholding of Promotors

SR NO	Name of Shareholder	As at 31st March 2023			As at 31 March 2022		
		No. of Shares held	% of Holding	% Change in Shareholding	No. of Shares held	% of Holding	% Change in Shareholding
1	Sandeep Kumar Pahariya	2 400 000	60.00%	0.00%	2 400 000	60.00%	39900.00%
2	Neeru Pahariya	1 595 000	39.88%	-0.31%	1 600 000	40.00%	39900.00%
		2 400 000	60.00%		2 400 000	60.00%	

Vertexplus Technologies Limited
Notes to Financial Statement for the year ended 31st March 2023

NOTE 4 : Reserves & Surplus

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Security Premium		
Opening balance	-	-
Security Premium Received during the Period	1 272.46	-
Utilization for Issue of Bonus shares	109.03	-
Closing balance	1 163.43	-
Reserves & Surplus		
Opening balance	291.13	485.76
Utilization for Issue of Bonus shares	-	-399.00
Net Profit/(Net Loss) For the current Period	191.58	205.03
Reversal of Loss of subsidiary company ceases to exist	42.45	-
Prior Period Items	-2.36	-
Minority Interest Negative Balance in Reserves	-0.30	-0.66
Closing Balance	522.50	291.13
Foreign Currency Translation Reserve	3.79	2.45
Total	1 689.73	293.58

Note 5 : Long Term Borrowings

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Business Loan HDFC	-	5.90
Kotak Mahindra Prime Limited	35.96	44.93
Kotak Mahindra Bank Term Loan	5.79	10.75
MSME Loan- Kotak Mahindra	14.52	23.88
Business Loan IDFC First Bank	-	5.85
Less: Current Maturities of Long Term Debts	56.27	91.31
	25.05	35.04
Total	31.22	56.27

Note 6 : Deferred Tax Liabilities/(Assets)

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Deferred Tax liability due to Timing Difference		
Opening Balance	-6.86	-
Addition during the year	-22.97	-6.86
Closing Balance	-29.83	-6.86
Deferred Tax Liability/(Assets) at the end of the year	-29.83	-6.86

Note 7 : Short Term Borrowings

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Kotak Mahindra Bank Overdraft	158.43	173.70
HDFC Bank	455.38	13.13
Current Maturities of Long Term Debt	25.05	35.04
Unsecured Loans from Directors	-	1.01
Total	638.86	222.88

Note 8 : Trade Payables

(Amount in Lakhs)

<u>Particulars</u>	As at 31st March 2023	As at 31 March 2022
Trade Payable Due to		
- Micro and Small Enterprises	-	-
- Others	215.98	185.86
Total	215.98	185.86

Note 8.1 Ageing Analysis of Trade Payables:

As on 31.03.2023

<u>Particulars</u>	Outstanding for following periods from due date of payment/Invoice Date				
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
- MSME					
- Others	215.98	-	-	-	215.98
- Disputed dues - MSME	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-
Total	215.98	-			215.98

As on 31.03.2022

<u>Particulars</u>	Outstanding for following periods from due date of payment/Invoice Date				
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
- MSME	-	-	-	-	-
- Others	185.86	-	-	-	185.86
- Disputed dues - MSME	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-
Total	185.86	-			185.86

Note 9 : Other Current Liabilities

(Amount in Lakhs)

<u>Particulars</u>	As at 31st March 2023	As at 31 March 2022
Statutory Dues Payable	58.17	41.63
Audit Fees Payable	1.50	3.39
Outstanding Expenses Payable	8.19	1.87
Advance from Customers	18.88	
Total	86.74	46.89

Note 10 : Short Term Provisions

(Amount in Lakhs)

<u>Particulars</u>	As at 31st March 2023	As at 31 March 2022
Provision for Income Tax	57.24	66.59
Total	57.24	66.59

Note 12 : Non Current Investments

(Amount in Lakhs)

<u>Particulars</u>	As at 31st March 2023	As at 31 March 2022
Investment in Subsidiaries (Carried at Cost)		
Investement in Sprint Media Private Limited	-	0.80
Investement in Fixed Deposits	25.98	
Investment in Vertexplus Technologies Pte. Ltd. (Incorporated in Singapore)	40.39	40.39
Less: Elimination on Consolidation	-40.39	-41.19
Total	25.98	0.00

Note 13 : Other Non Current Assets

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Office Rent Manglam Security deposit	0.82	0.82
EMD to Director West Zone Culture	4.40	-
Security Deposit Rent-Priska Technologies	7.00	7.00
EMD To Rajasthan state judiciary Academy Jodhpur	0.29	0.29
Security Deposit Rent	6.00	
Security Deposit with NSE	14.21	
Security Deposit with CDSL	0.18	
Security Deposit with NSDL	0.18	
EMD To Orissa High Court	0.06	0.06
Sprink Media Pvt Ltd	44.63	39.85
Less; Elimination on Consolidation	-	-39.85
Total	77.77	8.17

Note 14 : Current Investments

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Fixed Deposit with Banks	1 300.00	598.73
Total	1 300.00	598.73

Note 15 : Trade Receivable

<u>Particulars</u>	<u>(Amount in Lakhs)</u>	
	<u>As at 31st March 2023</u>	<u>As at 31 March 2022</u>
Unsecured, Considered Good		
Outstanding for More Than Six Months	-	170.00
Outstanding for Less Than Six Months	422.38	84.23
Total	422.38	254.23

Note 15.1 Ageing Analysis of Trade Receivables

As on 31.03.2023

<u>Particulars</u>	<u>Outstanding for following periods from due date of Payment</u>					
	<u>Less than 6 months</u>	<u>6 months to 1 year</u>	<u>1-2 years</u>	<u>2-3 years</u>	<u>More than 3 Years</u>	<u>Total</u>
- Undisputed Trade Receivable - Considered Good	237.12	0.00	3.48	34.51	17.27	292.38
- Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Unbilled	130.00	-	-	-	-	130.00
Total	367.12	0.00	3.48	34.51	17.27	422.38

As on 31.03.2022

<u>Particulars</u>	<u>Outstanding for following periods from due date of Payment</u>					
	<u>Less than 6 months</u>	<u>6 months to 1 year</u>	<u>1-2 years</u>	<u>2-3 years</u>	<u>More than 3 Years</u>	<u>Total</u>
- Undisputed Trade Receivable - Considered Good	84.23	132.12	11.78	22.96	3.14	254.23
- Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Total	84.23	132.12			3.14	254.23

Note 16 : Cash & Cash Equivalents

(Amount in Lakhs)

<u>Particulars</u>	As at 31st March 2023	As at 31 March 2022
a. Balances with banks		
In Current Accounts	12.86	25.99
In Public Issue Escrow Account	18.24	-
-	-	-
Cash on hand (as certified by the management)	19.00	16.10
Total	50.10	42.09

<u>Particulars</u>	As at 31st March 2023	As at 31 March 2022
Advance to Staff/Suppliers	2.38	1.02
Sambhavnath Investment & Finances Private Limited	11.62	-
KT & LK Sweet Homes	650.00	-
Total	664.00	1.02

Note 17 : Other Current Assets

(Amount in Lakhs)

<u>Particulars</u>	As at 31st March 2023	As at 31 March 2022
Advance to Suppliers	-	-
Balance with Revenue Authorities	38.72	40.70
Prepaid Expenses	13.37	13.58
Accrued Interest	3.49	5.20
Advance Tax	10.00	29.00
Income Tax Refundable	5.87	21.35
Total	71.45	109.84

Vertexplus Technologies Limited

Notes to Financial Statement for the year ended 31st March 2023

Note 18 : Revenue from Operations

Particulars	(Amount in Lakhs)	
	For the period ended on March 31, 2023	For the year ended on 31 March 2022
Revenue from Operation		
Export	101.27	255.27
Domestic	1 905.15	1 727.21
Sales of Services - Foreign Operations	107.09	135.18
Less: Inter Company Elimination	-	31.63
Total	2 113.51	2 086.02

Note 19 : Other Incomes

Particulars	(Amount in Lakhs)	
	For the period ended on March 31, 2023	For the year ended on 31 March 2022
Interest Received	33.20	32.08
Interest on Income Tax Refund	1.10	0.07
Forex Gain/Loss	-	0.11
Signapore Government Grants	4.35	6.21
Other Misc. Income	19.12	7.54
Total	57.76	46.02

Note 20 : Employee Benefit Expenses

Particulars	(Amount in Lakhs)	
	For the period ended on March 31, 2023	For the year ended on 31 March 2022
	Rs	Rs
Salary Expenses	1 527.53	1 433.49
Director's Remuneration	48.80	48.60
Admin Charges(PF)	1.47	1.28
Employer PF Contribution	47.15	41.79
Incentive	7.77	30.89
ESIC Expense	2.62	3.11
Staff Welfare Exp	9.18	0.57
Stipend to Trainee	-	18.92
Total	1 644.52	1 578.64

Note 21 : Finance Cost

Particulars	(Amount in Lakhs)	
	For the period ended on March 31, 2023	For the year ended on 31 March 2022
Interest on Borrowings	25.93	20.62
Bill Discounting Charges	32.29	22.33
Bank Charges	0.38	0.43
Interest on Statutory Dues	0.61	0.08
Total	59.21	43.46

Note 22 : Depreciation & Amortization

(Amount in Lakhs)

Particulars	For the period ended on March 31, 2023	For the year ended on 31 March 2022
Depreciation on Fixed Assets	43.17	32.56
Total	43.17	32.56

Note 23 : Other Expenses

(Amount in Lakhs)

Particulars	For the period ended on March 31, 2023	For the year ended on 31 March 2022
Administrative and General Expenses		
Noida Group Expense		
Brokerage Charges	-	-
Internet Charges	7.17	3.49
Office Expense	4.60	2.28
Electricity Expenses	10.34	6.46
Office Rent	29.66	43.56
Telephone Expenses	4.02	3.30
Printing Stationery	0.23	0.06
Office rent	7.68	4.18
Office rent Manglam		5.92
Repairs Maintenance Expenses	1.08	0.45
Repairs Maintenance Expenses- Office	6.91	1.94
Electricity Expenses	4.65	2.39
Travelling expenses	3.90	1.13
Travelling expenses - Foreign	2.34	
Legal Consultation Expenses	30.19	1.28
Professional services	-	0.94
Consultancy charges	0.45	44.54
Membership and Subscription Fees	1.99	1.66
Other Administrative and General Expenses		
Internet charges	6.54	4.06
Office expense	5.05	6.10
Credit card charges	0.24	0.48
Conveyance Expense	2.18	1.87
Computer Repairs	0.50	0.53
Hosting charges	22.59	20.50
Domain Expense	5.11	4.29
Other Expenses		
Marketing Commission Expenses	-	5.15
Bad Debt	0.01	-
Festival expenses	2.17	5.62
Health Insurance policy	8.87	7.93
Group Accidental insurance	0.37	0.43
Fire and Burglary Insurance	0.27	0.25
Insurance	19.51	0.32
Postage & Courier Expenses	0.22	0.36
ROC Fees	0.23	7.03
Server Expenses	-	0.48
Services of Manpower Supply	-	11.88
Forex Gain/Loss	0.05	1.86
Sales Promotion Expenses	1.45	0.95
Laptop rent	6.29	0.98
Audit fees	-	1.75
Google Advt. Expense	5.75	4.82
Advertising	0.27	0.43
GST Expenses	-	0.00
SDL Charges	0.13	0.12
Total	203.03	211.77

Vertexplus Technologies Limited

Notes to Consolidated financial Statements for the period ended March 31, 2023
(CIN-U72200RJ2010PLC033131)

(Amount in Lakhs)

24 Earnings Per Share	31 March 2023	31 March 2022
Profit/(Loss) after tax as per Statement of Profit and Loss	191.58	205.03
Weighted average number of equity shares in calculating basic EPS	4 064 859	4 000 000
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.71	5.13
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.71	5.13

Summary Consolidated Significant Accounting Policies and Notes to Accounts

1. COMPANY INFORMATION

Our Company was originally incorporated on October 20, 2010 as "VertexPlus Technologies Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan. Subsequently our Company was converted into Public Limited Company and name of company was changed from "VertexPlus Technologies Private Limited" to "VertexPlus Technologies Limited" vide fresh certificate of incorporation dated July 25, 2022 issued by the Registrar of Companies, Jaipur.

2. SIGNIFICANT ACCOUNTING POLICIES

- A. **Accounting Convention:** The financial statement is prepared under the historical cost convention on the "Accrual Concept" and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.
- B. **Principles of Consolidation:**
 - The financial statements of the Holding Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equities, incomes and cashflows, after fully eliminating intragroup balances and intra – group transactions.
 - Profits & losses resulting from intra group transaction that are recognized in assets, such as inventory and property, plant and equipment are eliminated in full.
 - The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
 - The carrying amount of parent's investments in subsidiary is offset against the parent's portion of equity in subsidiary.
- C. **Use of Estimates:** The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.
- D. **Property, Plant and Equipment:** Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress. "in Progress."

E. **Impairment of Assets:** At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

F. **Depreciation:** All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

G. **Investments:** Investments are classified into current investments and non-current investments. Current investments i.e., investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

H. **Inventories:** The company is the business of providing Services, so that there are no inventories held during the reporting periods.

I. **Revenue Recognition:** Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

J. **Borrowing Cost:** Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

K. **Employee Benefits:** Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

L. Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

M. **Taxes on Income:** Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

N. **Foreign Currency Translation:**

- Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are restated at closing rate.
- Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

O. **Provision, Contingent Liabilities and Contingent Assets:** Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

NOTES ON ACCOUNTS

- The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- Segment Reporting:** The Company at present is engaged in the Information Technologies Services which constitutes a single business segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS –17 are not applicable to the Company.
- Provisions, Contingent Liabilities and Contingent Assets (AS 29):** Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on March 31, 2023.
- Related Party Disclosure (AS 18):** Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, are as follows:

List of Related Parties and Nature of Relationship:	
Particulars	Name of Related Parties
a) Key Management Personnels	Sandeep Kumar Pahariya
	Niru Pahariya
	Akshita Goyal
	Sonakshi Jain
b) Sister Concern	VertexPlus Softwares Private Limited

Nature of Transactions	Name of Related Parties	As at March 31	
		2023	2022
1. Directors Remuneration	Sandeep Kumar Pahariya	42.00	28.50
	Niru Pahariya	31.20	20.10
Total		48.60	48.60
2. Rent Expenses	Sandeep Kumar Pahariya	1.20	1.20
	Niru Pahariya	1.20	1.20
		2.40	2.40
3. Loans & Advances	Sprint Media Private Limited		
	Opening Balance	39.85	39.85
	Add: Loan Received During the Year	4.78	-
	Less: Load Repaid During the year	-	-
	Closing Balance	44.63	39.85
4. Purchase of Services	Sprint Media Private Limited	45.14	31.63
5. Salary Expenses	Sonakshi Jain	7.97	7.60
	Akshita Goyal	0.76	0.00
6. Reimbursement of Expenses	VertexPlus Softwares Private Limited	3.00	1.57

5. Earnings and Expenditure in foreign currency

Foreign Exchange Earning: Export of Goods:

Sr. No.	Currency	Amount in Foreign Currency (in Lakhs)	Amount in Indian Currency (In lakhs)
1	USD	118929.62	8166197.89
2	CAD	44955.00	2694303.00

Foreign Exchange Outgo:

Sr. No.	Currency	Amount in Foreign Currency (in Lakhs)	Amount in Indian Currency (In lakhs)
1	USD	14730.88	1184787.32

6. Consolidated Statement of Accounting Ratio

Sr. No.	Particular	Numerator	March 31, 2023	March 31, 2022	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	2.51	1.93	Reason for increase in this ratio is due to increase in Current Investments (Short term FD).
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.30	0.40	Reason for Movement is not required as movement is not more than 25%
		Equity			
(c)	Return on Equity Ratio	Profit After Tax	13.07%	34.69%	The reason of decrease in this ratio is the IPO brought during the year which generated the Securities Premium amount, thus increasing the Average Shareholder's Equity.
		Average Shareholders' Equity			
(d)	Trade Receivables turnover ratio (in times)	Net Credit Sales	6.25	8.80	The reason of decrease is increase in Credit sales (Trade Receivable) during the year.
		Average Trade Receivables			
(e)	Net capital turnover ratio (in times)	Turnover	1.40	4.31	The reason of decrease in this ratio is the IPO brought during the year which generated the several short-term FD, thus increasing the Net working capital.
		Total Working Capital			
(f)	Net profit ratio	Profit After Tax	9.06	9.83	Reason for Movement is not required as movement is not more than 25%
		Total Sales			
(g)	Return on Capital employed	Operating Profit	14.47%	49.26%	The reason of decrease in this ratio is the IPO brought during the year which generated the Securities Premium amount, thus increasing the Average Shareholder's Equity.
		Total Capital Employed			
(h)	Return on investment.	Profit After Tax	27.62%	41.96%	Reason for Movement is not required as movement is not more than 25%
		Initial Value of Investments			
(i)	Trade Payable Turnover Ratio	Purchase of Services & other Expenses	9.20	8.22	Reason for Movement is not required as movement is not more than 25%
		Average Trade Payables			

7. Other Disclosure

Sr. No.	Particulars	Note in financial statements
(i)	Title deeds of Immovable Property not held in the name of the Company:	The Company do not have any Immovable property which is not held in the name of Company.
(ii)	Loans or advances to specified persons	The Company has not provided any Loan or Advances to specified persons.
(iii)	Details of Benami Property held	The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(iv)	Borrowings secured against current assets	The Company has availed facilities from banks on the basis of security of current assets.
(v)	Willful Defaulter	The Company is not declared Willful Defaulter by any Bank or any Financial Institution.
(vi)	Relationship with Struck off Companies	The Company do not have any transactions with struck-off companies.
(vii)	Undisclosed income	The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(x)	Details of Crypto Currency or Virtual Currency	The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

FORM NO. AOC-1

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

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented:)

S.No.	Particulars	SUBSIDIARY
1	Sl. No.	1
2	Name of the subsidiary	VertexPlus Technologies Pte Ltd.
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	SINGAPORE DOLLAR, 1 SGD=61.72 INR
5	Share capital	100000
6	Reserves & surplus	(95589.46)
7	Total assets	133032.08
8	Total liabilities	133032.08
9	Investments	0.00
10	Turnover	181832.00
11	Profit before Taxation	(38168)
12	Provision for Taxation	0.00
13	Profit after Taxation	(38168)
14	Proposed Dividend	0.00
15	% of shareholding	80%

Notes: The following information shall be furnished at the end of the statement:

Names of subsidiaries which are yet to commence operations - NA

Names of subsidiaries which have been liquidated or sold during the year – NA

By Order of the Board of Directors
VertexPlus Technologies Limited

Sd/-

Sd/-

Niru Pahariya
Director
DIN –00838390

Sandeep Kumar Pahariya
Director
DIN –00514815

Date: September 01, 2022

Place: Jaipur



Thank You

