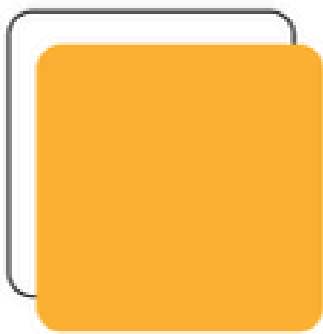


32nd



ANNUAL REPORT

| 2023-24



CADSYS
(INDIA) LIMITED

Engineering The Digital Transformation



DISCLAIMER

This information may contain certain forward-looking statements/details in the current scenario, which is extremely dynamic and increasingly fraught with risks and uncertainties.

Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein.

Investors/shareholders/public are hence cautioned not to place undue reliance on these statements/details, and are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives. Further, the discussion following here in reflects the perceptions on major issues as on date and the opinions expressed here are subject to change without notice. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this section, consequent to new information, future events or otherwise.

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CORPORATE INFORMATION

Board of Directors

Nallani Chakravarthi Venkata Rangacharya
Managing Director

Nallani Chakravarthi Padmaja
Whole Time Director Cum Chief Financial Officer

Sai Sridhar Sangineni
Independent Director

Appalacharyulu Chilakamarri
Independent Director

Chilakamarri Madhavi
Non-Executive Director

Sripadarajan Nagarajan
Executive Director

Registered Office of our Company

Cadsys (India) Limited

Office # 803, 8th Floor, DSL Abacus IT Park,
IDA, Uppal, Hyderabad-500039,
Telangana, India.

E – mail : info@cadsystech.com
Website : www.cadsystech.com

Company Secretary and Compliance Officer

Vanamali Praneeth kumar

E-mail : cs@cadsystech.com

Share Transfer Agents

Bigshare Services Private Limited

306, Right Wing, Amrutha Ville, Opp. Yashoda
Hospital, Somajiguda, Raj Bhavan Road,
Hyderabad – 500 082

Telephone : 91-40-2337 4967 | 2337 0295

Facsimile : +91 – 022 28475207

Website : www.bigshareonline.com

Investor grievance : bsshyd@bigshareonline.com

Address of Registrar of Companies

Registrar of Companies

2nd Floor, Corporate Bhawan, GSI Post,
Tattiannaram Nagole, Bandlaguda,
Hyderabad – 500 068, Telangana, India

Statutory Auditors

M/s. Darapaneni & Co.,

Chartered Accountants

Firm Registration No.: 000685S

Bankers

Canara Bank

1-46/1, Om Sai Nilayam,
Near Uppal Metro Station,
Ring Road, Uppal,
Hyderabad – 500 039.



Managing Director's Message

Ladies and Gentlemen,


Firstly, I'd like to thank you for taking the time to join us today at CADSYS (India) Ltd's 32nd Annual General Meeting. Your continued trust and support are the foundation of everything we do, especially as we navigate the complexities of this past year.

I'd like to address the most significant development in our operations. Recently, we made the difficult decision to withdraw from a major \$8 million engineering project. This decision was not made lightly, but it was necessary due to the persistent delays and shifting timelines from our customer, which were placing an unsustainable burden on our resources. While it may seem like a setback, however, the decision was taken keeping in mind our long-term health, allowing to focus our efforts on more promising opportunities.

Despite these challenges, we have had notable successes over the past year. We executed our first major network infrastructure design and build projects in the USA, covering key regions like the Pacific Northwest and Southeast. These projects marked a significant milestone for us, showcasing our ability to integrate advanced technology into our processes and expand our footprint in new markets.

In addition to this, we engineered approximately 30,000 miles of network upgrades for a major telecom carrier in the USA and completed key projects in the Pacific Mid-West Market. We also delivered construction management services for over 225,000 feet, which included network construction, creating As-built data, applying for construction permits, coordinating with state agencies, tracking and analyzing the real-time progress of our projects. These achievements are a testament to the hard work and dedication of our talented team.

Financially, we've had a year of growth, but we recognize the challenges ahead. Our turnover increased to ₹2,763.66 lakhs, up from ₹2,181.93 lakhs last year, and our net profit rose to ₹223.95 lakhs, compared to ₹112.50 lakhs in the previous year. On a consolidated basis, revenue grew from ₹17,893.84 lakhs to ₹21,742.14 lakhs, and our consolidated profit margin reached ₹805.22 lakhs in FY 2024, up from ₹468.80 lakhs in FY 2023.



These numbers reflect the efforts we've put into expanding and improving our operations. Having said that, the recent project set back could have ripple effect on the upcoming financial reports for 2024-25. We are also realistic about the challenges we face, particularly in the current socio-political climate. To address these challenges, we have brought in new leadership to strengthen our business development efforts. Our focus is on pursuing opportunities that align with our long-term goals, including exploring new markets like enterprise connectivity and government-funded projects under RDOF and BEAD initiatives. We are not reliant on any single customer, and our diverse portfolio gives us confidence that we can weather these challenges. It will take time to see the full impact of our efforts, but we are committed to turning things around and delivering value to you, our shareholders.

As we move forward, our core values of innovation, integrity, and collaboration will guide us. We are committed to transparency and will keep you informed of our progress as we work to achieve our goals.

Thank you for your unwavering support and for being part of CADSYS' journey. Together, I am confident we will navigate these challenges and emerge stronger.

Thank you.

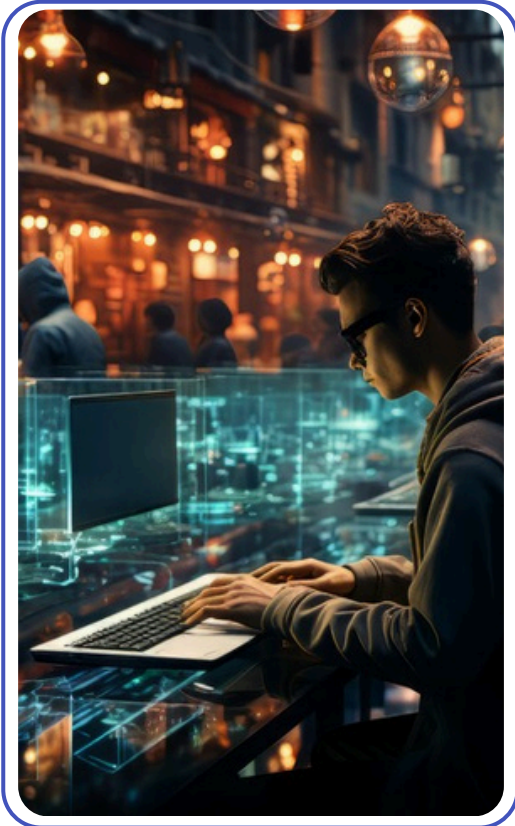
Warm regards

SERVICES

GIS - Telecom, Asset Mapping

- Our Computer Aided Design (CAD) & drafting team provides Geospatial Engineering Services in terms of Data Conversion & Migration and Mapping Services like Data Capture & AM/FM Mapping to.
- Designing next-generation fibre networks/systems i.e. FTTx, HFC and DAS for telecommunication companies.
- Provide offshore design methodology Triple Play services i.e. Voice, Data and Video, Broadband i.e. High-speed Internet and CATV which helps the customers in their business areas offering.
- Providing assistance and practical support on all aspects of Outside Plant Network Infrastructure and field operations.
- Provide end to end support and solutions to communications, engineering, and utility companies to manage effectively people, data, and infrastructure
- We also handle mission critical fibre-optic network related services involving future-proof designs of fiber networks i.e. FTTN, FTTP. FTTCs serving broadband and 4G LTE mobile services.
- Other GIS services include: Landbase conversion. Data Purification and reconciliation Records conversion (CAD or image-based), work order posting, conflation services.
- In addition, our telecom engineering design team provides wired or wireless Information Technology and Telecom networks Services to Telecommunication Companies.





Software Development, IoT Solutions, Web/Mobile and Cloud Solutions

- We provide design services through the flagship product "Super Pro" for CATV and telecom customers.
- We have also developed a comprehensive project management software "Spatial RPM" for managing projects or large program with unique Spatial intelligence.
- The Company's Architecture and Building Engineering services includes providing designs with respect to mechanical, electrical & plumbing and building management system.



Infrastructure Engineering Services

- We also provide flexible, scalable content development/production services to the customers. designs,
- The Company's innovative engineering services and enterprise software solutions help customers to gain a competitive advantage by enhancing productivity and improving quality of entire operation, from planning and installation to network maintenance and upgrades.
- The Company's Quality and Maintenance product "AQMS" aids Telecom organizations maintain an accurate and up-to-date database.

BOARD OF DIRECTORS



Mr.N.C.V. Rangacharya is the Managing Director of Cadsys (India) Limited. A civil engineer and an M. Tech graduate from Indian Institute of Technology, Chennai, Mr.Rangacharya has acquired immense knowledge and extensive experience in Software Development, CAD and Marketing.

He is also an expert in workflow designing and process re-engineering which is an essential requisite in an Information Technology Enabled Services (ITES) industry.

**Nallani Chakravarthi Venkata
Rangacharya**

Promoter and Managing Director

Ever since the inception of the company, Mr. Rangacharya has built a team of professionals in all significant area of business, such as Research & Development, Marketing and Technical, finance and administration. Under the aegis of Mr. Rangacharya, the sales and the profit of the company have been marking a consistent growth. Entrepreneurship Development Institute, a Government of India undertaking awarded him as the "Entrepreneur of The Year" for the year 2004 recognizing and appreciating his exceptional entrepreneurial capabilities.

BOARD OF DIRECTORS

“



Nallani Chakravarthi Padmaja is the whole-Time Director cum Chief Finance Officer handling the administrative and financial affairs of the Company. She holds an advance Post Graduate Diploma in Management from Dr. B.R. Ambedkar Open University. Prior to Cadsys, she was one of the leading members of Hyderabad Stock Exchange. With over 20 years of experience in the fields of Finance, Administrative and General Management of the Company affairs, Ms Padmaja has been contributing to the her expertise in the management of the Company.

Nallani Chakravarthi Padmaja,
Whole Time Director cum Chief Financial Officer

Madhavi Chilakamarri is a Non-executive Director of the Company. She holds a Master's degree in computer application from Osmania University. She has been associated with the Company in the capacity of a director since 19th March, 2005.

Madhavi Chilakamarri
Non-Executive Director

”



BOARD OF DIRECTORS



Sripadarajan Nagarajan
Executive Director

Mr. Nagarajan holds a Bachelor's degree in Science from Osmania University and a Bachelor's degree of Technology in Engineering (Computer Science) from University of Hyderabad. He has over thirty years of experience in software industry which includes a seven year stint at USA.

Prior to joining Cadsys, Nagarajan headed software product development at GE Power Control. Mr Nagarajan started his career as a software engineer at TCS and later had rich experience in managing IT and software development projects at topper companies such as Pfizer, Marsh & McLennan in NY, Dun & Bradstreet NJ, Hyperion Financials CT. He has been associated with the Company in the capacity of a director since 30th April, 2012. He has been associated with the company since 2003.



Sai Sridhar Sangineni
Independent Director

Mr. Sridhar is an Independent Director of the Company. He holds a bachelor's degree in Technology from NIT, Warangal and Master's in Computer Science from IIT, Roorkee. He has been associated with the Company in the capacity of a Independent director since 1st April, 2017.



Appalacharyulu Chilakamarri
Independent Director

Mr. Appalacharyulu Chilakamarri is a Fellow Member of The Institute of Chartered Accountants of India (ICAI) having 28 years of post-qualification experience in the area of Finance, Direct, Indirect Taxes and Company Law Matters. His area of experience include Direct and Indirect Taxes including GST, Costing, Internal Audit, Internal Control Systems, Company law matters, Finance Management, Audits of Pharma, Software, ARCs and Banks, Mr. Charyulu has served in the Board of Companies like SIRIS Limited, SDI Limited over a period of 18 years.

MANAGEMENT DISCUSSION AND ANALYSIS

I . INDUSTRY DOMAIN STRUCTURE AND DEVELOPMENTS

The confluence of AI, COVID-related challenges, and the rapid proliferation of 5G broadband networks has led to transformative shifts across industries. The pandemic expedited the adoption of AI-driven solutions, from healthcare diagnostics to remote work facilitation. 5G broadband networks emerged as a critical enabler, ensuring seamless connectivity for remote operations and virtual interactions. This synergy showcased the potential of AI and 5G to address real-world crises.

Simultaneously, the exponential growth of 5G broadband networks, bolstered by strategic investments and initiatives, has proven essential in maintaining robust connectivity during lockdowns and remote operations. Reports from the World Economic Forum and industry experts underscore how 5G played a pivotal role in supporting remote healthcare services, enabling virtual education, and promoting IoT-driven innovations.

Business overview – Design and build services in Wireline and Wireless and Software Services:

Cadsys and its group companies has been providing a comprehensive range of geospatial information systems (GIS), engineering (Tower and wireless), design-build engineering, construction services. and software services to companies in the communications, utility, energy, and rail industries.

Further, Apex provides design, installation, and testing, as well as professional land surveying, geotechnical services, lease exhibits, construction drawings, structural mappings, post modification inspections, structural and mount analysis, mount certifications, and Professional Engineering stamps in 48 states.

II . OPPORTUNITIES:

Cadsys and its group companies maintain a strong client base with large marquee clients. The Apex Group has developed a strong reputation among these client's quality and dependability, leading to recurring work and a strong and expanding pipeline.

Looking toward the near future, the 5G telecommunication business outlook in the USA, showcase a landscape ripe for evolution. The ongoing deployment of 5G infrastructure, as outlined by studies from Deloitte and GSMA Intelligence, is set to unleash a wave of innovation across industries. This transformation will manifest in areas like smart cities, autonomous vehicles, and precision agriculture, creating new avenues for economic growth.

III . THREATS:

While the fundamental risks and threats in the telecom industry have remained consistent over the years, our company has diligently monitored and analyzed evolving industry trends. Recent supply chain disruptions, particularly post-pandemic, have been significant factors causing delays in project implementations. However, technological advancements and new federal funding opportunities are creating substantial growth prospects for enterprises, which, in turn, is increasing market competition.

Potential capital expenditure budget caps could slow down construction projects, leading to delays in engineering and design services. In this dynamic landscape, our company is committed to staying ahead of industry trends and effectively managing potential threats. We understand that a proactive approach to trend monitoring and strategic adaptation is essential for maintaining our competitive edge and ensuring long-term success.

MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK / STRATEGIES:

Staying ahead in the volatile and dynamic telecom market is essential. To achieve this, our company has established a dedicated team focused on monitoring industry trends, regulatory changes, and technological advancements. This team employs advanced analytics, market research, and industry reports to provide timely and actionable insights. By concentrating on these key areas, we ensure that our strategic decisions are guided by the most current industry developments.

Additionally, we track project performance using real-time data to create comprehensive reports. This approach allows our teams to make prompt decisions, thereby minimizing the risk of resource wastage and optimizing the use of time and materials.

IV . INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The Company has developed

With an increasing number of staff working remotely, controls that were previously put in place are reviewed and revised to ensure relevancy and effective operation. The management assesses the risk of fraud and misstatements, cyber security threats to the data and information of the company and clients. The management maintains an adequate approach to risk management. Some of the key features of the systems are:

- Segregation of Duties: Duties are divided among different employees to reduce the risk of error or inappropriate actions.
- Authorization and Approval: Transactions are authorized and approved by someone other than the individual responsible for daily financial reporting to help ensure the activity is consistent with organizational policies and objectives.
- Reconciliation and Review: Reviews of specific functions or activities involving cross-checking transactions or records.
- Physical Security
- Accounting System Access Controls: Controlling electronic access to keep unauthorized users out is a must.

To ensure effective maintenance of Quality and Administrative processes The Company has adopted and implanted in certain internal control systems. Our ISO 9001:2008 QMS and ISO 27001 ISMS certifications are proof of our unflinching commitment to perform jobs with the concept of “zero errors and quality first” approach and our highest level of integrity in maintaining customers data secure.

The Finance and Compliance department implements and monitors the internal control environment and compliance with statutory requirements.

As required under the Companies Act, 2013, the Company has appointed M/s. J. Madhava Rao & Co., Chartered Accountants as the Internal Auditor of the Company who is continuing to perform Internal Audit and maintain the internal financial controls of the Company from time to time.

V . DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year, your Company achieved a turnover of ₹ 2,763.66 lakhs as against ₹ 2,181.93 Lakhs in the previous year with net profit of ₹ 223.95 Lakhs as against ₹ 112.50 Lakhs in the last year. Further, the consolidated revenue grew from ₹ 17,893.84 lakhs to ₹ 21,742.14 lakhs and the consolidated profit margin is ₹ 805.22 lakhs in FY 2024 as compared with Rs. 468.80 in FY 2023.

V . FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

BOARD'S REPORT

FOR THE YEAR ENDED MARCH 31, 2024

To,
The Members,
Cadsys (India) Limited.
Hyderabad, Telangana, India.

Dear Members,

Your Directors are pleased to present the 32nd Annual Report of your Company on the business and operations of the Company together with the Audited Financial Statements for the financial year ended on 31st March 2024, the Board's Report and the Auditor's Report thereon. The summary of financial performance of the Company and its Subsidiaries for the year under review is given hereunder:

DISCLOSURES AS PER RULE 8(5) OF COMPANIES (ACCOUNTS) RULES, 2014:

FINANCIAL HIGHLIGHTS

(in lakhs ₹)

Particulars	Standalone		Consolidated	
	For the financial year 2023-24	For the financial year 2022-23	For the financial year 2023-24	For the financial year 2022-23
Total Revenue	2,763.66	2,181.93	21,742.14	17,893.84
Total Expenses	2,515.99	2,036.00	20,329.01	17,107.76
Finance Cost	91.34	84.38	765.72	338.10
Depreciation	58.30	69.81	598.35	467.19
Exceptional Items	(28.65)	-	(28.65)	-
Profit before Tax	276.32	145.93	1,441.78	786.08
Tax Expense	52.37	33.43	54.72	38.91
Profit after Tax	223.95	112.50	805.22	468.80
Earnings per share (Basic & Diluted)	2.98	1.50	10.73	6.25

FINANCIAL PERFORMANCE

During the year under review, the performance of the Company has improved multifold times and both on the Standalone and consolidated basis. On Standalone front - the revenue for the year was Rs. 2,763.66 lacs as against Rs. 2,181.93 lacs for the previous year. The PAT attributable to the members was Rs. 223.95 lacs as against Rs. 112.50 lacs for the previous year.

Your Directors are continuously making effort for the future growth and expansion of the Company by exploring all possible avenues in the market both in India and abroad.

Further, during the year under review, there were no changes in the Nature of Business of the Company.

EXPORTS

The exports of the Company continue to be a major chunk of revenue accounting for a volume of Rs. 2,618.24 lacs as against Rs. 2,017.82 lacs in previous year.

TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(J) OF THE COMPANIES ACT, 2013

For the financial year ended on 31st March, 2024, the Company has not transferred any amount to Reserves.

DIVIDEND

With a view to conserve the resources in long run, your Board of Directors has not recommended any dividend for the financial year ended 31st March, 2024.

TRANSFER OF UNPAID & UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, declared dividends along with underlying equity shares which remained unpaid or unclaimed for a period of seven years are supposed to be transferred to IEPF. Presently, there is no amount which is required to be transferred to IEPF by the Company. However, the details of unpaid and unclaimed dividend can be accessed on Company's website i.e., <https://www.cadsystech.com/investor/>.

SHARE CAPITAL

During the year under review, there has been no change in the Share Capital of the Company. Your Company has one class of share, i.e., Equity Shares of face value ₹.10/- each. The Authorized Share Capital of your Company is Rs. 1,200 lacs comprising of 120 lacs Equity Shares of ₹. 10/- each. The issued, subscribed and the Paid-up Share Capital of your Company as on 31st March, 2024 is ₹ 750.25 lacs.

EXTRACT OF ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at <http://www.cadsystech.com/investor/>.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

The Board represents an optimum blend of professionalism, knowledge and experience. The Company's policy is to maintain optimum combination of Executive, Non-Executive Directors and Independent Directors.

Following were the Directors and Key Managerial Personnel of the Company as on 31st March, 2024:

S. No.	Name of the Directors	Designation	DIN/PAN
1.	Nallani Chakravarthi Venkata Rangacharya	Managing Director	01067596
2.	Nallani Chakravarthi Padmaja	Whole-Time Director and Chief Finance Officer	01173673
3.	Madhavi Chilakamarri	Non-Executive Director	01067690
4.	Sripadarajan Nagarajan	Executive Director	05262644
5.	Sai Sridhar Sangineni	Independent & Non-Executive Director	03274134
6.	Appala Charyulu Chilakamarri	Independent & Non-Executive Director	01601712
7.	Babladi Shailaja^	Company Secretary and Compliance Officer	ARXPB4192L
8.	Vanamali Praneeth Kumar^^	Company Secretary and Compliance Officer	CEKPP8487C

^Ceased w.e.f April 01, 2024

^^Appointed w.e.f April 01, 2024

Changes during the Financial Year ended 31st March, 2024:

i. Cessation and Appointment of Director/KMP:

During the year under review, Babladi Shailaja, Company Secretary and Compliance officer had resigned effective from April 01st, 2024 and in her place Vanamali Praneeth Kumar was appointed as Company Secretary and Compliance officer, all the necessary filings were made with the statutory authorities in this regard. Except this, there was no change in the composition of Board of Directors.

ii. Cessation and Appointment of Director/KMP:

In accordance with the provisions of the Companies Act, 2013, Mr. Sripadarajan Nagarajan, Director of the company retires by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment. The brief profile of the Director is presented in this Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6), Code for independent directors of the Companies Act, 2013 and of the Listing Regulations.

In the opinion of the Board, the Independent Directors possess their requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Companies Act, 2013 ('the Act') as well as the Rules made thereunder and are independent of the management.

COMPOSITION OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS OF THE COMPANY & ITS MEETINGS

The Board had constituted various Committees as required under the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The provisions of Companies Act, 2013 read with Secretarial Standard – 1 issued by the Institute of Company Secretaries of India (ICSI) and SEBI (LODR) Regulations, 2015 were adhered while conducting Committee Meetings. The details of various committees constituted by the Board are covered hereunder:

1. AUDIT COMMITTEE:

Audit Committee was constituted to monitor, oversee and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. The Committee adheres to the compliance with the applicable provisions under the Companies Act, 2013 and rules made thereunder. The committee policy is available on the website, at <http://www.cadsystech.com/investor/>

During the year under review, the Audit Committee had been reconstituted. Post such change, the composition members of the Committee are shown below.

Composition of Audit Committee:

Sl. No.	Name of the Director/KMP	Designation in the Committee
1	Appala Charyulu Chilakamarri	Chairman
2	Sai Sridhar Sangineni	Member
3	Nallani Chakravarthi Venkata Rangacharya	Member
4	Babladi Shailaja^	Secretary
5	Vanamali Praneeth Kumar^^	Secretary

^Ceased w.e.f April 01, 2024

^^Appointed w.e.f April 01, 2024

Details of Audit Committee Meetings:

The Audit Committee met 7 times during the year under review on May 08th, 2023, May 29th, 2023, August 16th, 2023, September 30th 2023, November 14th, 2023, March 13th, 2024 and March 29th, 2024. The necessary quorum was present for all the meetings held during such year. The details of attendance of each Member at the Audit Committee meetings held during the year are as under:

S. No.	Name of the Director/KMP	Number wise meetings attendance							No. of Board Meetings Attended
		1	2	3	4	5	6	7	
1	Appala Charyulu Chilakamarri	✓	✓	✓	✓	✓	✓	✓	7
2	Sai Sridhar Sangineni	✓	✓	✓	✓	✓	X	X	5
3	Nallani Chakravarthi Venkata Rangacharya	✓	✓	✓	✓	✓	✓	✓	7
4	Babladi Shailaja	✓	✓	✓	✓	✓	✓	✓	7

ii. NOMINATION AND REMUNERATION COMMITTEE:

The Committee was constituted to screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors, consistent with criteria approved by the Board, and to recommend, for approval by the Board, nominees for election at the General Meeting. The Committee also designs, benchmarks and continuously reviews the compensation program for the Board and senior management against the achievement of measurable performance goals. The Committee adheres to the compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder. The committee also regularly reviews from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration.

During the year under review, the Nomination and Remuneration Committee had been reconstituted. Post such change, the composition members of the Committee are shown below.

Composition of Nomination and Remuneration Committee:

Sl. No.	Name of the Director/KMP	Designation in the Committee
1	Sai Sridhar Sangineni	Chairman
2	Appala Charyulu Chilakamarri	Member
3	Sripadarajan Nagarajan [^]	Member
4	Madhavi Chilakamarri ^{^^}	Member
5	Babladi Shailaja ^{^^^}	Secretary
6	Vanamali Praneeth Kumar ^{^^^^}	Secretary

[^]Ceased w.e.f September 30, 2023

^{^^}Appointed w.e.f September 30, 2023

^{^^^}Ceased w.e.f April 01, 2024

^{^^^^}Appointed w.e.f April 01, 2024

Details of Nomination and Remuneration Committee Meetings:

The Nomination and Remuneration Committee met 6 times during the year under review on May 08th, 2023, May 29th, 2023, August 16th, 2023, September 30th, 2023, March 13th, 2024 and March 29th, 2024. The necessary quorum was present for all the meetings. The details of attendance of each Member at the Nomination & Remuneration Committee meetings held during the year are as under:

S.No.	Name of the Director/KMP	Number wise meetings attendance						No. of Meetings Attended
		1	2	3	4	5	6	
1	Sai Sridhar Sangineni	✓	✓	✓	✓	✓	X	5
2	Sripadarajan Nagarajan	✓	✓	✓	✓	X	X	4
3	Appala Charyulu Chilakamarri	✓	✓	✓	✓	✓	✓	6
4	Madhavi Chilakamarri	X	X	X	X	✓	✓	2
5	Babladi Shailaja	✓	✓	✓	✓	✓	✓	6

iii. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

The Stakeholder's Relationship Committee was constituted to review matters related to grievances of Shareholders and Investors. The committee primarily focuses on review of investor complaints, its redressal and queries received from investors i.e., transfer of Shares, issue of Duplicate Share Certificates, non-receipt of Annual Reports, Dematerialization/ Re-materialization etc. and reviews the reports presented by the Share Transfer Agents of the Company. The Committee adheres to the compliance with the applicable provisions of Companies Act, 2013 and rules made thereunder.

Composition of the Stakeholder's Relationship Committee:

S. No.	Name of the Director/KMP	Designation in the Committee
1	Madhavi Chilakamarri	Chairperson
2	Nallani Chakravarthi Padmaja	Member
3	Nallani Chakravarthi Venkata Rangacharya	Member

BOARD MEETINGS

The provisions of Companies Act, 2013 read with Secretarial Standards Issued by the Institute of Company Secretaries of India (ICSI) and SEBI (LODR) Regulations, 2015 were adhered while conducting Board Meetings. The details of the Board Meetings are covered hereunder:

Details of Board Meetings:

During the FY 2023-24, the Board of Directors met 7 times dated May 08, 2023, May 29, 2023, August 16, 2023, September 30, 2023, November 14th 2023, March 13, 2024 and March 29, 2024.

S. No.	Name of the Director	Number wise meetings attendance							No. of Board Meetings Attended
		1	2	3	4	5	6	7	
1	Nallani Chakravarthi Venkata Rangacharya	✓	✓	✓	✓	✓	✓	✓	7
2	Nallani Chakravarthi Padmaja	✓	✓	✓	✓	✓	✓	✓	7
3	Madhavi Chilakamarri	✓	✓	✓	✓	✓	X	X	5
4	Sripadarajan Nagarajan	✓	✓	✓	✓	✓	✓	✓	7
5	Sai Sridhar Sangineni	✓	✓	✓	✓	✓	X	X	5
6	Appala Charyulu Chilakamarri	✓	✓	✓	✓	✓	✓	✓	7

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate combination of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As of March 31, 2024, the details of Board and committee composition, and other details are available in this Annual Report. The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at <http://www.cadsystech.com/investor/>

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

PERFORMANCE EVALUATION OF THE BOARD

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and rules made thereunder.

The performance of the Board and the committees was evaluated by the Board, after seeking inputs from all the Directors and the members of the Committees, on the basis of the criteria such as the composition and structure, effectiveness of Board and Committee processes, information and functioning, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings.

Separate meeting of Independent Directors was held to evaluate the performance of non-independent Directors, performance of the Board as a whole taking into account the views of Executive Directors and Non-Executive Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- For the preparation of the annual financial statements for the year ended 31st March, 2024, the applicable accounting standards have been adopted and followed;
- The applicable accounting policies are applied consistently to make judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs and profits of the company as at the end of the financial year under review;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a "going concern basis";
- Proper internal financial controls were in place and followed by the Company and that such internal financial controls are adequate for effective operations; and
- Proper systems are devised by the Company to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

A. Conservation of energy:

(i)	the steps taken or impact on conservation of energy	Efforts are made towards minimizing wastage in all areas of operations of the Company.
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipment's	No additional investment was made for reduction in consumption of energy.

B. Technology absorption: :

During the year under review there has been no transaction of technology absorption.

C. Foreign Exchange earnings and outgo (₹. in Lacs):

Particulars	Financial Year 2023-24	Financial Year 2022-23
Foreign Exchange Earnings	2504.23	1,108.39
Foreign Exchange Outgo	0.07	7.41

CONSOLIDATED FINANCIAL STATEMENTS OF SUBSIDIARIES

During the year under review, the Board had taken note of change in equity percentage of Cadsys (India) Limited in Apex Advanced Technology LLC by virtue of purchase of additional equity units by FVLCRUM (AATF Holdings, LLC), Private Equity Fund. Post this change and as on 31st March, 2024, your Company has following subsidiaries:

Sl. No	Name of the Company	Percentage of Holding
1	Apex Engineers (India) Private Limited	80%
2	Apex Advanced Technology LLC, USA	52%
3	Cadsys Technologies LLC, USA	96.87%

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of Financial Statements of subsidiary companies in Form No. AOC-1 forms part of Board's Report as **ANNEXURE-I**.

COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES/JOINT VENTURES AND ASSOCIATE COMPANIES

There are no other companies which have become or ceased to be its subsidiaries/joint venture/associate companies during the year.

RELATED PARTY TRANSACTIONS

All the related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed Form AOC-2 pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, forms part of this report as **ANNEXURE-II**.

All Related Party Transactions were placed before the Audit Committee before the Board for approval. The Board of Directors of the company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its related parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules framed thereunder. Policy for Related Party Transactions has been uploaded on the website of the company. The web address of the same is <http://www.cadsystech.com/investor/>.

UNSECURED LOANS FROM DIRECTORS/ RELATIVES OF DIRECTORS

During the year under review, the Company has not accepted any unsecured loans from Directors/Relatives of Directors pursuant to provisions of Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

DEPOSITS

The Company has not accepted any public deposits and as such no amount on account of principal or interest on public Deposits was outstanding as on 31st March, 2024.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as **"ANNEXURE-III"**. Further, the Company has no employee drawing remuneration exceeding the limits prescribed under Section 197(12) of Companies Act, 2013 read with Sub-Rule 2 of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RISK MANAGEMENT

Risk management is the process of identification, assessment, and prioritization, of risk followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive risk assessments and minimization procedure which is reviewed by the Audit Committee and approved by Board.

VIGIL MECHANISM

In accordance with the provisions of Section 177 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Company has formulated a vigil mechanism to address the instances of fraud and mismanagement, if any.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

CORPORATE GOVERNANCE

The Company is listed under Chapter XB of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, i.e., on SME Platform of National Stock Exchange of India Limited - NSE EMERGE. As such, according to Regulation 15(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliances with respect to Corporate Governance disclosures are not applicable to your Company. However, your Company strives to incorporate the appropriate standards for Corporate Governance in the interest of the stakeholders of the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Except as disclosed elsewhere in this report, there have been no other material changes and commitments, which can affect the financial position of the Company, occurred between the end of the financial year of the Company and date of this report.

COMPLIANCE WITH PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to uphold and maintain the dignity of woman employees and Company has in place a POSH policy as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. A copy of the policy can also be accessed at the Company's registered office address.

Your Company has constituted Internal Complaints Committee as required under the said Act to oversee the complaints received, if any, and redress the same. Your Directors further state that during the year under review, there were no cases filed pursuant to said Act. Also, Company frequently conducts workshops/ programmes for all the employees/ staff briefing them about the Act and the rights of women employees at the workplace.

OTHER DISCLOSURES PURSUANT TO THE COMPANIES (ACCOUNTS) AMENDMENT RULES, 2021:

Ministry of Corporate Affairs vide its notification dated 24th March, 2021 has come up with the Companies (Accounts) Amendment Rules, 2021 mandating the Companies to disclose the following details under rule 8, in sub-rule (5) of The Companies (Accounts) Rules, 2014 w.e.f 01st April, 2021. Details pursuant to said amendment are as follows:

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.	During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.
Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.	During the year under review, there has been no one time settlement of loans taken from the banks and Financial Institutions.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

ORDERS, IF ANY, PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there were no significant material orders passed by the Regulators or Courts or Tribunals, which could adversely impact the going concern status of the Company and its operations in the future.

INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY

Your Company is committed to constantly improve the effectiveness of internal financial controls and processes for the efficient conduct of its business operations and ensuring security to its assets and timely preparation of reliable financial information. In the opinion of the Board, the internal financial control system of the Company is commensurate with the size, scale and complexity of business operations of the Company. Further, the internal financial controls concerning the Financial Statements are adequate in the opinion of the Board of Directors and were operating effectively.

The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive programme of internal, external audit and periodic review by the Management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and maintaining assets accountability.

STATUTORY AUDITORS:

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, the Company in its 28th Annual General Meeting (AGM) had appointed M/s Darapaneni & Co., Chartered Accountants (Firm registration No. 000685S), Chartered Accountants, as Statutory Auditors of the Company, for a term of five consecutive years, from the conclusion of that Annual General Meeting till the conclusion of the 33rd Annual General Meeting to be held in the year 2025.

Further the remuneration of the Auditors shall be fixed by the Board of Directors of the Company in consultation with the Auditors.

INTERNAL AUDITORS:

M/s J. Madhava Rao & Co Chartered Accountants, were appointed during the year under review to perform the duties of internal Auditors of the Company and their reports are reviewed by the Audit Committee from time to time.

SECRETARIAL AUDITORS:

Pursuant to the provisions of Sections 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s Atluri Ramesh & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the year ended on 31st March 2024. The Secretarial Auditor's Report for the year ended 31st March 2024 forms part of this report as **"ANNEXURE-IV"**.

COST AUDITORS:

In terms of Cost (Records and Audit) Amendment Rules, 2014 dated 31st December 2014 issued by the Central Government, the requirement for Cost Audit is not applicable to the Company.

REPORTING OF FRAUDS BY THE AUDITORS

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 the Board's report, which forms part of this Integrated Annual Report.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their gratitude to members for the confidence reposed by them and thank all the members, customers, Bankers, Registrar to the Company, dealers, suppliers and other business associates for their contribution to your Company's growth. Your Directors also wish to place on record their appreciation for the contribution made by the employees at all levels without whom the growth of the Company is unattainable. Your Directors also thank the Central/State Government, for their support. Your Directors seek and look forward for the same support in future.

**For and on behalf of Board of Directors
Cadsys (India) Limited**

Date: 29th May, 2024
Place: Hyderabad

**Sd/-
N.C.V. Rangacharya
Managing Director
DIN: 01067596**

**Sd/-
N. C. Padmaja
Whole Time Director cum Chief
Finance Officer
DIN: 01173673**

ANNEXURE-I

FOR THE YEAR ENDED MARCH 31, 2024

Form No. AOC-1**(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)****1. Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures****Part A – Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl.No.	Particulars	I	II	III
1.	Name of the subsidiary	Apex Engineers (India) Private Limited	Cadsys Technologies LLC USA	Apex Advanced Technology LLC, USA
2.	The date since when subsidiary was acquired	09/11/2016	28/05/2009	13/04/2016
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2023 to 31/03/2024	01/04/2023 to 31/03/2024	01/04/2023 to 31/03/2024
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries	INR	INR	INR
5.	Share Capital	1,00,000	52,45,636	63,83,43,911
6.	Reserves and Surplus	(97,32,496)	(94,27,032.50)	55,62,03,854
7.	Total Assets	4,31,799	14,26,175	2,43,52,77,487
8.	Total Liabilities	1,00,64,000	56,07,561	1,24,41,55,491
9.	Investments	0	0	24,83,52,157
10.	Turnover	0	1,06,11,891	2,12,58,27,806
11.	Profit/loss before taxation	(4,20,074)	(5,07,118)	14,04,79,593
12.	Provision for taxation	0	0	1,97,580
13.	Profit/loss after taxation	(4,57,872)	(5,07,118)	14,02,82,013
14.	Proposed Dividend	0	0	0
15.	Extent of shareholding (in percentage)	80.00%	96.87%	52%

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

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

Part B: Associates and Joint Ventures – NA

For and on behalf of Board of Directors
Cadsys (India) Limited

sd/-

N.C.V. Rangacharya
Managing Director
DIN: 01067596

Date: 29th May, 2024

Place: Hyderabad

sd/-

N. C. Padmaja
Whole Time Director cum Chief
Finance Officer
DIN: 01173673

ANNEXURE - II

FOR THE YEAR ENDED MARCH 31, 2024

Form No. AOC-2

Particulars of contracts/arrangements entered with Related Parties

(Pursuant to section 134(3)(h) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 – in Form AOC-2)

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 arms-length transactions under third proviso thereto.

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

During the year ended on 31st March 2024, no contracts or arrangements or transaction were entered with Related Parties, which are not at arm's length basis.

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

Sl. No.	Name of the Related Party	Nature of relationship	Nature of contracts	Duration of contract	Terms of the contract	Amount (₹. in Lakhs)
1	Apex Advanced Technology LLC	Subsidiary	Provision of Services	Ongoing	--	2282.48
2	IPowerfour Technologies Private Limited	Sister concern	Rent	Ongoing	--	2.27
3	Babladi Shailaja	KMP	Receiving of Professional Services	Ongoing	--	4.80

For and on behalf of Board of Directors
Cadsys (India) Limited

Date: 29th May, 2024

Place: Hyderabad

Sd/-
N.C.V. Rangacharya
Managing Director
DIN: 01067596

Sd/-
N. C. Padmaja
Whole Time Director cum Chief
Finance Officer
DIN: 01173673

Particulars of Directors / Key Managerial Personnel Remuneration:

Information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- 1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

S. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	N.C.V Rangacharya, Managing Director	16:1
2.	N.C. Padmaja, Whole-Time Director	10:1
3.	Sripadarajan Nagarajan – Director	16:1

C. Madhavi (Non-Executive Director), Appala Charyulu Chilakamarri and Sai Sridhar Sangineni (Independent Directors) do not draw any remuneration from the Company.

- 2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

During the financial year under review, there has been no change in the percentage increase in the remuneration paid to the CFO, Directors and the Company Secretary of the Company.

- 3. The percentage increase in the median remuneration of employees in the financial year: 5%**
- 4. The number of permanent employees on the rolls of Company: 350**
- 5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was 5%. Whereas there was no change in the remuneration of managerial personnel during the same financial year under review.

- 6. Affirmation that the remuneration is as per the remuneration policy of the company: Yes**

For and on behalf of Board of Directors
Cadsys (India) Limited

Date: 29th May, 2024
Place: Hyderabad

Sd/-
N.C.V. Rangacharya
Managing Director
DIN: 01067596

Sd/-
N. C. Padmaja
Whole Time Director cum Chief
Finance Officer
DIN: 01173673

FORM NO. MR-3**Secretarial Audit Report****FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024**

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

To,

The Members,

Cadsys (India) Limited

Hyderabad, Telangana, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cadsys (India) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our 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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the Audit Period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period)

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India i.e. Secretarial Standards – 1 for Board Meetings and Secretarial Standards – 2 for General Meetings.
- ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Company is engaged in the business of IT & ITES (IT Enabled Services). Accordingly, some of the applicable Industry specific acts are covered under the purview of our audit, in consultation with the Management and on the basis of the Guidance Note issued by the ICSI. Based on our verification and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable specifically to the Company:

- i. The Information Technology Act, 2000 & Rules made there under;
- ii. Software Technology Parks of India rules and regulations, 2004

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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board and the Committee were unanimous, and no dissenting views have been recorded.

We further report that, based on the information provided and the representation made by the Company, in our opinion 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 year under review, the board has taken note of change in equity percentage of Cadsys (India) Limited in Apex Advanced Technology LLC by virtue of purchase of additional equity units by FVLCRUM (AATF Holdings, LLC), Private Equity Fund.

We further report that during the audit period there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs other than what mentioned in this report.

For Atluri Ramesh & Associates
Company secretaries

Sd/-

CS Atluri Ramesh

Proprietor

M.No. F9889: CP No. 16418

Peer Review Cert No: 769/2020

Unique Code: S2016AP390200

UDIN: F009889F000486134

Date: 29th May, 2024

Place: Hyderabad

Note: This letter is to be read with our letter of even date, which is annexed, and form an integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED MARCH 31, 2024

To,
The Members of
Cadsys (India) Limited
Hyderabad, Telangana, India.

1. Maintenance of secretarial records 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 methods as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that the facts reflected in secretarial records are correct. 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.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on random test basis.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. 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.

For Atluri Ramesh & Associates
Company secretaries

Sd/-

CS Atluri Ramesh
Proprietor

M.No. F9889: CP No. 16418

Peer Review Cert No: 769/2020

Unique Code: S2016AP390200

UDIN: F009889F000486134

Date: 29th May, 2024

Place: Hyderabad

CERTIFICATE FROM CHIEF FINANCE OFFICER

FOR THE YEAR ENDED MARCH 31, 2024

I, Nallani Chakravarthi Padmaja, Chief Finance Officer of Cadsys (India) Limited certify:

- a) That, I have reviewed the Audited Standalone & Consolidated Financial Results for the half year and full year ended on 31st March, 2024 and that to the best of my knowledge and belief:
- i. These financials results do not contain any material untrue statement or omit any material fact now contain statement that might be misleading and;
 - ii. These financial results present a true and fair view of the Company's affairs and are in compliance with the applicable laws and regulations.
- b) That there are to the best of my 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.
- c) That I accept the responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the audit committee, deficiencies in design and operations of the internal controls, if any, of which I am aware and the steps that I have been taken or propose to take to rectify the identified deficiencies.

Date: 29th May 2024

Place: Hyderabad

Sd/-

N. C. Padmaja

**Whole-Time Director cum Chief
Finance Officer**

DIN: 01173673

INDEPENDENT AUDITOR'S REPORT

FOR THE YEAR ENDED MARCH 31, 2024

To
The Members of Cadsys (India) Limited

Report on the audit of the Standalone financial statements

We have audited the accompanying Standalone financial statements of Cadsys (India) Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the ("standalone financial statements")).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit and 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 Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key audit matters

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

We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including 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 are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statement 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 also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone financial statements

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

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

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance sheet, the Statement of profit and loss, and the Cash flow statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid 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, 2024 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the Standalone financial statements.
- g. The Company being a public limited company, 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 the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

- a. There are no pending litigations as on 31 March 2024.
- b. The Company has not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
- c. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company
- d. The management has represented that, to the best of its knowledge and belief, that
- i). The management has represented that, to the best of its knowledge and belief, except as disclosed in note 47, No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- ii). The management has represented that, to the best of its knowledge and belief, except as disclosed in note 47, No funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- iii). Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- e. In our opinion and according to the information and explanations given to us, the company has not declared any dividend during the year.
- f. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023; The Company, in respect of financial year commencing on or after the 1st April, 2023, has used Tally ERP Accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

Sd/-

Partner

Sree Rama Chandra Murthy .Ch

Membership No. 233010 UDIN:

24233010BKARYP5207

Place : Hyderabad

Date : 29th May, 2024

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE
FINANCIAL STATEMENTS**
FOR THE YEAR ENDED MARCH 31, 2024

(Referred to 'Report on Other Legal and Regulatory Requirements' section of our report of that date)

- 1). a). In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment and intangible assets.
 - b). The Company has a program of verification to cover all items of property, plant and equipment in a phased manner over a period of 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 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). In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
 - d). In our opinion to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including right of use asset) during the year
 - e). In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under
- 2). The Company's nature of operations does not require it to hold inventories. Accordingly, clause (ii) of paragraph 3 of the Companies (Auditor's Report) Order, 2020 is not applicable for the current year.
 - 3). In our opinion and according to information and explanation given to us, the Company has not made investments in/ provided any guarantee or security/ granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties except for . Accordingly, paragraph 3 (iii) of the Order is not applicable.
 - 4). In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
 - 5). In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

- 6). The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
- 7). In our opinion and according to the information and explanations given to us:
- a. The amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have generally been regularly deposited by the Company with the appropriate authorities in all cases during the year.
 - b. No undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable
 - c. No disputed amounts payable in respect of income tax, sales tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
- 8). In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account 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 repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender
- b). According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
- c). In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans, during the year.
- d). In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes.
- e). The Company has not taken any funds from any entity or person on account of or to meet obligations of its Subsidiaries, associates or Joint Venture and accordingly, paragraphs 3 (ix) (e) of the Order are not applicable.
- f). In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- 10).** a). The Company raised money by way of preferential allotment during the year.
- b). In our opinion and according to the information and explanations given to us, nothing has come to our attention adversely which need to be reported under this clause.
- 11).** a). In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.
- b). According to the information and explanations given to us, no report under sub-section (1 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- c). As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- 12).** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- 13).** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14).** a). In our opinion the Company has an adequate Internal audit system commensurate with the size and the nature of its business.
- b). We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 15).** In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable to the company hence provisions of section 192 of the Act, 2013 are not applicable to the Company.
- 14).** a). In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b). In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c). In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.

(d). In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 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). There has been no resignation of the statutory auditors during the year. Accordingly, Paragraph 3 (xviii) of the Order is not applicable.

19). In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20). The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social responsibility are not applicable to the company. Therefore, the provisions of paragraph 3(xx) of the order are not applicable

21). In our opinion and according to the information and explanations given to us, the Company does not have any unfavourable answers or qualifications or adverse marks, which are required to be reported under this clause. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

For DARAPANENI & Co.

Chartered Accountants,

Firm Registration Number: 000685S

Sd/-

Partner

Sree Rama Chandra Murthy .Ch

Membership No. 233010

UDIN: 24233010BKARYP5207

Place : Hyderabad

Date : 29th May, 2024

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Cadsys (India) Limited of that date)

Report on the internal financial controls with reference financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference financial reporting of Cadsys (India) Limited (“the Company”) as at March 31, 2024, in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial control with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”).

Management’s responsibility for internal financial controls

The Company’s management and Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

Auditors’ responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing (“SA”), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Standalone Financial Statements were established and maintained and whether 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 with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the Standalone Financial Statements, 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 Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 of 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.

OTHER MATTER

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to subsidiaries, step down subsidiary which was incorporated in India, is based solely on the corresponding report of the auditor of such company incorporated in India. Our opinion is not modified in respect of this matter.

For DARAPANENI & Co.

Chartered Accountants,

Firm Registration Number: 000685S

Sd/-

Partner

Sree Rama Chandra Murthy .Ch

Membership No. 233010

UDIN: 24233010BKARYP5207

Place : Hyderabad

Date : 29th May, 2024

STANDALONE BALANCE SHEET

FOR THE YEAR ENDED 31ST MARCH 2024

	Particulars	Note No	As at 31st March,2024	As at 31st March,2023
			(Audited)	(Audited)
			Rs. in Lakhs	Rs. in Lakhs
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	750.25	750.25
	(b) Reserves and surplus	3	3,706.75	3,482.80
	(c) Money Received against Share Warrants	3	312.50	312.50
2	Non-current liabilities			
	(a) Long-term Borrowings	4	375.49	426.10
	(b) Other Long-term Liabilities	5	-	-
	(c) Long-term provisions	6	102.20	105.53
3	Current liabilities			
	(a) Short-term Borrowings	7	598.30	627.01
	(b) Trade payables			
	i)Total outstanding dues to micro enterprises and small enterprises	8	8.66	0.22
	ii)Total outstanding dues to creditors other than micro enterprises and small enterprises	8	14.80	22.99
	(c) Other current liabilities	9	295.31	372.12
	(d) Short-term provisions	10	8.49	-
	TOTAL		6,172.76	6,099.52
B	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment			
	(i) Property, Plant and Equipment	11	694.14	723.45
	(ii) Intangible assets	11	5.09	27.05
	(iii) Capital Work in progress		169.97	-
	(b) Non Current Investments	12	2,786.83	2,542.67
	(c) Deferred Tax Assets (Net)	13	66.07	71.85
	(d) Long-term loans and advances	14	38.60	39.32
2	Current assets			
	(a) Trade receivables	15	1,801.99	1,768.54
	(b) Cash and cash equivalents	16	207.24	648.18
	(c) Short-term loans and advances	17	90.21	51.56
	(d) Other current assets	18	312.62	226.90
	TOTAL		6,172.76	6,099.52
	Significant Accounting policies	1		
	Notes on Financial Statements	2 to 45		

As per our report of even date
for DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

Sd/-
Partner
Sree Rama Chandra Murthy .Ch
Membership No. 233010
Place : Hyderabad
Date : 29th May, 2024

Sd/-
Managing Director
N.C.V.Rangacharya
DIN: 01067596

Sd/-
Director
C.Madhavi
DIN: 01067690

For and on behalf of the Board of Directors

Sd/-
Whole-Time Director cum Chief
Finance Officer
N.C.PADMAJA
DIN: 01173673

Sd/-
Company Secretary & Compliance Officer
VANAMALI PRANEETHKUMAR
PAN:CEKPP8487C

STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31ST MARCH 2024

		For Half Year Ended				For the Year Ended		
	Particulars	Note No.	31st Mar, 2024	30th Sep, 2023	31st Mar, 2023	30th Sep, 2022	31st Mar, 2024	31st Mar, 2023
			(Audited)	(UnAudited)	(Audited)	(UnAudited)	(Audited)	(Audited)
			Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
I	Revenue from operations	19	1,364.44	1,355.41	1,108.40	1,019.85	2,719.85	2,128.25
II	Other income	20	19.18	24.62	20.01	33.67	43.81	53.68
III	Total Revenue		1,383.62	1,380.03	1,128.41	1,053.52	2,763.66	2,181.93
IV	Expenses							
	Employee Benefit Expense	21	974.95	966.85	809.77	668.35	1,941.80	1,478.12
	Other Operating Expenses	22	187.09	210.89	210.38	169.96	397.98	380.33
	General Expenses	23	14.86	11.71	11.18	12.17	26.57	23.35
	Financial costs	24	40.47	50.87	45.64	38.74	91.34	84.38
	Depreciation and amortisation expense	11	24.92	33.39	34.65	35.16	58.30	69.81
	Total Expenses		1,242.28	1,273.70	1,111.62	924.38	2,515.99	2,036.00
V	Profit / (Loss) before Exceptional and Extraordinary items and tax (III-IV)		141.34	106.33	16.79	129.14	247.67	145.93
VI	Exceptional items		(28.65)	-	-	-	(28.65)	-
VII	Profit / (Loss) before extraordinary items and tax (V - VI)		169.98	106.33	16.79	129.14	276.32	145.93
VIII	Extraordinary items		-	-	-	-	-	-
IX	Profit / (Loss) before tax (VII-VIII)		169.98	106.33	16.79	129.14	276.32	145.93
X	Tax expense:							
	(a) Current tax Expense		32.40	18.50	6.34	27.24	50.90	33.58
	(b) Deferred tax Expense / (Income)		(8.38)	14.16	(13.20)	12.29	5.78	(0.91)
	(c) Earlier Year Taxes		(4.31)	-	(1.97)	2.72	(4.31)	0.76
	Profit / (Loss) for the Period		150.28	73.67	25.61	86.89	223.95	112.50
	Earning Per Share							
	(i) Basic & Diluted EPS		2.00	0.98	0.34	1.16	2.98	1.50
	(ii) Adjusted Basic EPS		-	-	-	-	-	-
	Notes on Financial Statements	2 to 45						

As per our report of even date
for DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

Sd/-
Partner
Sree Rama Chandra Murthy .Ch
Membership No. 233010
Place : Hyderabad
Date : 29th May, 2024

Sd/-
Managing Director
N.C.V.Rangacharya
DIN: 01067596

Sd/-
Director
C.Madhavi
DIN: 01067690

For and on behalf of the Board of Directors

Sd/-
**Whole-Time Director cum Chief
Finance Officer**
N.C.PADMAJA
DIN: 01173673

Sd/-
Company Secretary & Compliance Officer
VANAMALI PRANEETHKUMAR
PAN:CEKPP8487C

STANDALONE CASH FLOW STATEMENTS

STATEMENT FOR YEAR ENDED 31ST MARCH 2024

Particulars	Half Year Ended 31st Mar, 2024	Half Year Ended 30th Sep, 2023	Half Year Ended 31st Mar, 2023	Half Year Ended 30th Sep, 2022	Year Ended 31st March, 2024	Year Ended 31st March, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES					Rs. in Lakhs	Rs. in Lakhs
Profit before Tax as per Statement of Profit and Loss	169.99	106.33	16.80	129.13	276.32	145.93
Adjustments For :	-		-			
Depreciation and Amortisation Expense	24.92	33.39	34.65	35.16	58.30	69.81
Finance Costs	40.47	50.87	45.64	38.74	91.34	84.38
Interest Income	(0.06)	(3.63)	(13.39)	(10.35)	(3.70)	(23.74)
Dividend Income	-	-	-	-	-	-
	65.32	80.62	66.90	63.56	145.95	130.45
Operating Profit before Working Capital Changes	235.31	186.95	83.70	192.69	422.26	276.38
Adjustments for Changes in Working Capital :						
Adjustments for (Increase) / Decrease in operating assets						
Long-Term loans and advances	3.33	(2.61)	(0.79)	(12.49)	0.71	(13.27)
Trade Receivables	76.99	(110.44)	(178.21)	(751.69)	(33.45)	(929.89)
Short-Term Loans & Advances	(14.80)	(23.85)	(9.01)	(17.82)	(38.65)	(26.83)
Other Current Assets	(68.38)	(17.33)	(161.94)	72.32	(85.71)	(89.62)
Adjustments for Increase / (Decrease) in operating liabilities	-		-			
Long-Term Provisions	13.47	(16.80)	32.60	(27.50)	(3.33)	5.10
Short-Term Provisions	(3.17)	11.66	(20.19)	12.87	8.49	(7.32)
Trade Payables	6.15	(5.88)	(7.18)	24.22	0.26	17.04
Other Current Liabilities	(6.47)	(70.33)	110.60	44.30	(76.80)	154.90
	7.12	(235.59)	(234.11)	(655.79)	(228.48)	(889.90)
Cash from Operations	242.43	(48.64)	(150.42)	(463.10)	193.79	(613.52)
Income Tax Paid	(28.09)	(18.50)	(4.37)	(29.96)	(46.59)	(34.34)
Net Cash Generated from Operating Activities (A)	214.34	(67.14)	(154.79)	(493.06)	147.20	(647.85)

B. CASH FLOW FROM INVESTING ACTIVITIES						
Payments for Purchase of Fixed Assets	(130.56)	(46.44)	(1.07)	0.00	(177.00)	(1.07)
Mutual Funds	-	-	-	-	-	-
Payments for Non-Current Investments	2.40	(246.57)	37.61	(9.22)	(244.17)	28.38
Interest Income	0.06	3.63	13.39	10.35	3.70	23.74
Sale of Assets	-	-	-	-	-	-
Net Cash Used in Investing Activities (B)	(128.10)	(289.37)	49.93	1.12	(417.47)	51.06
C. CASH FLOW FROM FINANCING ACTIVITIES						
Repayment of Short-Term Borrowings	175.94	(204.66)	29.69	359.95	(28.72)	389.64
Repayment of Long-Term Borrowings	(25.89)	(24.72)	81.27	(17.96)	(50.61)	63.32
Dividend income	-	-	-	-	-	-
Finance Costs Paid	(40.47)	(50.87)	(45.64)	(38.74)	(91.34)	(84.38)
Dividend and Dividend Distribution Tax Paid	-	-	-	-	-	-
Convertible Warrants	-	-	312.50	-	-	312.50
Net Cash Generated from Financing Activities (C)	109.58	(280.25)	377.82	303.26	(170.67)	681.08
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	195.82	(636.76)	272.96	(188.68)	(440.94)	84.28
Add: Cash & Cash Equivalents As at 31st March	11.41	648.18	375.21	563.89	648.18	563.89
Cash & Cash Equivalents As at 31st Mar, 2023/ 31st Mar, 2024	207.24	11.41	648.18	375.21	207.24	648.18

As per our report of even date
For DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685

For and on behalf of the Board of Directors

Sd/-
Partner
Sree Rama Chandra Murthy .Ch
Membership No. 233010
Place : Hyderabad
Date : 29th May, 2024

Sd/-
Managing Director
N.C.V.Rangacharya
DIN: 01067596

Sd/-
Whole-Time Director cum Chief Finance Officer
N. C. Padmaja
DIN: 01173673

NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2024

Note 2 Share capital	As at 31st March,2024		As at 31st March,2023	
Particulars	Rs. in Lakhs			Rs. in Lakhs
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
(a) Authorised Capital				
12,00,00,000 Number of Equity shares of INR 10 each	120.00	1,200.00	85.00	850.00
(b) Issued, Subscribed and Fully paid up :				
Equity shares of INR 10 each with voting rights	75.03	750.25	75.03	750.25
Out of these 43,22,000 bonus shares were issued on 2nd January 2017				
Total	75.03	750.25	75.03	750.25

(c) Rights, preferences and restrictions attached to shares

Equity shares: The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual except in case of interim dividend.

(d) Shareholding of promoters

Figures For Current Reporting Period

Name of Shareholder	As at 31st March,2024		
	No. of Shares held in Lakhs	% of Holding	% Change during the year
Padmaja N.C	16.67	22.21	-
Rangacharya NCV	15.41	20.54	-

Figures For Previous Reporting Period

Name of Shareholder	As at 31st March,2023		
	No. of Shares held in Lakhs	% of Holding	% Change during the year
Padmaja N.C	16.67	22.21	-
Rangacharya NCV	15.41	20.54	-

shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts

Convertible warrants Issued of 25,00,000 (Twenty Five Lakhs) ("Warrants") at A Price of Rs 50/- (Rupees Fifty Only) Per Warrant ("Warrant Issue Price") of Face Value of Rs 10/- (Rupees Ten Only) Each of The Company ("Equity Shares) At A Premium of Rs 40/- (Rupees Forty Only) and received Rs. 12.50/- per Warrant in March, 2023 and remaining amount will be received within the period of 18 Months from the Date of Allotment of Warrants (i.e., 17th March, 2023).

(e) For the period of five years,if any immediately preceding the date as at which the Balance Sheet

Particulars	As at 31st March,2024	As at 31st March,2023
Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash.	-	-
Aggregate number and class of shares allotted as fully paid-up by way of bonus shares	-	-
Aggregate number and class of shares bought back	-	-

The Details of Shareholders holding more than 5% of total number of shares:

Name Of the Share Holder	As at 31st March,2024		As at 31st March,2023	
	Number of shares in Lakhs	% Held	Number of shares in Lakhs	% Held
Padmaja N.C	16.67	22.21	16.67	22.21
Rangacharya NCV	15.41	20.54	15.41	20.54
B.Shailaja	15.02	20.03	15.02	20.03
Total	47.10	62.78	47.10	62.78

The Reconciliation Of the number of shares outstanding is set out below:

Particulars	As at 31st March,2024		As at 31st March,2023	
	No.Of.Shares in Lakhs	Rs. in Lakhs	No.Of.Shares in Lakhs	Rs. in Lakhs
Equity Shares at the beginning of the year	75.03	750.25	75.03	750.25
Add: Bonus Shares issued during the year	-	-	-	-
Less: Shares Bought back during the year	-	-	-	-
Equity Shares at the end of the year	75.03	750.25	75.03	750.25

Note 3 Reserves and surplus

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Security Premium Account		
Opening balance	1,173.53	1,173.53
Add: Additions during the year	-	-
Less: Shares Issue Expenses		-
Closing balance (A)	1,173.53	1,173.53
(b) General reserve		
Opening balance	177.80	177.80
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Less: Utilised / transferred during the year	-	-
Closing balance (B)	177.80	177.80
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	2,131.48	2,018.97
Add: Profit / (Loss) for the year	223.95	112.50
Closing balance (C)	2,355.42	2,131.47
Total(A+B+C)	3,706.75	3,482.80

Note 3 Money Received against Share Warrants

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
Amount Received During the Year	312.50	312.50
Closing balance (A)	312.50	312.50

Note 4 Long Term Borrowings

Particulars	As at 31st March,2024	As at 31st March,2023
Term Loans		
Secured		
From Banks	375.49	426.10
Unsecured		
Total	375.49	426.10

Current Maturities of Long Term Borrowings

Particulars	As at 31st March,2024	As at 31st March,2023
Principle Amount	50.61	46.15
Interest Component	37.94	42.40

Of the above:

Mortgage Loan of 4.54 Cr obtained from ICICI Bank, Begumpet, Hyderabad Secured by way of DSL Abacus 8th Floor, situated at Uppal Khalsa Village, Uppal Mandal, Medchal - Malkajgiri District having a super built up area of 10769 Sft, including common areas. Together with proportionate undivided share of land admeasuring 256.19 Sq. Yards. The rate of interest for the Facility shall be sum of the Repo Rate * + Spread per annum, plus applicable statutory levy, if any. The applicable interest Rate currently is 9.20%

Note 5 Other Long-term Liabilities

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
Total	-	-

Note 6 Long-term Provisions

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
Provision for Employee retirement benefits		
Provision for Gratuity	102.20	102.20
Total	102.20	105.53

Note 7 Short Term Borrowings

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
Loans Repayable on Demand		
From Banks	-	-
Secured		
Current Maturities of Secured Loan	50.61	46.15
Over Draft from Canara Bank*	215.95	295.71
Loan Against FDs	-	-
Canara Bank Packing Credit	331.74	285.15
Total	598.30	627.01

Of the above:

* Over Draft limit from Canara Bank of Rs. 700 Lakhs is Secured by way of Hypothecation of Equipment and floating charge on movable assets, book debts and personal guarantees given by the Managing Director and Executive Director and Director of the Company & Collateral Security of Residential Plots belonging to Directors

Note 8 Trade payables

Figures For the Current Reporting Period	Outstanding for following periods from due date of payment				
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	8.66	-	-	-	8.66
Others	14.80	-	-	-	14.80
Dispute dues-MSME	-	-	-	-	-
Dispute dues -Others	-	-	-	-	-
Total	23.47	-	-	-	23.47

Figures For Previous Reporting Period	Outstanding for following periods from due date of payment				
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	0.22	-	-	-	0.22
Others	22.99	-	-	-	22.99
Dispute dues-MSME	-	-	-	-	-
Dispute dues-Others	-	-	-	-	-
Total	23.20	-	-	-	23.20

Note 9 Other current liabilities

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
Current Maturities of Finance Lease Obligations	-	-
Employee Benefits Payable		
Salaries Payable	123.21	117.59
Director Remuneration Payable	8.31	16.03
Bonus Payable	69.82	48.74
Earned Leaves Payable	48.74	41.81
Other Payables	0.94	-
Provident Fund Payable	12.27	11.08
Employee Recreation Fund	0.67	0.52
ESI Payable	1.59	1.27
Statutory Liabilities Payable		
TDS Payable	14.17	13.92
Professional Tax Payable	1.19	0.44
Other Payables		
Electricity Charges Payable	2.71	3.42
Rent Payable	1.53	3.40
Audit Fee Payable	9.90	7.20
Expenses Payable	0.23	0.28

Telephone Charges Payable	0.03	0.01
Uppal DSL Abacus Payable	-	0.65
HDFC Life-Keyman Policy	-	105.76
Total	295.33	372.12

Note 10 Short-term provisions

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
Provision for Income Tax (Net of TDS & Advance tax)	8.49	(0.34)
Total	8.49	(0.34)

Note 12 Non Current Investments

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
1.Investment in Equity Instruments (At Cost)		
Subsidiary Companies (Unquoted)		
a)Investment in LLC		
Cadsys Technologies LLC USA	33.61	33.61
b) Investment In Shares-Apex Engineers (India) Pvt Ltd	0.80	0.80
c) Apex Advanced Technology LLC, USA	2,742.20	2,495.63
d) Investment in Cadsys Technologies LLP	-	2.40
2.Investment in Mutual Funds		
Canara Bank HSBC ULIP Policy	10.22	10.22
Total	2,786.83	2,542.67

Note 13 Deferred Tax Assets

Particulars	As at 31st March,2024	As at 31st March,2023
Deferred tax assets		
Related to fixed assets	10.50	22.50
Disallowances under the Income tax act' 1961	55.56	49.35
Deferred tax assets(Net)	66.07	71.85

Note 14 Long-term loans and advances

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Capital advances		
Unsecured, considered good	-	-
(b) Security deposits		
Rent Deposits	22.64	23.69
Electricity Deposits	12.59	12.59
Other Deposits	3.37	3.03
Total	38.60	39.32

Note 15 Trade receivables

Figures For the Current Reporting Period	Outstanding for following periods from due date of payment					Total
Particulars	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Good	1,694.55	107.44	-	-	-	1,801.99
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others						-
Total	1,694.55	107.44	-	-	-	1,801.99

Figures For Previous Reporting Period	Outstanding for following periods from due date of payment					Total
Particulars	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Good	902.08	866.45	-	-	-	1,768.54
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others						-
Total	902.08	866.45	0.00	0.00	0.00	1768.54

Note 16 Cash and cash equivalents

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Cash on hand	0.77	0.47
(b) Balances with banks		
(i) In current accounts	205.29	454.60
(ii) In EEFC accounts	-	-
(iii) In Fixed deposit accounts (period of maturity within one year)	1.18	193.11
Total	207.24	648.18

Note 17 Short-term loans and advances

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Loans and advances to employees	0.04	-
(b) Others		
Input GST	86.27	51.56
TDS & Refund receivables	3.90	-
Total	90.21	51.56

Note 18 Other current assets

Particulars	As at 31st March,2024	As at 31st March,2023
	Rs. in Lakhs	Rs. in Lakhs
Unbilled Receivables	228.96	103.43
Interest Accrued On Fixed Deposits	-	15.26
Prepaid Expenses	35.25	80.73
Other Receivables	48.43	27.17
Total	312.65	226.59

Note 19. Revenue from Operations

Particulars	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2024	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Revenue from operations						
Domestic Revenue	58.86	17.01	20.22	11.40	75.87	31.62
Export Income	1,297.33	1,320.91	1,079.97	937.85	2,618.24	2,017.82
Gain on Foreign Exchange Fluctuation	8.25	17.48	8.21	70.60	25.74	78.81
Total	1,364.44	1,355.41	1,108.40	1,019.85	2,719.85	2,128.25

Note 20. Other income

Particulars	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2024	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Interest Income	0.06	3.63	13.39	10.35	3.70	23.74
Dividend from Mutual Funds	-	-	0.47	0.22	-	0.69
Miscellaneous income	19.12	20.99	6.15	23.10	40.11	29.25
Other Income-PMRY (PF)	-					
Excess Provision Made FY 2019-20	-	-			4.31	-
Total	19.18	24.62	20.01	33.67	43.80	53.68

Note 21. Employee Benefit Expense

Particulars	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2024	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Salaries and wages, Bonus etc	852.99	843.33	686.02	574.89	1,696.32	1,260.90
Remuneration to Directors	48.00	48.00	48.00	48.00	96.00	96.00
Contributions to provident and other funds	48.02	49.06	37.00	31.03	97.07	68.04
Staff welfare & Mediclaim expenses	10.25	11.46	7.15	5.78	21.71	12.92
Gratuity	15.69	15.01	31.60	8.66	30.70	40.26
Total	974.95	966.85	809.77	668.35	1,941.80	1,478.12

Note 22. Other Operating Expenses

Particulars	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2024	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
CSR Expenses	-	-	-	-	-	-
Travelling and Conveyance	2.10	1.55	1.42	1.48	3.65	2.90
Internet Charges	4.65	4.65	5.48	4.44	9.30	9.92
Debit Balances Written off	-	15.26	-	-	15.26	-
Investments written off	2.40	-	-	-	2.40	-
Directors Sitting Fee	0.85	-	0.50	0.60	0.85	1.10
Rates & Taxes	1.45	5.85	5.64	0.58	7.30	6.22
In Eligible GST Input Written Off	3.11	0.40	8.31	-	3.51	8.31
Rent	87.28	75.60	59.94	48.26	162.88	108.20
Bank charges	5.31	2.91	2.16	4.73	8.22	6.89
Professional & Consultancy Charges	17.78	36.33	62.66	42.48	54.11	105.14
Postage & Courier Charges	0.03	0.02	0.05	0.10	0.05	0.16
Electricity Charges	12.61	19.66	18.35	20.43	32.27	38.78
Loss on Sale of Assets	2.59	-	-	-	2.59	-
Insurance	25.84	28.07	26.73	26.92	53.91	53.64
Printing & Stationery	0.29	0.34	0.20	0.35	0.63	0.55
Payments to Auditor as :	-	-	-	-	-	-
(a) Statutory Audit Fee	1.75	1.75	2.25	1.25	3.50	3.50
(b) Tax Audit Fee	0.75	0.75	0.75	0.75	1.50	1.50
Repairs & Maintenance - Others	3.80	3.44	3.40	3.16	7.24	6.55
Security Charges	1.86	1.80	1.71	1.80	3.66	3.51
Subscription & Other Charges	1.77	5.71	-	2.62	7.48	2.62
STPI Charges	1.13	2.28	0.55	0.55	3.40	1.10
Telephone Charges	0.26	0.28	0.36	0.40	0.54	0.76
Interest On TDS	8.00	0.60	0.73	0.06	8.60	0.79
Computer Consumables	1.42	3.63	6.32	4.47	5.05	10.79
Foreign Travel Expenses	-	-	-	-	-	-
Travel expenses-Directors	-	-	2.25	-	-	2.25
Travel expenses-Employees	0.07	-	0.64	4.53	0.07	5.17
Total	187.09	210.89	210.38	169.96	397.98	380.33

Note 23.General Expenses

Particulars	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year E nded on 31st Mar, 2024	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Books & Periodicals	-	0.03	0.03	0.04	0.03	0.07
Domain Charges	0.44	0.13	0.14	0.09	0.57	0.24
Donations	0.62	0.80	0.90	0.85	1.42	1.75
Office Expenses	5.07	3.77	2.73	3.89	8.84	6.62
Office Maintenance	8.73	6.98	7.38	7.03	15.71	14.41
Advertisement Expenses	-	-	-	0.27	-	0.27
Total	14.86	11.71	11.18	12.17	26.57	23.35

Note 24.Financial costs

Particulars	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2024	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Interest expense on:						
- Interest On Term Loan / Working Capital	34.76	27.88	30.74	32.23	62.64	62.96
- Interest on Packing Credit	13.54	15.16	14.72	4.40	28.70	19.12
- Finance Charges	(7.84)	7.84	-	-	-	-
-Interest on Loan-Against F.D's	-	-	0.18	2.11	-	2.30
Total	40.47	50.87	45.64	38.74	91.34	84.38

SCHEDULE 11 PROPERTY, PLANT AND EQUIPMENT :

Rs. in Lakhs

S.No	DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK			Useful Life in Yrs
		As at 01st Apr, 2023	Additions during the year	Deletions during the year	As on 31st Mar, 2024	Up to 01st Apr, 2023	Deletions during the year	1st Half Year (As on 30th Sep, 2023)	2nd Half Year (As on 31st Mar, 2024)	As on 31st Mar, 2024	As on 31st Mar, 2024	As on 31st Mar, 2023	
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		Rs.	Rs.	Rs.	
	Tangible Fixed Assets												
1	Furniture & Fittings	135.61	-	28.54	107.07	134.45	27.76	0.37	-	107.06	0.01	1.16	10
2	Computer	765.19	0.59	74.55	691.22	764.26	74.55	0.18	-	689.88	1.34	0.93	3
3	Servers	40.84	-	16.69	24.15	40.84	16.69	-	-	24.15	-	-	6
4	Electrical Equipments	52.26	6.95	14.52	44.69	50.32	12.86	0.27	-	37.73	6.96	1.94	10
5	Office Equipment	63.77	-	1.50	62.27	63.51	1.36	0.11	-	62.26	0.01	0.26	5
6	Vehicle	10.15	-	-	10.15	10.15	-	-	-	10.15	-	-	8
7	Air conditioner	25.39	1.85	-	27.24	24.38	-	0.24	-	24.62	2.62	1.01	10
8	Generator	24.38	-	-	24.38	23.70	-	0.58	-	24.28	0.10	0.68	10
9	U.P.S	39.44	7.43	-	46.86	39.44	-	-	-	39.44	7.42	-	5
10	Communication Equipment	48.98	-	-	48.98	48.98	-	-	-	48.98	-	-	5
11	Land	7.20	-	7.20	-	-	-	-	-	-	-	7.20	-
12	Building	746.63	-	-	746.63	36.36	-	17.3	17.29	70.95	675.68	710.27	21
	Total	1,959.81	16.82	143.00	1,833.62	1,236.39	133.22	19.05	17.29	1,139.50	694.14	723.45	
	Intangible Asset												
13	Capital Work in Progress	-	-	-	-						-	-	
14	Software	480.09	-	-	480.09	453.04	-	14.34	7.62	475.00	5.09	27.05	1 & 3
	Total	480.09	-	-	480.09	453.04	-	14.34	7.62	475.00	5.09	27.05	

11a.Capital Work In Progress (CWIP)

(i) For Capital-work-in progress, following ageing schedule shall be given

SI No	CWIP	Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	Building Work in Progress	169.97	-	-	-	169.97
	Total	169.97	-	-	-	169.97

SIGNIFICANT ACCOUNTING POLICES:

FOR THE YEAR ENDED MARCH 31, 2024

The following are the significant accounting policies adopted by the company.

A. Preparation and presentation of Financial Statements:

a). BASIS OF PREPARATION:

The financial statements are prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP), the mandatory accounting standards issued by the Institute Of Chartered Accountant Of India and the provisions of the Companies Act, 2013, as adopted consistently by the company.

b). USE OF ESTIMATES:

The preparation and presentation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of revenues and expenses during the reporting period. The difference between the actual and estimates are recognized in the period in which the results are known/ materialized.

B. Fixed Assets:

- a). Fixed assets are stated at the original cost of acquisition less depreciation. Original cost includes purchase price, levies, and directly attributable cost of bringing the assets to its working condition for its intended use. As also the capitalized portion of preoperative expenses.
- b). Depreciation on the Fixed Assets of the company is provided on Written Down Value Method based on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. The Range of Estimated useful lives of items of Fixed assets are as follows

Asset	Useful Life
Office Equipment	5
Software	01-03

- c). Depreciation on additions during the year is being provided for on a pro rata basis.

C. Revenue Recognition:

- a). Revenue from software development on the time-and-material basis is recognized based on Software developed and billed to clients as per the terms of specific contracts.
- b). Interest Income on deposits is recognized using the time-proportion method, based on interest rates implicit in the transaction.
- c). Income from investment in mutual funds is recognised on the basis of the NAV declared by the mutual fund at the end of the year.

- d). Sub-lease rental income on immovable properties is recognized on accrual basis as per the respective agreements with the parties.
- e). Dividend income is recognized on when the group's right to receive dividend is established.

D. Expenditure:

Expenses are accounted on the accrual basis and provisions are made for all known losses and liabilities.

E. Retirement Benefits to Employees:

- a). **Provident Fund:** In respect of Provident Fund contribution, the employee and the employer make monthly contribution to the provident fund equal to 12% of the covered employee's salary; the company has no further obligations under the provident fund plan beyond its monthly contribution.
- b). **Gratuity:** Provision has been made for payment of premium to Life Insurance Corporation of India under its Group Gratuity Scheme on the basis of actuarial valuation done by them.
- c). **Leave Encashment:** The Company is providing leave salary to the employees on unexpired leaves balances as on the 31st March 2024.

F. Foreign Currency Transactions:

Sales made to clients outside India are accounted for on the basis of the exchange rate as on the date of transaction. Current assets and Current Liabilities denominated in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet. The resulting difference is accounted for in the profit and loss account.

G. Taxes on Income:

Current tax is determined on the amount of tax payable in respect of taxable income for the year.

The deferred tax charge or credit is recognized using current tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the year and available case laws, to reassess realization/liabilities.

H. Provisions and Contingencies :

A provision is recognized when there is a present obligation as a result of past event, for which it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

26. Capital Commitments and Contingent Liabilities not provided for in respect of:

(i) Estimated amount of unexecuted capital contracts :

(Rs. in Lakhs)

S.No	Particulars	2023-24	2022-23
1	Unexecuted Capital Contracts	Nil	Nil

ii) Contingent liabilities:

(Rs. in Lakhs)

S.No	Particulars	2023-24	2022-23
1	Outstanding Corporate Guarantees	Nil	Nil

27. Basic Earnings per share:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Net Profit for the Year	223.95	112.50
Amount Available for Equity Share holders	223.95	112.50
Weighted Average no. of Equity shares	75.03	75.03
Face Value of Share	0.0001	0.0001
Basic Earnings per Equity Share	2.98	1.50

28. Employee Benefits:

The company has adopted Accounting Standard AS-15 (revised 2005) on Employee benefits.

a). The company has recognized, in the profit and loss account for the year 31st March 2024, below mentioned statutory contributions.

(Rs. in Lakhs)

Description	2023-24	2022-23
Provident Fund	75.14	51.27
E.S.I	15.53	9.98
Total	90.67	61.25

b). Following are the details of Funded post retirement gratuity benefit obligations are as follows:

Description	2023-24	2022-23
	(Rs. in Lakhs)	(Rs. in Lakhs)
PV of Past Service Benefit	164.93	151.75
Current Service Cost	25.82	24.15
Total Service Gratuity	937.81	836.55
Accrued Gratuity	173.03	158.16
LCSA	764.77	678.39
LC Premium	1.54	1.43
Service Tax & GST	0.28	0.26
Fund Value as on Renewal Date	77.51	53.02
Additional Contribution for existing fund	87.41	98.73
Current Service Cost	25.82	24.15
Total Amount Payable	115.05	124.58
Actuarial Assumptions		
Mortality Rate	LIC (2006-08) ultimate	LIC (2006-08) ultimate
Withdrawal Rate	1% to 3% depending on age	1% to 3% depending on age
Discount rate	7.25% p. a.	7.25% p. a.
Salary Escalation	7%	7%

29. Foreign exchange inflow and outflow:

a). Value of Foreign Currency Inflow:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Software Development	2504.23	1108.39
Total	2504.23	1108.39

b). Foreign Currency Outflow:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Travelling Expenses		
Travel expenses-Directors	0	2.24
Travel expenses-Employees	0.07	5.17
Total	0.07	7.41

30. Property, Plant and Equipment

Property, Plant and Equipment represent a significant proportion of the asset base of the company. The changes in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in Technology.

- A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations, amount of change due to revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment) and other adjustments and the related depreciation and impairment losses/reversals shall be disclosed separately.
- A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations, amount of change due to revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of intangible assets) and other adjustments and the related depreciation and impairment losses or reversals shall be disclosed separately.

Property, plant and equipment consist of the following for the year ended 31st March –2024

Rupees in Lakhs

Particulars	Furniture & Fittings	Computer	Servers	Electrical Equipment	Office Equipment	Vehicle	Air conditioner	Generator	U.P. S	Communication Equipment	Land	Building	Capital Work in progress	Software
Gross carrying value as at April 1, 2023	135.61	765.19	40.84	52.26	63.77	10.15	25.39	24.38	39.44	48.98	7.2	746.63	-	480.09
additions	-	0.59	-	6.95	-	-	1.85	-	7.43	-	-	-	169.97	-
Deletions *	28.54	74.55	16.69	14.52	1.50	-	-	-	-	-	7.20	-	-	-
Gross carrying value as at March 31, 2024	107.07	691.22	24.15	44.69	62.27	10.15	27.24	24.38	46.86	48.98	0	746.63	169.97	480.09
Accumulated depreciation as at April 1, 2023	134.45	764.26	40.84	50.32	63.51	10.15	24.38	23.70	39.44	48.98	0	36.36	-	453.04
Depreciation	0.37	0.18	0	0.27	0.11	0	0.24	0.58	0	0	0	34.59	-	21.96
Accumulated depreciation on deletions	27.76	74.55	16.69	12.86	1.36	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2024	107.06	689.88	24.15	37.73	62.26	10.15	24.62	24.38	39.44	48.98	0	70.95	-	475.00
Carrying value as at April 1, 2023	1.16	0.93	0	1.94	0.26	0	1.01	0.68	0	0	7.2	710.27	-	27.05
Carrying value as at March 31, 2024	0.01	1.34	0	6.96	0.01	0	2.62	0.10	7.43	0	0	675.68	-	5.09

Property, plant and equipment consist of the following for the year ended 31st March –2023

Particulars	Furniture & Fittings	Computer	Servers	Electrical Equipment	Office Equipment	Vehicle	Air conditioner	Generator	U.P. S	Communication Equipment	Land	Building	Capital Work in progress	Software
Gross carrying value as at April 1, 2022	135.61	764.14	40.84	52.26	63.77	10.15	25.39	24.38	39.44	48.98	7.2	-	-	480.09
additions	-	1.05	-	-	-	-	-	-	-	-	-	746.63	-	-
Deletions *	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gross carrying value as at March 31, 2023	135.61	765.19	40.84	52.26	63.77	10.15	25.39	24.38	39.44	48.98	7.2	746.63	-	480.09
Accumulated depreciation as at April 1, 2022	133.08	764.14	40.84	49.83	63.29	10.15	23.79	22.01	39.44	48.98	0	0	-	424.07
Depreciation	1.37	0.12	0	49	0.22	0	0.59	0.69	0	0.01	0	36.36	-	28.97
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2023	134.45	764.26	40.84	50.32	63.51	10.15	24.38	23.70	39.44	48.98	0	36.36	-	453.04
Carrying value as at April 1, 2022	2.50	0	0	2.39	0.50	0	1.6	2.40	0	0	7.2	746.63	-	56.02
Carrying value as at March 31, 2023	1.16	0.93	0	1.94	0.26	0	1.01	0.68	0	0	7.2	710.27	-	27.05

31. Deferred Tax

Tax charged to Profit and Loss account is after considering deferred tax impact for the timing difference between accounting income and taxable income.

The deferred tax Asset as at March 31, 2024 and March 31, 2023 comprise of the following:

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Deferred Tax Liability / Asset		
1.Related to fixed assets	10.50	22.50
B. Deferred Tax Assets		
1.Disallowance under the Income tax Act,1961	55.56	49.35
C. Deferred tax Liability/(Asset) (net)	66.07	71.85

32. Payments to Auditors:

(Rs. in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Statutory Audit Fee	3.50	3.50
Tax Audit Fee	1.50	1.50
Total Audit Fee	5.00	5.00

33. Trade Receivables

S.N.O	Particulars	TOTAL	<6 Months(M)	6M - 1Yr	1- 2 Yr	2-3 Yr	>3 Yrs
1.	Undisputed Trade Receivables Considered Good.	1801.99	1694.55	107.44	Nil	Nil	Nil
2.	Undisputed Trade Receivables Considered Doubtful.	Nil	Nil	Nil	Nil	Nil	Nil
3.	Disputed Trade Receivables Considered Good.	Nil	Nil	Nil	Nil	Nil	Nil
4.	Disputed Trade Receivables Considered Doubtful	Nil	Nil	Nil	Nil	Nil	Nil

34. Unbilled dues from the clients:

(Rs. in Lakhs)

S.N.O	Particulars	Total	<6 Months(M)	6M - 1Yr	1- 2 Yr	2-3 Yr	>3 Yrs
1	Unbilled Receivable from Apex	228.96	228.96	Nil	Nil	Nil	Nil
	Total	228.96	228.96	Nil	Nil	Nil	Nil

35. Trade Payables

(Rs. in Lakhs)

S.no	Particulars	Total	< 1 Yr	1 - 2 Yr	2 - 3 Yr	> 3 Yr
1	MSME	8.66	8.66	Nil	Nil	Nil
2	OTHERS	14.80	14.80	Nil	Nil	Nil
	Total	23.47	23.47	Nil	Nil	Nil

36. Capital work in progress:

There was a capital work in progress of Interior work for Building in the current financial year as follows

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	0	0
Addition During the period	169.97	0
Closing Balance	169.97	0

37. Corporate Social Responsibility Expenditure

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spent at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The areas for CSR activities are education of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment suitability, disaster relief, Covid-19 relief and rural development projects.

The Provisions of Sec-135 Of the companies Act-2013, is not applicable to the company

38. Related Party Transactions:

a). Name of the related party and relationship:

Party Name	Relation
N.C.V. Rangacharya	Key Managerial Person (Managing Director), Brother of N.C Padmaja and C Madhavi
N.C.Padmaja	Whole time Director and CFO& Sister of N.C.V. Rangacharya and C Madhavi
C. Madhavi	Director, sister of Managing director and Whole time director
S. Nagarajan	Executive Director
S. Sai Sridhar	Director
C. Appalacharyulu	Director
B. Shailaja	Company Secretary & Daughter of N C Padmaja (Ceased w.e.f April, 1st 2024)
Vanamali Praneeth Kumar	Company Secretary & Compliance Officer (Appointed w.e.f April, 1st 2024)
Apex Engineers (India) Pvt Ltd	Enterprises over which Key managerial personnel has significant influence and Wholly owned Subsidiary.
Apex Advanced Technology LLC USA	Enterprises over which Key managerial personnel has significant influence and Partly owned Subsidiary.
Cadsys Technologies LLC USA	Enterprises over which Key managerial personnel has significant influence and owned Subsidiary.
Compusonic Technologies	Enterprises over which Key managerial personnel has significant influence.
i Power Four Technologies Pvt Ltd	Enterprises over which Key managerial personnel has significant influence.
Cadsys Technologies LLP	Wholly owned Subsidiary
Irish Tower	Step Down Subsidiary

b). Transactions with Related parties

PREVIOUS FIGURES MENTIONED IN ()

Name of the Related Party	N.C.V. Rangacharya	N.C.Padmaja	B. Shailaja	S Nagarajan	Apex Advanced Technology LLC USA	Apex Engineers (India) Private Limited	Cadsys Technologies LLP	iPowerFour Technologies Pvt Ltd
Description of the nature of transactions	Receiving of professional and management Services	Receiving of professional and management Services	Receiving of professional services	Receiving of professional services	Provision of Services	Receipt of Services	Provision of Services	Rent Received
Volume of transactions either as an amount or as appropriate proportion	1.Managerial Remuneration of 60.00 Lakh (60.00 Lakh)	1.Managerial Remuneration of 36.00 Lakh (36.00 Lakh)	Remuneration of 4.80 Lakh (4.80 Lakh)	Professional Fee of 57.99 Lakh (59.24 Lakh)	1. Providing of Services of 2282.48 Lakh (1672.75 Lakh)	1.Receiving of Services of Rs.NIL (Rs. NIL/-) 2. Inter Corporate Loan of Rs. NIL (NIL)	Investment During the Year NIL (0.80 Lakh)	Rent Received During the Year 2.27 Lakh (2.27 Lakh)
Any other elements of the related party transactions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
The amounts or appropriate proportions of outstanding items pertaining to related parties at the Balance Sheet date	1. Remuneration Payable of 3.00 Lakh (7.36 Lakh)	1. Remuneration Payable of 3.04 Lakh (7.17 Lakh)	Salary outstanding 0.40 Lakh (0.40 Lakh)	Remuneration Payable of 2.26 Lakh (4.94 Lakh)	Amount Receivable against export of services of 907.29 Lakh (843.57 Lakh)	Amount Receivable of Rs. NIL (NIL)	Investment of NIL (2.40 Lakh written off) (2.40 Lakh)	Nil
Provisions for doubtful debts due from such parties at that date and amounts written off or written back in the period in respect of debts due from or to related parties	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

39. In order to comply with the requirement of the Micro, Small and Medium Enterprises Development Act, 2006, Company has sought confirmation from the vendors whether they are falling in the category of Micro/Small/Medium Enterprises. Based on the information available, the required disclosures are given below:

Particulars	As at March 31, 2024	As at March 31, 2023
Principal amount remaining unpaid	8.66	0.22
Delayed payments due as at the end of each accounting year on account of Principal	-	-
Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Interest accrued and remaining unpaid as at March 31	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

40. The following table summarizes the Disclosures of shareholding of Promoters and promoters group:

Shares held by Promoters at the end of the year 31 March 2024					As at 31st March 2023	
S. No.	Name of the Promoter and Promoter Group	No of shares held (in lakhs)	% of total shares	% change during the year	No of shares held (in lakhs)	% out of number of shares of the company
1	CHAKRAVARTHI VENKATA RANGACHARYA NALLANI	15.4	20.54%	-	15.4	20.54%
2	PADMAJA NALLANICHAKRAVARTHI	16.7	22.21%	-	16.7	22.21%
3	PUSHPAVATHI NALLANI CHAKRAVARTHI	1.9	2.47%	-	1.9	2.47%
4	N C RANGAMANI	0.8	1.10%	-	0.8	1.10%
5	MADHAVI CHILAKAMARRI	0.5	0.61%	-	0.5	0.61%
6	RAJGOPAL SATTALURI	0.4	0.57%	-	0.4	0.57%
7	SITA JAYA LAKSHMI SATTALURI	0.1	0.17%	-	0.1	0.17%

41. The following table summarizes the Ratios for the years ended 31st March, 2024 and 31st March 2023 are as follows:

	Particulars	Numerator	Denominator	31.03.2024	31.03.2023	Variance
a)	Current Ratio	Current assets	Current liabilities	2.61	2.64	-1.15%
b)	Debt-Equity ratio	Total liabilities	Shareholders'	0.29	0.34	-13.94%
c)	Debt service coverage ratio	Operating Income	Equity Interest	4.12	3.16	30.31%
d)	Return on equity ratio	Net Income	Expenses Equity	0.05	0.02	89.71%
e)	Inventory turnover ratio	Inventory	Turnover	-	-	-
f)	Trade receivable turnover ratio	receivables	Turnover	0.66	0.83	-20.27%
g)	Trade payable turnover ratio	Payables Net	Turnover	0.01	0.01	-20.87%
h)	Net capital turnover ratio	assets	Turnover	1.83	1.27	43.82%
i)	Net profit ratio	Net profit	Turnover	0.08	0.05	55.76%
j)	Return on capital employed ratio	EBIDTA net	Net Assets	0.06	0.04	55.61%
k)	Return on Investment	income	Average Share Holders Fund	0.05	0.02	137.98%

42. There were no overdue amounts payable, to Small Scale Industrial Undertakings (MSME) as on 31st March, 2024.

43. The Company ('funding party') written off Rs. 2,40,200/- capital contribution held as an investment in Cadsys Technologies LLP, due to lack of business opportunities in such LLP.

44. Previous year figures have been regrouped, recast and rearranged wherever necessary to correspond with the Current Year's Figures. Previous Year's Figures for Cash Flow Statement are drawn as Cash Flow Statement for the year ended 31st March, 2024 under Companies Act, 2013.

45. Paise have been rounded off to the nearest Lakh.

As per our report of even date

For DARAPANENI & Co.

Chartered Accountants,

Firm Registration Number: 000685S

For and on behalf of the Board of Directors

CADSYS (INDIA) LIMITED

Sd/-

Partner

Sree Rama Chandra Murthy .Ch

Membership No. 233010

Place : Hyderabad

Date : 29th May, 2024

Sd/-

Managing Director

N.C.V.Rangacharya

DIN: 01067596

Sd/-

Whole-Time Director cum Chief

Finance Officer

N.C.Padmaja

DIN: 01173673

INDEPENDENT AUDITOR'S REPORT

FOR THE YEAR ENDED MARCH 31, 2024

To
The Members of Cadsys (India) Limited

Opinion

We have audited the accompanying consolidated financial statements of M/s Cadsys (India) Limited" (hereinafter referred to as the Holding Company") and its subsidiaries (the company and the subsidiaries together referred to as "the Group") , which comprise the consolidated Balance sheet as at March 31, 2024, the consolidated Statement of Profit and Loss and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information(hereinafter referred to as "the consolidated financial statements").

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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the group as at March 31, 2024, its consolidated profit and consolidated cash flows for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid year to date consolidated annual financial results:

(i). Includes the financial results of following entities: -

Name of Entity	Relationship
Apex Engineers (India) Private Limited	Subsidiary Company
Apex Advanced Technology LLC, USA	Subsidiary Company
Cadsys Technologies LLC,USA	Subsidiary Company

(ii). are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended in this regard; and;

(iii). give a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles general accepted in India of the net profit, and other financial information of the Group for the year ended March 31, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our, opinion.



Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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 that there are no key audit matters to communicate in our report.

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

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditors' 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results

The Board of Directors & Management of Holding company are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the net profit/loss and other financial information in accordance with the recognition and measurement principles laid down in Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results 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 Results by the Management of the Company, as aforesaid.

In preparing the consolidated annual financial results, the respective Board of Directors of the companies included in the group are responsible for assessing the Group'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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of holding company of which we are the independent auditors. For the subsidiary company and step down subsidiary included in the consolidated Financial Results, which is audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
- Materiality is the magnitude of misstatements in the Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Results 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 Results.

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.

Other Matter

The consolidated financial results included the audited financial statements / financial results of 3 subsidiaries, whose financial statements/financial results/financial information reflect Group's share of total assets of Rs. 18,398.97 Lakhs as at 31st March 2024, group's share of total revenue of Rs. 18,791.14 Lakhs and Rs. 581.26 Lakhs and group's share of total net profit/(loss) after tax of for the year ended 31ST March 2024, as considered in the consolidated financial results. The independent Auditor's report on financial statements/financial results/financial information of the entity being M/s Apex Engineers Private Limited has been furnished to us and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

The subsidiaries M/s Cadsys Technologies LLC and M/s. Apex Advanced Technology LLC are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's Management have converted the financial statements of these subsidiaries based on the accounting principles accepted in the respective countries to accounting principles generally accepted in India. We have reviewed the conversion adjustments prepared by the holding company's management.

Our opinion in so far as it relates to the balances and affairs of the subsidiaries located outside India is based on the conversion adjustments prepared by the management of the Company and reviewed by us. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and other financial information certified by the Management.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate consolidated financial statements of such subsidiaries, step down subsidiary, as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

- (a). We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statements
- (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 and report of other auditors.
- (c). The Balance sheet The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account and returns.
- (d). In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e). On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the board of directors of the holding company and the reports of other statutory auditors of its subsidiary companies incorporated in India, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f). With respect to the adequacy of the internal financial controls with reference to financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B. ." Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the financial statements
- (g). The Company being a public limited company, 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 the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

- (a). There are no pending litigations as on 31 March 2024.
- (b). Provision is not required to be made, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
- (c). There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company
- (d). The management has represented that, to the best of its knowledge and belief, that
- i. The management has represented that, to the best of its knowledge and belief, except as disclosed in note 45, No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - ii. The management has represented that, to the best of its knowledge and belief, except as as disclosed in note 45, No funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - iii. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- (e). In our opinion and according to the information and explanations given to us, the company has not declared any dividend during the year.
- (f). The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023;
- Based on our examination which included test checks, and as communicated by the respective auditor of three subsidiaries, the Holding Company and its subsidiary companies have used accounting software's for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the respective software's:

As per our report of even date
For DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

Sd/-
Partner
Sree Rama Chandra Murthy .Ch
Membership No. 233010
UDIN: 24233010BKARY09504
Place : Hyderabad
Date : 29th May, 2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

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

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) In our opinion and according to the information and explanations given to us, the Companies (Auditor's Report) Order, 2020 of the Holding Company did not include any unfavourable answers or qualifications or adverse remarks. The Companies (Auditor's Report) Order, 2020 provisions are not applicable for the Subsidiaries included in the consolidated financial statements and hence reporting under this clause is not applicable.

As per our report of even date

For DARAPANENI & Co.

Chartered Accountants,

Firm Registration Number: 000685S

Sd/-

Partner

Sree Rama Chandra Murthy .Ch

Membership No. 233010

UDIN: 24233010BKARY09504

Place : Hyderabad

Date : 29th May, 2024

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024**

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated financial statements of Cadsys (India) Limited (hereinafter referred to as “the Holding Company”) and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, step down subsidiary, as of that date.

In our opinion, the Company and subsidiary companies, step down subsidiary incorporated in India has, in all material respects, an adequate internal financial control with reference to the Consolidated Financial Statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”).

Management’s responsibility for internal financial controls

The respective Company’s management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal controls over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act..

Auditors’ responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing (“SA”), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Consolidated Financial Statements were established and maintained and whether 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 with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditor of the relevant subsidiaries is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with respect to the consolidate financial statements.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls with respect to consolidated financial statements, including the possibility of collusion or improper management of 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.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to subsidiaries, step down subsidiary which was incorporated in India, is based solely on the corresponding report of the auditor of such company incorporated in India. Our opinion is not modified in respect of this matter.

As per our report of even date
For DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

Sd/-
Partner
Sree Rama Chandra Murthy .Ch
Membership No. 233010
UDIN: 24233010BKARY09504
Place : Hyderabad
Date : 29th May, 2024

CONSOLIDATED BALANCE SHEET

FOR THE YEAR ENDED 31ST MARCH 2024

	Particulars	Note No	As at 31st March, 2024	As at 31st March, 2023
			(Audited)	(Audited)
			Rs. in Lakhs	Rs. in Lakhs
I	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	750.25	750.25
	(b) Reserves and surplus	3	4,654.29	3,988.17
	(c) Minority interest		6,677.96	2,346.43
	(d) Convertible Warrants		312.50	312.50
2	Non-current liabilities			
	(a) Long-term borrowings	4	2,544.31	6,249.33
	(b) Other Long-term Liabilites	5	523.97	614.93
	(b) Long -term provisions	6	102.20	105.53
3	Current liabilities			
	(a) Short-term borrowings	7	5,813.14	1,847.89
	(b) Trade payables			
	i)Total outstanding dues to micro enterprises & small enterprises	8	8.66	0.22
	ii)Total outstanding dues to creditors other than micro enterprises & small enterprises	8	2,608.13	2,106.29
	(c) Other current liabilities	9	567.82	965.27
	(d) Short-term provisions	10	8.49	38.52
	TOTAL		24,571.73	19,325.33
II	ASSETS			
1	Non-current assets			
	(a)(i)Property,Plant and Equipment	11	1,872.42	1,927.07
	(ii) Intangible assets		5,561.51	5,965.21
	(iii) Capital Work in progress		169.97	-
	(b) Non current investments	12	10.22	10.22
	(c) Deferred tax assets (Net)	13	66.76	72.92
	(d) Long-term loans and advances	14	66.77	68.10
	(e) Other non current assets	15	100.04	262.01
2	Current assets			
	(a) Trade receivables	16	9,766.76	6,147.30
	(b) Cash and cash equivalents	17	851.09	1,010.30
	(c) Short-term loans and advances	18	124.10	60.13
	(d) Other current assets	19	5,982.09	3802.07
	TOTAL		24,571.73	19,325.33
	Significant Accounting policies	1		
	Notes on Financial Statements	2 to 44		

As per our report of even date
For DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

Sd/-
Partner
Sree Rama Chandra Murthy .Ch Membership
No. 233010
Place : Hyderabad
Date : 29th May, 2024

Sd/-
Managing Director
N.C.V.Rangacharya
DIN: 01067596

Sd/-
Director
C.Madhavi
DIN: 01067690

For and on behalf of the Board of Directors

Sd/-
Company Secretary & Compliance Officer
VANAMALI PRANEETHKUMAR
PAN:CEKPP8487C

Sd/-
Whole-Time Director cum Chief Finance Officer
N.C.Padmaja
DIN: 01173673

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH 2024

	Particulars	Note No.	For Half Year Ended				For the Year Ended	
			31st Mar,2024	30th Sep, 2023	31st Mar,2023	30th Sep, 2022	31st Mar,2024	31st Mar,2023
			(Audited)	(Unaudited)	Audited	(Unaudited)	(Audited)	(Audited)
			Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
I	Revenue from operations	20	10,710.03	10,800.96	10,110.46	7,383.81	21,511.00	17,494.26
II	Other income	21	173.07	58.07	294.93	104.64	231.14	399.58
III	Total Revenue(I+II)		10,883.10	10,859.04	10,405.39	7,488.45	21,742.14	17,893.84
IV	Expenses							
	Employee Benefit Expense	22	4,133.46	4,909.89	4,446.72	4,475.08	9,043.35	8,921.80
	Other Operating Expenses	23	5,420.72	4,500.87	4,000.61	3,380.06	9,921.59	7,380.67
	Financial costs	24	405.68	360.04	208.70	129.40	765.72	338.10
	Depreciation and amortization expense	11	269.17	329.17	265.46	201.73	598.35	467.19
	Total Expenses		10,229.04	10,099.97	8,921.49	8,186.28	20,329.01	17,107.76
V	Profit / (Loss) before Exceptional and Extraordinary items and tax (III-IV)		654.06	759.07	1,483.90	(697.82)	1,413.13	786.08
VI	Exceptional items		(28.65)	-	-	-	(28.65)	-
VII	Profit / (Loss) before extraordinary items and tax (V - VI)		682.71	759.07	1,483.90	(697.82)	1,441.78	786.08
VIII	Extraordinary items		-	-	-	-	-	-
IX	Profit / (Loss) before tax (VII- VIII)		682.71	759.07	1,483.90	(697.82)	1,441.78	786.08
X	Tax expense:							
	(a) Current tax Expense		34.38	18.50	0.99	37.53	52.88	38.52
	(b) Deferred tax Expense / (Income)		(8.19)	14.35	(12.38)	12.02	6.16	(0.36)
	(c) Earlier Year Taxes		(4.31)	-	(1.97)	2.72	(4.31)	0.76
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		660.84	726.22	1,497.26	(750.09)	1,387.05	747.17
XII	Profit/(loss) from discontinuing operations		-	-	-	-	-	-
XIII	Tax expense of discontinuing operations		-	-	-	-	-	-
XIV	Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-	-	-	-
XV	Profit / (Loss) after tax before Minority Interests (XI + XIV)		660.84	726.22	1,497.26	(750.09)	1,387.05	747.17
XVI	Less : Minority Interests		332.30	249.54	601.32	(322.96)	581.84	278.36
XVII	Profit / (Loss) for the period (XV-XVI)		328.54	476.68	895.93	(427.13)	805.22	468.80
	Earning Per Share							
	(i) Basic EPS		4.38	6.35	11.94	(5.69)	10.73	6.25
	(ii) Diluted EPS		-	-	-	-	-	-
	Significant Accounting policies	1						
	Notes on Financial Statements	2 to 48						

As per our report of even date
For DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

Sd/-
Partner
Sree Rama Chandra Murthy .Ch Membership
No. 233010
Place : Hyderabad
Date : 29th May, 2024

Sd/-
Managing Director
N.C.V.Rangacharya
DIN: 01067596

Sd/-
Director
C.Madhavi
DIN: 01067690

For and on behalf of the Board of Directors

Sd/-
Company Secretary & Compliance Officer
VANAMALI PRANEETHKUMAR
PAN:CEKPP8487C

Sd/-
Whole-Time Director cum Chief
Finance Officer
N.C.Padmaja
DIN: 01173673

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2024

Rs. in Lakhs

Particulars	Half Year Ended 31st Mar, 2024	Half Year Ended 30th Sep, 2023	Half Year Ended 31st Mar, 2023	Half Year Ended 30th Sep, 2022	Year Ended 31st Mar, 2024	Year Ended 31st Mar, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit Before Tax as per Statement of Profit and Loss	328.54	476.68	895.93	(427.13)	805.22	468.80
Adjustments For :						
Depreciation and Amortization Expense	269.17	329.17	265.46	201.73	598.35	467.19
Finance Costs	405.68	360.04	208.70	129.40	765.72	338.10
Interest Income	(0.06)	(4.09)	(13.39)	(10.92)	(4.15)	(24.32)
Minority Interest	(112.66)	(760.64)	(1.91)	(439.95)	(873.31)	(441.86)
Effect of Exchange Differences on translation of foreign currency cash and Cash Equivalents	389.57	344.64	(1,108.66)	807.77	734.21	(300.89)
Deferred tax	6.70	(0.54)	(12.65)	12.29	6.16	(0.36)
Dividend Income	-	-	-	-	-	-
Debit Balances Written Off	4.67	15.26	22.16	0.98	19.93	23.14
Operating Profit before Working Capital Changes	1,291.62	760.51	255.64	274.17	2,052.13	529.81
Adjustments for Changes in Working Capital :						
Adjustments for (Increase) / Decrease in operating assets						
Long-term loans and advances	11.38	(10.05)	(10.57)	9.07	1.33	(1.50)
Trade Receivables	(474.72)	(3,144.74)	(2,300.32)	(1,187.98)	(3,619.46)	(3,488.30)
Short Term Loans & Advances	(33.98)	(29.99)	(0.40)	(8.61)	(63.97)	(9.01)
Other Current Assets	(753.15)	(1,446.79)	(1,341.45)	(1,509.00)	(2,199.95)	(2,850.45)
Adjustments for Increase / (Decrease) in operating liabilities	-		-			
Other Current Liabilities	(280.56)	(116.86)	465.58	(76.36)	(397.42)	389.22
Long Term Provisions	13.47	(16.80)	32.60	(27.50)	(3.33)	5.10
Trade Payables	1,199.33	(689.05)	1,149.80	623.78	510.29	1,773.59
Other Long Term Liabilities	(24.30)	(66.66)	491.93	(5.32)	(90.96)	486.61
Other Non-Current Assets	133.32	28.64	28.61	8.12	161.96	36.73
Short Term Provision	27.17	(22.20)	30.99	16.77	4.97	47.76
Cash from Operations	1,109.54	(4,753.99)	(1,197.59)	(1,882.86)	(3,644.44)	(3,080.45)
Income Tax Paid	-30	-5	(25.00)	(5.00)	(35.00)	(30.00)

Net Cash Generated from Operating Activities (A)		1,079.57	(4,758.99)	(1,222.59)	(1,887.86)	(3,679.41)	(3,110.45)
B. CASH FLOW FROM INVESTING ACTIVITIES							
Payments for Purchase of Fixed Assets & Goodwill others		(346.67)	(106.31)	(1,268.30)	(1,304.23)	(452.97)	(2,572.53)
Mutual Funds (non-current investments)		-	-	57.00	(10.53)	-	46.47
Interest Income		0.06	4.09	13.39	10.92	4.15	24.32
Sale of Assets		143.00	-	331.72	-	143.00	331.72
Convertible Warrants		-	-	312.50	-	-	312.50
Net Cash Used in Investing Activities (B)		(203.60)	(102.22)	(553.68)	(1,303.84)	(305.82)	(1,857.52)
C. CASH FLOW FROM FINANCING ACTIVITIES							
Long-Term Borrowings		(507.89)	(3,197.14)	2,108.85	1,526.91	(3,705.02)	3,635.77
Short-Term Borrowings		237.36	3,727.90	(289.71)	816.63	3,965.25	526.92
Finance Costs Paid		(405.68)	(360.04)	(208.70)	(129.40)	(765.72)	(338.10)
Change in Minority Interest		444.96	3,886.57	603.23	164.96	4,331.53	768.20
Dividend and Dividend Distribution Tax Paid		-	-	-	-	-	-
Net Cash Generated from Financing Activities (C)		(231.26)	4,057.28	2,213.68	2,379.11	3,826.03	4,592.80
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)		644.72	(803.93)	437.41	(812.59)	(159.22)	(375.17)
Add: Cash & Cash Equivalents As at 31st March,2023		206.37	1,010.30	572.88	1,385.47	1,010.30	1,385.47
Cash & Cash Equivalents As at 31st March,2024		851.09	206.37	1,010.30	572.88	851.09	1,010.30

For and on behalf of the Board of Directors

Sd/-
Whole-Time Director cum Chief Finance Officer
N.C.PADMAJA
DIN: 01173673

Sd/-
Managing Director
N.C.V.RANGACHARYA
DIN: 01067596

Place: Hyderabad,
Date: 29th May, 2024

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2024

Note 2 Share capital

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Number of shares in Lakhs	Rs. in Lakhs	Number of shares in Lakhs	Rs. in Lakhs
(a) Authorised Capital				
Equity shares of INR 10 each with voting rights 1,20,00,000 Nos of shares including 1,50,000 shares of merged company cogent has been considered (P.Y 1,18,50,000 shares of Rs. 10 each related to cadsys only)	120.00	1,200.00	120.00	1,200.00
(b) Issued ,Subscribed and Fully paid up:				
Equity shares of INR 10 each with voting rights				
(Bonus Shares of INR 10 each issued in 4:1 ratio)	75.03	750.25	75.03	750.25
Total	75.03	750.25	75.03	750.25

(c) Rights, preferences and restrictions attached to shares

Equity shares: The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual except in case of interim dividend.

(d) Shareholding of promoters

Figures For Current Reporting Period

Name of Shareholder	As at 31st March, 2024		
	No. of Shares held in Lakhs	% of Holding	% Change during the year
Padmaja N.C	16.67	22.21	-
Rangacharya NCV	15.41	20.54	-

Figures For Previous Reporting Period

Name of Shareholder	As at 31st March, 2023		
	No. of Shares held in Lakhs	% of Holding	% Change during the year
Padmaja N.C	16.67	22.21	-
Rangacharya NCV	15.41	20.54	-

shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts

Convertible warrants Issued of 25,00,000 (Twenty Five Lakhs) ("Warrants") at A Price Of Rs 50/- (Rupees Fifty Only) Per Warrant ("Warrant Issue Price") Of Face Value Of Rs 10/- (Rupees Ten Only) Each Of The Company ("Equity Shares") At A Premium Of Rs 40/- (Rupees Forty Only) and received Rs. 12.50/- per Warrant in March, 2023 and remaining amount will be received within the period of 18 Months from the Date Of Allotment of Warrants (i.e., 17th March, 2023).

(e) For the period of five years, if any immediately preceding the date as at which the Balance Sheet

Particulars	As at 31st March, 2024	As at 31st March, 2023
Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash.	0.00	0.00
Aggregate number and class of shares allotted as fully paid-up by way of bonus shares	0.00	0.00
Aggregate number and class of shares bought back	0.00	0.00

The Details of Shareholders holding more than 5% of total number of shares:

Name Of the Share Holder	As at 31st March, 2024		As at 31st March, 2023	
	Number of shares in Lakhs	% Held	Number of shares in Lakhs	% Held
Padmaja N.C	16.67	22.21	16.67	22.21
Rangacharya NCV	15.41	20.54	15.41	20.54
B.Shailaja	15.02	20.03	15.02	20.03
Total	47.10	62.78	47.10	62.78

The Reconciliation Of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No.Of.Shares in Lakhs	Rs. in Lakhs	No.Of.Shares in Lakhs	Rs. in Lakhs
Equity Shares at the beginning of the year	75.03	750.25	75.03	750.25
Add: Bonus Shares issued during the year	-	-	-	-
Less: Shares Bought back during the year	-	-	-	-
Equity Shares at the end of the year	75.03	750.25	75.03	750.25

Note 3 Reserves and surplus

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Security Premium Account		
Opening balance	1,690.58	1,690.58
Add: Additions during the year	-	-
Less: Share Issue Expenses	-	-
Closing balance (A)	1,690.58	1,690.58
(b) General reserve		
Opening balance	177.80	177.80
Add: Transferred from surplus/ deficient in Statement of Profit and Loss	-	
Less: Utilised / transferred during the year		-
Closing balance (B)	177.80	177.80
(c) Capital reserve on Consolidation		
Excess of Net assets acquired over investment made		-
Closing balance (C)	-	-
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	2,991.19	2,964.24
Add: Profit / (Loss) for the year	805.22	468.80
Less: Dividend Paid	-	-
Less: Dividend Distribution Tax	-	-
Add: Minority Interest	(873.31)	(441.86)
Closing balance (D)	2,923.10	2,991.19
(e) Foreign Currency Translation Reserve	(137.19)	(871.40)
Closing balance (E)	(137.19)	(871.40)
Total (A+B+C+D+E)	4,654.29	3,988.17

* Net loss related to Minority shareholders borne by majority share holders

Note 4 Long term borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Term Loans		
Secured		
Loan from ICICI - DSL Building	269.41	362.78
Loan from ICICI - DSL Building Topup	106.08	109.47

Unsecured		
Columbia Inc	416.85	1,233.30
Loans from Phalanx Equities LLC	-	2,137.72
Loan from Directors	41.12	271.33
Loans from directors	75.84	75.56
Inter corporate loan	45.00	50.00
FNB – Term Loan	787.47	1,095.57
First Interstate Bank	5.98	7.74
John Deer – Directional Drill	43.47	102.86
Truist Equipment Finance – Vehicle Loan	268.05	379.42
Oakmont Capital Vehicle Loan	75.45	92.01
The Huntington National Bank	176.32	198.01
Stearns Bank Vehicle Loan	95.54	66.81
Summit Bank Equipment Finance Company	7.50	7.40
Hartford Finance	79.56	-
DLL Finance services (RDO) Vehicle Loan	50.67	59.38
Total	2,544.31	6,249.33

Current Maturities of Long Term Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Principle Amount	712.69	570.37
Interest Component	169.09	171.97

Of the above:(Loan from ICICI)

Mortgage Loan of 4.54 Cr obtained from ICICI Bank, Begumpet, Hyderabad Secured by way of DSL Abacus 8th Floor, situated at Uppal Khalsa Village, Uppal Mandal, Medchal – Malkajgiri District having a super built up area of 10769 Sft, including common areas. Together with proportionate undivided share of land admeasuring 256.19 Sq. Yards. The rate of interest for the Facility shall be sum of the Repo Rate * + Spread per annum, plus applicable statutory levy, if any. The applicable interest Rate currently is 9.20%

Note 5 Other Long-term Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
N/P IT Holdings	-	-
Ally Bank - 2016 Ford F-150 - \$528.96	-	5.94
Ally Bank - 2021 Ford F-350 VIN 3546	36.38	37.41
Ford Financial - 2019 Ford 3189	28.93	37.95
Kubota KX040 Excavator	15.68	22.77
AFG Earnout Payable	442.98	510.87
Total	523.97	614.93

Note 6 Long-term provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Provision for Employee retirement benefits		
Provision for Gratuity	102.20	105.53
Total	102.20	105.53

Note 7 Short-term borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Current Maturities of Long-Term Debt	712.69	598.33
Loans Repayable on Demand		
From Banks		
Secured		
Loan Against FD from Canara Bank	-	-
Canara Bank Working Capital Loan	215.95	295.71
Canara Bank Packing Credit	331.74	285.15
FNB Line of Credit	4,552.76	668.69
BB&T Credit Line	-	-
Total	5,813.14	1,847.89

Of the above :

* Over Draft limit of Rs. 700 lakhs from Canara Bank Secured by way of Hypothecation of Equipment and floating charge on movable assets, book debts and personal guarantee given by the Managing Director, and Executive Director and Director of the Company & 'Collateral Security of Residential Plots admeasuring 2000 Sq Yds situated at Thimmayapalli, Keesara Mandal R.R.Dist, and Open Plots admeasuring 5230 Sq.Yds situated at Ghanpur Village, Toopran Mandal, Medak District and open plot No.11 admeasuring 773 Sq Yds and Open Plots admeasuring 7465 Sq Yds at Ghanpur Village, Toopran Mandal, Medak Dist. and open Plots admeasuring 2311 Sq Yds situated at Yawapoor Village, Toopran Mandal, Medak District.

Over Draft limit of 1.5 Million US\$ from Essex Bank is secured by way of Hypothecation of Trade Receivables.

Note 8 Trade payables

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Trade Payables		
i)Total outstanding dues to micro enterprises and small enterprises	8.66	0.22
ii)Total outstanding dues to creditors other than micro enterprises and small enterprises	2,608.13	2,106.29
Total	2,616.80	2,106.51

Figures For the Current Reporting Period	Outstanding for following periods from due date of payment				
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	2,544.93	58.24	-	-	2,603.17
Dispute dues-MSME	-	-	-	-	-
Dispute dues -Others	-	-	-	-	-
Total	2,545	58	-	-	2,603.17

Figures For Previous Reporting Period	Outstanding for following periods from due date of payment				
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	0.22	-	-	-	0.22
Others	2,073.20	33.09	-	-	2,106.29
Dispute dues-MSME	-	-	-	-	-
Dispute dues-Others	-	-	-	-	-
Total	2,073.42	33.09	-	-	2,106.51

Note 9 Other current liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Employee Benefits Payable		
Bonus Payable	69.82	48.74
Director Remuneration Payable	6.04	14.53
Directors Sitting Fee Payable	2.27	1.51
Salaries Payable	171.95	159.40
Other Payable	9.44	-
Statutory Liabilities Payable		
Professional Tax Payable	1.24	0.46
AP Individuals	-	-
ESI Payable	1.59	1.27
PF Payable	12.27	11.08
TDS Payable	14.46	14.25
Other Payables		
Audit Fee Payable	10.44	7.74
Electricity Charges Payable	2.71	3.42
Other Payables	63.29	501.60
AFG Goodwill Payable	200.09	197.33
Rent Payable	1.53	3.40
Total	567.82	965.25

Note 10 Short-term provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Provision for Income Tax (Net of TDS & Advance Tax)	8.49	38.52
Total	8.49	38.52

Note 12 Non current investments

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Canara Bank Robeco Mutual Fund	10.22	10.22
Cadsys Technologies LLP	-	-
Investments- Instancy Inc USA	-	-
Total	10.22	10.22

Note 13 Deferred tax assets (Net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Deferred tax liability		
Related to fixed assets	(61.69)	(37.48)
Deferred tax assets		
Disallowances under the Income tax act' 1961	(5.07)	(35.43)
Deferred tax Liability (Net)	(66.76)	(72.92)

Note 14 Long-term loans and advances

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Security deposits		
Rent Deposits	22.64	21.43
Electricity Deposits	12.59	12.59
Other Deposits	31.54	34.08
(c) Balances with government authorities		
Unsecured, considered good	-	-
(b) Other loans and advances		
Unsecured Considered Good		
APIIC Limited	-	-
Total	66.77	68.10

Note 15 Other non-current assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Preliminary Expenses	-	114.01
Payroll Amortisation	-	0.00
Non Compete Fee	100.04	148.00
Total	100.04	262.01

Note 16 Trade receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Trade receivables		
Unsecured, considered good		
More than six months	290	290
Others	9,477	5,857
Total	9,767	6,147

Note 16 Trade receivables

Figures For the Current Reporting Period	Outstanding for following periods from due date of payment					Total
Particulars	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Good	8,074.22	987.84	214.06	7.52	2.23	9,286
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others						-
Total	8,074.22	987.84	214.06	7.52	2.23	9,286

Figures For Previous Reporting Period	Outstanding for following periods from due date of payment					Total
Particulars	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Good	5,881.16	45.19	2.02	2.20	216.73	6,147.30
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others						-
Total	5,881.16	45.19	2.02	2.20	216.73	6,147.30

Note 17 Cash and cash equivalents

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Cash on hand	0.98	0.76
(b) Balances with banks		
(i) In current accounts	848.93	816.44
(ii) In EEFC accounts	-	-
(iii) In Fixed deposit accounts (period of maturity within one year)	1.18	193.11
Total	851.09	1,010.30

Note 18 Short-term loans and advances

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
(a) Others Loans and advances		
Advance to Employees	14.21	-
Other Advances	12.75	6.92
TDS & Refund receivables	9.26	-
Input GST	87.88	53.21
Total	124.10	60.13

Note 19 Other current assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Rs. in Lakhs	Rs. in Lakhs
Advance for Capital Asset	-	-
Interest Accrued On Fixed Deposits	-	15.26
Other receivables	1,249.46	14.03
Prepaid Expenses	171.06	222.28
Inventory	1,525.24	1,233.18
UnBilled Receivables	3,036.34	2,317.33
Total	5,982.09	3,802.08

Note 20. Revenue from Operations

Particulars	Year ended on 31st Mar, 2024	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Revenue from operations						
Sale of Services	18,469.87	8,471.76	9,998.11	9,829.18	5,923.98	15,753.16
Unbilled Revenue	3,015.39	2,230.02	785.37	273.07	1,389.23	1,662.30
Exchange Gain	25.74	8.25	17.48	8.21	70.60	78.81
Total	21,511.00	10,710.03	10,800.96	10,110.46	7,383.81	17,494.26

Note 21. Other income

Particulars	Year ended on 31st Mar, 2024	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Interest Income	4.15	0.06	4.09	13.39	10.92	24.32
Other Income	226.99	173.01	53.99	281.54	93.72	375.26
Total	231.14	173.07	58.07	294.93	104.64	399.58

Note 22. Employee Benefit Expense

Particulars	Year ended on 31st Mar, 2024	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Salaries and wages	8,451.73	3,819.33	4,632.40	4,194.34	4,186.99	8,381.33
Remuneration to Directors	96.00	48.00	48.00	48.00	48.00	96.00
Contributions to provident and other funds	96.99	47.99	49.01	36.70	30.52	67.22
Staff welfare expenses	367.93	202.46	165.47	136.07	200.92	336.99
Gratuity	30.70	15.69	15.01	31.60	8.66	40.26
Total	9,043.35	4,133.46	4,909.89	4,446.72	4,475.08	8,921.80

Note 23. Other Operating Expenses

Particulars	Year ended on 31st Mar, 2024	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Payments to Auditor as :						
(a) Statutory Audit Fee	4.09	2.09	2.00	2.84	1.25	4.09
(b) Tax Audit Fee	1.50	0.75	0.75	1.50	0.00	1.50
(c) Secretarial Audit Fee	1.20	1.20	-	1.20	-	1.20
Accounting fee	2.67	1.74	0.93	(1.58)	26.03	24.45
Advertising Expenses	0.29	0.23	0.06	0.01	1.99	2.00
Bad debts Write off	19.93	19.93	-	22.16	0.98	23.14
Bank charges	26.38	12.91	13.47	12.67	12.11	24.79
Books & Periodicals	0.14	0.12	0.03	0.03	0.04	0.07
Job Work Charges	5,778.63	3,363.17	2,415.45	2,044.04	1,819.85	3,863.89
Computer Consumables	6.47	2.46	4.01	21.74	43.51	65.25
Directors Sitting Fee	0.85	0.85	-	0.50	0.60	1.10
Donations	1.42	0.62	0.80	0.90	0.85	1.75
Due & Publications	107.79	57.21	50.58	47.97	41.90	89.87
Discount	7.83	7.83	-	2.68	-	2.68
Domain Renewal charges	0.57	0.44	0.13	(2.83)	3.37	0.54
Electricity Charges	54.71	18.10	36.61	32.43	27.25	59.68
Foreign Travel Expenses -Employees	-	-	-	2.88	4.53	7.41
Fuel Expenses	254.09	86.59	167.50	162.42	179.45	341.86
Immigration fee	22.28	12.57	9.71	21.05	21.79	42.84

Insurance	440.98	252.71	188.28	160.60	175.87	336.47
Internet Charges	28.26	6.24	22.02	17.54	19.22	36.75
Investment in Cad Technologies LLP Written off	2.40	2.40	-	-	-	-
Legal Expenses	282.19	99.57	182.61	66.11	15.64	81.75
Misc Expenses	3.63	(7.74)	11.37	67.50	0.25	67.74
In Eligible GST	3.51	3.11	0.40	8.31	-	8.31
Office Expenses	23.21	13.85	9.36	8.98	10.15	19.12
Other Charges	34.30	14.06	20.24	1.99	1.34	3.33
Postage & Courier Charges	19.94	11.08	8.86	7.92	6.01	13.93
Printing & Stationery	8.68	5.82	2.87	4.41	3.75	8.16
Prior Period Expenses	-	-	-	0.00	0.67	0.67
Professional & Consultancy Charges	422.20	237.98	184.22	157.56	57.32	214.87
Amortization	43.30	36.93	6.37	53.52	6.06	59.58
Rates & Taxes	83.15	46.49	36.66	32.71	4.03	36.74
Rent	437.67	265.19	172.49	172.16	170.04	342.20
Rent Equipment	121.40	85.25	36.16	-	-	-
Repairs & Maintenance - Others	236.98	120.27	116.71	74.07	44.86	118.93
Sales Commission	43.14	32.18	10.96	69.89	14.77	84.66
Sales Consulting Fee	59.12	23.33	35.78	30.68	25.02	55.70
Security Charges	3.66	1.86	1.80	1.71	1.80	3.51
Service Charges	3.40	1.13	2.28	0.55	0.55	1.10
Software Charges	3.04	0.28	2.77	3.60	3.34	6.94
Subscription & Other Charges	204.77	115.54	89.23	89.94	26.23	116.17
Telephone Charges	25.37	18.62	6.75	12.79	20.66	33.45
Travelling, Conveyance and Per Diem	461.82	214.08	247.74	173.38	243.68	417.06
Accommodation	634.56	255.80	378.76	412.08	343.33	755.42
Visa Fee	0.07	0.07	-	-	-	-
Provision for AR	-	(24.20)	24.20	-	-	-
Total	9,921.59	5,420.72	4,500.87	4,000.61	3,380.06	7,380.67

Note 24. Financial costs

Particulars	Year Ended on 31st Mar, 2024	Half Year ended on 31st Mar, 2024	Half Year ended on 30th Sep, 2023	Half Year ended on 31st Mar, 2023	Half Year ended on 30th Sep, 2022	Year Ended on 31st Mar, 2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Interest expense on:						
- Interest On Working Capital Loans	289.30	224.74	64.57	61.89	28.87	90.77
- Interest Others	476.42	180.95	295.47	146.81	100.52	247.33
Total	765.72	405.68	360.04	208.70	129.40	338.10

Note 25. In consolidated financial statements

Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount in Lakhs	As % of consolidated profit or loss	Amount in Lakhs
1	2	3	4	5
Parent Subsidiaries Indian				
1. Apex Engineers India Pvt Ltd	-0.51%	(0.00)	-0.28%	(0.00)
Foreign				
1. Apex Advanced Technology, LLC, USA	75.66%	0.14	86.75%	0.01
2. Cadsys Technologies LLC, USA	-0.22%	(0.00)	-0.31%	(0.00)
Minority Interest in all subsidiaries Associates (Investment as per the equity method)				
1. Apex Engineers India Pvt Ltd	0.00	-0.97	-	-
Foreign				
1. Apex Advanced Technology, LLC, USA	1.00	4473.54	-	-
2. Cadsys Technologies LLC, USA	0.00	-2.67	-	-

SCHEDULE:11 - PROPERTY, PLANT AND EQUIPMENT

S.No	DESCRIPTION	As at 01 Apr, 2023	Additions during the year	Deletions during the year	As on 31 Mar, 2024	Up to 01 Apr, 2023	Deletions during the year	1st Half Year	2nd Half Year	Total	Adjusted against Reserves	As on 31-03- 2024	As on 31-03- 2024	As on 31-03- 2023	Useful Life in Yrs
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
	Tangible Fixed Assets														
1	Furniture & Fittings	208.67	14.84	28.54	194.97	162.12	27.76	5.14	3.30	8.44	-	142.80	52.17	46.55	10
2	Computer	855.71	9.04	74.55	790.19	794.93	74.55	11.19	7.67	18.86	-	739.23	50.95	60.78	3
3	Servers	41.84	-	16.69	25.15	41.76	16.69	-	0.02	0.02	-	25.10	0.05	0.07	6
4	Electrical Equipments	52.26	6.95	14.52	44.69	50.34	12.86	0.27	-	0.27	-	37.75	6.94	1.92	10
5	Office Equipment	113.78	48.84	1.50	161.12	73.31	1.36	6.92	9.77	16.69	-	88.64	72.49	40.47	5
6	Vehicle	1,163.26	60.83	-	1,224.09	104.99	-	56.33	58.62	114.95	-	219.95	1,004.15	1,058.26	8
7	Air conditioner	25.39	1.85	-	27.24	24.48	-	0.24	-	0.24	-	24.72	2.52	0.91	10
8	Generator	24.38	-	-	24.38	23.73	-	0.58	-	0.58	-	24.31	0.06	0.64	10
9	U.P.S	39.44	7.43	-	46.86	39.44	-	-	-	-	-	39.44	7.43	0.00	5
10	Communication Equipment	48.98	-	-	48.98	48.98	-	-	-	-	-	48.98	0.00	0.00	5
11	Land	7.20	-	7.20	-	-	-	-	-	-	-	-	-	7.20	-
12	Building	746.63	-	-	746.63	36.36	-	17.30	17.29	34.59	-	70.96	675.67	710.27	21
	Total	3,328	150	143	3,334	1,400	133	98	97	195	-	1,462	1,872	1,927	
	Intangible Fixed Assets					-									
13	Software	2,400.30	-	-	2,400.30	1,746.55	-	206.91	196.78	403.69	-	2,150.24	250.06	653.75	1
14	Goodwill	5,340.24	-	-	5,340.24	28.79	-	-	-	-	-	28.79	5,311.45	5,311.45	
	Total	7,741	-	-	7,741	1,775	-	207	197	404	-	2,179	5,562	5,965	
	Grand Total	11,068	150		11,075	3,176		305	293	598	-	3,641	7,434	7,892	

11a.Capital Work In Progress (CWIP)

(i) For Capital-work-in progress, following ageing schedule shall be given

SI No	CWIP	Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	Building Work in Progress	169.97		-	-	169.97
	Total	169.97	-	-	-	169.97

SIGNIFICANT ACCOUNTING POLICES

FOR THE YEAR ENDED MARCH 31, 2024

The following are the significant accounting policies adopted by the company.

I. Corporate information:

Cadsys (India) Limited is a professionally managed multi-disciplinary organization undertaking GIS and Engineering design services in the field of telecom, CATV, Oil & Gas, Electric, other Utilities. Established in the year 1992, CADSYS is headquartered in Hyderabad, Telangana, and has operational presence in the United States of America. Over the years, Cadsys has successfully expanded its client base to countries such as Europe, Middle East and Canada.

II. Basis of preparation of consolidated financial statements

The Financial Statements have been prepared and presented in accordance with generally accepted accounting principles in India ("Indian GAAP"). Indian GAAP comprises Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 as adopted consistently by the Company.

III. Principles of Consolidation

The consolidated financial statements include the financial statements of Cadsys (India) Limited (the "parent company"), and its subsidiary (collectively referred to as "the company" or "the Group"), in which the parent company has more than one-half of the voting power of an enterprise or where the parent company controls the composition of the board of directors.

The Group financial statements have been prepared on the following basis.

- The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in un realized profits or losses as per Accounting Standard 21- "Consolidated Financial Statements" & "Accounting for Investments in Subsidiaries in Separate Financial Statements".
- Since Cadsys (India) Limited is holding shares of Cadsys Technologies LLC USA from the beginning of its incorporation hence neither goodwill nor capital reserve will appear on consolidation.
- The consolidated financial statements are presented, to the extent possible, in the format as that adopted by the parent company for its separate financial statements.

Following are the Subsidiaries:

Name of the Company of Incorporation	% of Share Holding	Country
1. Cadsys Technologies LLC USA	96.87%	USA
2. Apex Advanced Technology LLC USA	52.00%	USA
3. Apex Engineers (India) Private Limited	80.00%	INDIA

IV. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Actual results could differ from the estimates. Examples of such estimates including provision for doubtful debts, future obligations under employee retirement benefit plan, Income taxes. Any changes in estimates are adjusted prospectively.

Contingencies are recorded when it's probable that liability will be incurred, and the amount can be reasonably estimated. Where no reliable estimate can be made, a disclosure is made as contingent Liability.

V. Revenue recognition:

The company generally follows mercantile system of accounting and recognizes significant items of income on accrual basis.

- 1). Revenue from Providing Services of 'Software as a service' is recognized when the processes of services are completed and the data is transferred to the customer and billed to clients as per the terms of contracts.
- 2). Interest income is accounted on time proportion basis.
- 3). Other Items of Income are accounted as and when right to receive arises.

VI. Expenditure

Expenses are accounted on the accrual basis and provisions are made for all known losses and liabilities.

VII. Fixed Assets & Depreciation:

Fixed Assets are carried at the cost of acquisition or construction less accumulated depreciation.

The cost of tangible fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the cost of acquisition and installation of the respective asset.

Depreciation is provided on Written Value Method basing on the useful life of the assets.

VIII. Borrowing Cost:

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

IX. Impairment Of Assets:

An asset is treated as impaired when carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the profit and Loss A/c in the year in which an asset is identified as impaired. The impairment loss is recognized in prior accounting periods is reversed if there has been a change in the estimate recoverable amount

X. Investments

Investments are either classified as current or long term, based on the management's intention at the time of purchase. Current investments are carried at the lower of cost or Fair Value. Long Term investments are carried at cost and Provisions are recorded to recognize any decline, other than temporary, in the carrying value of each investment.

XI. Foreign currency transaction:

Transactions in foreign currency are recorded at Exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rate of exchange at the balance Sheet date and resulting gain or loss is recognized in the profit and Loss Account. Non-Monetary assets and liabilities are translated at the rate prevailing on the date of transaction.

XII. Accounting for Taxes on Income:

Current Tax: Provision for Current Income tax is made on the basis of the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax: Deferred income tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The tax effect is calculated on the accumulated amount.

Timing differences at the year end based on tax rates and laws, enacted or substantially enacted as of the Balance Sheet date. The deferred tax assets are recognized only to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

XIII. Earnings Per Share:

In determining earnings per share, the company considers the net profit after tax and included the post tax effect of any extra ordinary /exceptional item is considered. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares consolidated for deriving basic earnings per share, and also the weighted average number of equity shares that could have adjusted for the proceeds receivable, had the shares been actually issued at fair value (i.e., the average market value of the outstanding share.) Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

XIV. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

XV. Provisions and Contingencies:

A Provision is recognized when there is a Present Obligation as a result of past event, for which it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

A disclosure for a Contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS: FOR THE YEAR ENDED MARCH 31, 2024

27. Capital Commitment and Contingent liabilities:

a). Estimated amount of unexecuted capital contracts

(Rs. in Lakhs)

S.No	Particulars	2023-24	2022-23
1	Unexecuted Capital Contracts	NIL	NIL

b). Contingent liabilities:

(Rs. in Lakhs)

S.No	Particulars	2023-24	2022-23
1	Outstanding Corporate Guarantees	0	0

28. Auditors Remuneration:

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2022-23
Statutory Audit Fee	4.09	4.09
Tax Audit Fee	1.50	1.50
Total Audit Fee	5.59	5.59

29. Basic Earnings per share:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Net Profit for the Year	805.22	468.80
Amount Available for Equity Share holders	805.22	468.80
Weighted Average no. of Equity shares	75.03	75.03
Face Value of Share	0.0001	0.0001
Basic Earnings per Equity Share	10.73	6.25

30. Property, Plant and Equipment

Property, Plant and Equipment represent a significant proportion of the asset base of the company. The changes in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in Technology.

- a). A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations, amount of change due to revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment) and other adjustments and the related depreciation and impairment losses/reversals shall be disclosed separately.
- b). A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations, amount of change due to revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of intangible assets) and other adjustments and the related depreciation and impairment losses or reversals shall be disclosed separately.

Property, plant and equipment consist of the following for the year ended 31st March -2024

(Rupees in Lakhs)

Particulars	Furniture & Fittings	Computer	Servers	Electrical Equipment	Office Equipment	Vehicle	Air conditioner	Generator	U.P.S	Communication Equipment	Land	Building Work in Progress	Capital Work in progress	Software	Goodwill
Gross carrying value as at April 1, 2023	208.67	855.71	41.84	52.26	113.78	1163.26	25.39	24.38	39.44	48.98	7.2	746.63	-	2400.30	5340.24
additions	14.84	9.04	-	6.95	48.84	60.83	1.85	-	7.43	-	-	-	169.97	-	-
Deletions *	28.54	74.55	16.69	14.52	1.50	-	-	-	-	-	7.2	-	-	-	-
Gross carrying value as at March 31, 2024	194.97	790.20	25.15	44.69	161.12	1224.09	27.24	24.38	46.87	48.98	0	746.63	169.97	2400.30	5340.24
Accumulated depreciation as at April 1, 2023	162.12	794.93	41.76	50.34	73.31	104.99	24.48	23.73	39.44	48.98	0	36.36	-	1746.55	28.79
Depreciation	8.44	18.86	0.02	0.27	16.69	114.95	0.24	0.58	0	0	0	34.59	-	403.69	0
Accumulated depreciation on deletions	27.76	74.55	16.69	12.86	1.36	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2024	142.80	739.23	25.10	37.75	88.64	219.95	24.72	24.31	39.44	48.98	0	70.96	-	2150.24	28.79
Carrying value as at April 1, 2023	46.55	60.78	0.07	1.92	40.47	1058.26	0.91	0.64	0	0	7.2	710.27	-	653.75	5311.45
Carrying value as at March 31, 2024	52.17	50.95	0.05	6.94	72.49	1004.15	2.52	0.06	7.43	0	0	675.67	169.97	250.06	5311.45

Property, plant and equipment consist of the following for the year ended 31st March -2023

Particulars	Furniture & Fittings	Computer	Servers	Electrical Equipment	Office Equipment	Vehicle	Air conditioner	Generator	U.P.S	Communication Equipment	Land	Building Work in Progress	Capital Work in progress	Software	Goodwill
Gross carrying value as at April 1, 2022	208.67	800.52	41.84	52.26	221.18	54.92	25.39	24.38	39.44	48.98	7.2	746.63	-	2036.89	4550.93
additions	-	55.19	-	-	119.00	1213.65	-	-	-	-	-	-	-	363.42	789.31
Deletions *	-	74.55	-	-	226.40	105.32	-	-	-	-	-	-	-	-	-
Gross carrying value as at March 31, 2023	208.67	855.71	41.84	52.26	113.78	1163.26	25.39	24.38	39.44	48.98	7.2	746.63	-	2400.30	5340.24
Accumulated depreciation as at April 1, 2022	152.92	784.39	41.73	49.84	73.39	10.55	23.90	22.05	39.44	48.97	0	0	-	1464.59	28.79
Depreciation	9.20	10.54	0.03	0.49	29.43	96.90	0.59	1.69	0	0.01	0	36.36	-	281.96	0
Accumulated depreciation on deletions	-	-	-	-	29.51	2.45	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2023	162.12	794.93	41.76	50.34	73.31	104.99	24.48	23.73	39.44	48.98	0	36.36	-	1746.55	28.79
Carrying value as at April 1, 2022	55.75	16.13	0.11	2.41	147.79	44.38	1.49	2.33	0	0.01	7.2	746.63	-	572.3	4522.14
Carrying value as at March 31, 2023	46.55	60.78	0.07	1.92	40.47	1058.26	0.91	0.64	0	0	7.2	710.27	-	653.75	5311.45

31. Deferred Tax

Tax charged to Profit and Loss account is after considering deferred tax impact for the timing difference between accounting income and taxable income.

The deferred tax Asset as at March 31, 2024 and March 31, 2023 comprise of the following:

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Deferred Tax Liability / Asset		
1.Related to fixed assets	61.69	37.48
B. Deferred Tax Liability / Asset		
1.Disallowance under the Income tax Act,1961	5.07	35.43
C. Deferred tax Liability/(Asset) (net)	66.76	72.92

32. Trade Receivables

(Rs. in Lakhs)

S.N.O	Particulars	Total	<6 Months(M)	6M - 1Yr	1- 2 Yr	2-3 Yr	>3 Yrs
1	Undisputed Trade Receivables Considered Good.	9,766.76	8,555.10	987.84	214.06	7.52	2.23
2	Undisputed Trade Receivables Considered Doubtful.	Nil	Nil	Nil	Nil	Nil	Nil
3	Disputed Trade Receivables Considered Good.	Nil	Nil	Nil	Nil	Nil	Nil
4	Disputed Trade Receivables Considered Good.	Nil	Nil	Nil	Nil	Nil	Nil

33. Unbilled dues from the clients:

(Rs. in Lakhs)

S.N.O	Particulars	Total	<6 Months(M)	6M - 1Yr	1- 2 Yr	2-3 Yr	>3 Yrs
1	Unbilled Receivable from Apex	3036.34	3036.34	Nil	Nil	Nil	Nil
	Total	3036.34	3036.34	Nil	Nil	Nil	Nil

34. Trade Payables:

(Rs. in Lakhs)

S.N.O	Particulars	Total	< 1 Yr	1 - 2 Yr	2 - 3 Yr	>3 Yrs
1	MSME	8.66	8.66	Nil	Nil	Nil
2	OTHERS	2608.14	2549.89	58.24	Nil	Nil
	Total	2616. 80	2558.56	58.24	Nil	Nil

35. Capital work in progress:

There was a capital work in progress of Interior work for Building in the current financial year as follows.

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	0	0
Addition During the period	169.97	0
Closing Balance		
Total	169.97	0

36. Corporate Social Responsibility Expenditure:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The areas for CSR activities are education of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment suitability, disaster relief, Covid-19 relief and rural development projects.

The Provisions of Sec-135 Of the companies Act-2013, is not applicable to the company.

37. Related Party Transactions:

a) Name of the related party and relationship:

Party Name	Relation
N.C.V. Rangacharya	Key Managerial Person (Managing Director), Brother of N.C Padmaja and C Madhavi
N. C. Padmaja	Whole time Director and CFO & Sister of N.C.V. Rangacharya and C Madhavi
C. Madhavi	Director, sister of Managing director and Whole time director
S. Nagarajan	Director
S. Sai Sridhar	Director
C. Appalacharyulu	Director
B. Shailaja	Company Secretary & Daughter of N C Padmaja (Ceased w.e.f April, 1st 2024)
Vanamali Praneeth Kumar	Company Secretary & Compliance Officer (Appointed w.e.f April, 1st 2024)
Apex Engineers (India) Pvt Ltd	Enterprises over which Key managerial personnel has significant influence and Wholly owned Subsidiary.
Apex Advanced Technology LLC USA	Enterprises over which Key managerial personnel has significant influence and Partly owned Subsidiary
Cadsys Technologies LLC USA	Enterprises over which Key managerial personnel has significant influence and owned Subsidiary.
Compusonic Technologies	Enterprises over which Key managerial personnel has significant influence.
i Power Four Technologies Pvt Ltd	Enterprises over which Key managerial personnel has significant influence.
Cadsys Technologies LLP	Wholly owned Subsidiary
Irish Tower	Step Down Subsidiary

b) Transactions with Related parties

PREVIOUS FIGURES MENTIONED IN ()

Name of the Related Party	N.C.V. Rangacharya	N.C.Padmaja	B. Shailaja	S Nagarajan	Apex Advanced Technology LLC USA	Apex Engineers (India) Private Limited	Cadsys Technologies LLP	iPowerFour Technologies Pvt Ltd
Description of the nature of transactions	Receiving of professional and management Services	Receiving of professional and management Services	Receiving of professional services	Receiving of professional services	Provision of Services	Receipt of Services	Provision of Services	Rent Received
Volume of transactions either as an amount or as appropriate proportion	1.Managerial Remuneration of 60.00 Lakh (60.00 Lakh)	1.Managerial Remuneration of 36.00 Lakh (36.00 Lakh)	Remuneration of 4.80 Lakh (4.80 Lakh)	Professional Fee of 57.99 Lakh (59.24 Lakh)	1. Providing of Services of 2282.48 Lakh (1672.75 Lakh)	1.Receiving of Services of Rs.NIL (Rs. NIL/-) 2. Inter Corporate Loan of Rs. NIL (NIL)	Investment During the Year NIL (0.80 Lakh)	Rent Received During the Year 2.27 Lakh (2.27 Lakh)
Any other elements of the related party transactions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
The amounts or appropriate proportions of outstanding items pertaining to related parties at the Balance Sheet date	1. Remuneration Payable of 3.00 Lakh (7.36 Lakh)	1. Remuneration Payable of 3.04 Lakh (7.17 Lakh)	Salary outstanding 0.40 Lakh (0.40 Lakh)	Remuneration Payable of 2.26 Lakh (4.94 Lakh)	Amount Receivable against export of services of 907.29 Lakh (843.57 Lakh)	Amount Receivable of Rs. NIL (NIL)	Investment of NIL (2.40 Lakh written off) (2.40 Lakh)	Nil
Provisions for doubtful debts due from such parties at that date and amounts written off or written back in the period in respect of debts due from or to related parties	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

38. In order to comply with the requirement of the Micro, Small and Medium Enterprises Development Act, 2006, Company has sought confirmation from the vendors whether they are falling in the category of Micro/Small/Medium Enterprises. Based on the information available, the required disclosures are given below:

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Principal amount remaining unpaid	8.66	0.22
Delayed payments due as at the end of each accounting year on account of Principal	-	-
Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Interest accrued and remaining unpaid as at March 31	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

39. The following table summarizes the Disclosures of shareholding of Promoters and promoters group:

Shares held by Promoters at the end of the year 31 March 2024					As at 31 March 2023	
S. No.	Name of the Promoter and Promoter Group	No of shares held (in lakhs)	% of total shares	% change during the year	No of shares held (in lakhs)	% out of number of shares of the company
1	CHAKRAVARTHI VENKATA RANGACHARYA NALLANI	15.4	20.54%	-	15.4	20.54%
2	PADMAJA NALLANICHAKRAVARTHI	16.7	22.21%	-	16.7	22.21%
3	PUSHPAVATHI NALLANI CHAKRAVARTHI	1.9	2.47%	-	1.9	2.47%
4	N C RANGAMANI	0.8	1.10%	-	0.8	1.10%
5	MADHAVI CHILAKAMARRI	0.5	0.61%	-	0.5	0.61%
6	RAJGOPAL SATTALURI	0.4	0.57%	-	0.4	0.57%
7	SITA JAYA LAKSHMI SATTALURI	0.1	0.17%	-	0.1	0.17%

40. The following table summarizes the Ratios for the years ended 31st March, 2024 and 31st March 2023 are as follows:

	Particulars	Numerator	Denominator	31.03.2024	31.03.2023	Variance
a)	Current Ratio	Current assets	Current liabilities	1.86	2.22	16.22%
b)	Debt-Equity ratio	Total liabilities	Shareholders' equity	2.13	2.36	9.75%
c)	Debt service coverage ratio	Operating Income	Interest expenses	2.83	3.77	24.93%
d)	Return on equity ratio	Net Income	Equity	0.14	0.09	55.56%
e)	Inventory turnover ratio	Inventory	Turnover	0.07	0.07	0.00%
f)	Trade receivable turnover ratio	receivables	Turnover	0.04	0.03	(33.33%)
g)	Trade payable turnover ratio	Payables	Turnover	0.12	0.12	0.00%
h)	net capital turnover ratio	Net assets	Turnover	2.79	2.89	3.46%
i)	net profit ratio	net profit	Turnover	0.04	0.03	(33.33%)
j)	Return on capital employed ratio	EBIDTA	Net Assets	0.13	0.10	(30.00%)
k)	Return on Investment	net income	Average Share Holders Fund	0.15	0.09	(66.67%)

41. There were no overdue amounts exceeding 1 Lakh each, which are outstanding for more than 30 days payable to Small Scale Industrial Undertakings as on 31st March, 2024
42. The Company ('funding party') written off Rs. 2,40,200/- capital contribution held as an investment in Cadsys Technologies LLP, due to lack of business opportunities in such LLP.
43. Paise have been rounded off to the nearest Lakh.
44. Previous Year Figures are regrouped wherever necessary.

As per our report of even date
For DARAPANENI & Co.
Chartered Accountants,
Firm Registration Number: 000685S

For and on behalf of the Board of Directors
CADSYS (INDIA) LIMITED

Sd/-
Partner
Sree Rama Chandra Murthy .Ch
Membership No. 233010
Place : Hyderabad
Date : 29th May, 2024

Sd/-
Managing Director
N.C.V.Rangacharya
DIN: 01067596

Sd/-
Whole-Time Director cum Chief Finance Officer
N.C.Padmaja
DIN: 01173673

NOTICE OF 32ND ANNUAL GENERAL MEETING

FOR THE YEAR ENDED MARCH 31, 2024

NOTICE IS HEREBY GIVEN THAT THE 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF CADSYS (INDIA) LIMITED WILL BE HELD ON FRIDAY THE 27th DAY OF SEPTEMBER, 2024 AT 09:00 A.M (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIOVISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider, discuss and adopt –

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Board's Report and Auditor's Report thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Auditor's Report thereon and in this regard, to consider and if thought fit, to pass the following resolutions as an

Ordinary Resolutions:

- (a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024, the Board's Report and Auditor's Report thereon placed before this meeting, be and are hereby received, considered and adopted."
- (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024 and Auditor's Report thereon placed before this meeting, be and are hereby received, considered and adopted."

2. Re-appointment of Mr. Sripadarajan Nagarajan as a Director, liable to retire by rotation:

To appoint a director in place of Mr. Sripadarajan Nagarajan (DIN: 05262644), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, consider and if thought fit, to pass the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is accorded to re-appoint Mr. Sripadarajan Nagarajan (DIN: 05262644), as a Director to the extent that she is liable to retire by rotation."

SPECIAL BUSINESS

1. To Consider and approve the managerial remuneration to be paid to Mr. Nallani Chakravarthi Venkata Rangacharya (01067596), Managing Director of the Company.

To consider and, if thought fit, to pass without modification the following resolutions as **special resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee, Approval of the members of the Company be and is hereby accorded to the Board of Directors for the payment of remuneration to Mr. N.C.V Rangacharya (01067596), Managing Director and KMP of the Company, w.e.f 1st April, 2024 for a period of 3 (three) years on the following terms and conditions mentioned below."

A. Salary / Remuneration (₹. / annum):

The maximum amount of remuneration payable is ₹. 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum. Provided, the Company shall fix such amount of remuneration payable per month for the said term that is equal to or less than maximum limit of ₹. 7,00,000/- (Rupees Seven Lakhs Only) payable per month.

B. Commission

In the year of adequate profits, the commission payable will be in addition to the basic salary, perquisites and allowances, the amount of which, based on the net profits of the company in a particular year, shall be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder.

C. Perquisites / Benefits:

Perquisites (evaluated as per Income Tax Act, 1961 and Rules framed thereunder, where applicable), including but not restricted to the benefits of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of Income Tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and rules framed thereunder; medical reimbursement, leave and leave travel concession, provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the schemes and rules applicable from time to time, governing the aforesaid benefits. House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

D. Other Terms and Conditions:

The total remuneration and perquisites / benefits contemplated as per clause A, B, C above, including contribution towards retirement benefits, leave encashment, home leave expenses for expatriates etc, as per the rules of Company payable to the Managing Director of the Company shall not exceed limits as specified under provisions of section 197, 198 and Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force).

The Limits stipulated in this resolution are the maximum limits and the Board may in its absolute discretion pay to Managing Director lower remuneration and revise the same from time to time within the maximum limits stipulated by this resolution.

In the event of loss or in absence or inadequacy of profits in any financial year, the remuneration payable to a Managing Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force)."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, in the best interests of the Company and sign, execute and submit all necessary documents, applications and returns with the statutory authorities to give effect to the above resolution along with filing of necessary E-Forms with the Registrar of Companies, Telangana, Ministry of Corporate Affairs."

2. To Consider and approve the managerial remuneration to be paid to Mrs. Nallani Chakravarthi Padmaja (DIN: 01173673), Whole-Time Director of the Company.

To consider and, if thought fit, to pass without modification the following resolutions as **special resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee, Approval of the members of the Company be and is hereby accorded to the Board of Directors for the payment of remuneration to Mrs. Nallani Chakravarthi Padmaja, Whole-time Director and CFO (KMP) of the Company, w.e.f 1st April, 2024 for a period of 3 (three) years on the following terms and conditions mentioned below:."

A. Salary / Remuneration (₹. / annum):

The maximum amount of remuneration payable is ₹. 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum. Provided, the Company shall fix such amount of remuneration payable per month for the said term that is equal to or less than maximum limit of ₹. 7,00,000/- (Rupees Seven Lakhs Only) payable per month.

B. Commission

In the year of adequate profits, the commission payable will be in addition to the basic salary, perquisites and allowances, the amount of which, based on the net profits of the company in a particular year, shall be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder.

C. Perquisites / Benefits:

Perquisites (evaluated as per Income Tax Act, 1961 and Rules framed thereunder, where applicable), including but not restricted to the benefits of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of Income Tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and rules framed thereunder; medical reimbursement, leave and leave travel concession, provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the schemes and rules applicable from time to time, governing the aforesaid benefits. House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

D. Other Terms and Conditions:

The total remuneration and perquisites / benefits contemplated as per clause A, B, C above, including contribution towards retirement benefits, leave encashment, home leave expenses for expatriates etc, as per the rules of Company payable to the Whole-Time Director of the Company shall not exceed limits as specified under provisions of section 197, 198 and Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force).

The Limits stipulated in this resolution are the maximum limits and the Board may in its absolute discretion pay to Whole-Time Director lower remuneration and revise the same from time to time within the maximum limits stipulated by this resolution.

In the event of loss or in absence or inadequacy of profits in any financial year, the remuneration payable to a Whole Time-Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force)."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, in the best interests of the Company and sign, execute and submit all necessary documents, applications and returns with the statutory authorities to give effect to the above resolution along with filing of necessary E-Forms with the Registrar of Companies, Telangana, Ministry of Corporate Affairs."

**For and on behalf of the Board
Cadsys (India) Limited**

Date: 2nd Sep, 2024

Place: Hyderabad

**Sd/-
Whole-Time Director
N.C.Padmaja
DIN: 01173673**

EXPLANATORY STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

Pursuant to section 102 of the Companies Act, 2013 setting out all the material facts.

Item No. 1 & 2:

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors had in their meeting dated May 29th, 2024, for the payment of managerial remuneration to be paid to Nallani Chakravarthi Venkata Rangacharya, Managing Director of the Company and Nallani Chakravarthi Padmaja, Whole Time Director of the Company with effect from 01st April 2024 for a period of 3 (three) years.

STATEMENT OF INFORMATION PURSUANT TO SCHEDULE V OF COMPANIES ACT, 2013

General Information:

- (1). **Nature of industry:** Information Technology (IT) & IT Enabled Services (ITES)
- (2). **Date or expected date of commencement of commercial production:** In operations since 1992
- (3). **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4). **Financial performance based on given indicators:**

Particulars	For the Financial Year INR. in Lakhs		
	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations	2719.85	2128.25	1488.05
Profit after the tax	223.95	112.50	33.36
Rate of dividend declared	Nil	Nil	Nil
Basic earning per share (EPS)	2.98	1.50	0.44

- (5). **Foreign Investments/collaborations, if any:** Nil

I. Information about the appointee - Mr. Nallani Chakravarthi Venkata Rangacharya, Managing Director:

- a). Background details / Job Profile and his suitability: Mr. N.C.V Rangacharya has been in the office as Managing Director since the inception of the Company. During the term of Mr. N.C.V Rangacharya as Managing Director, the Company has made considerable progress in all the spheres and is optimistic on the future progress of the Company.

Mr. Rangacharya is the Promoter and Founder of Cadsys (India) Limited. He is an M. Tech graduate from India Institute of Technology (IIT), Chennai, India and has vast experience in Software Development, CAD, Marketing, Outsourcing, Operations, Program Management and Project Management. He is also an expert in workflow design and process re-engineering an essential requirement for ITES industry. Ever since the inception of the company, he has built up a team of professionals in every major area of Business namely R&D, Marketing and Technical services.

Under the Leadership of Mr. Rangacharya, the sales and the profit of the company have been registering a consistent growth. He has created a vision and path for the growth of the Company and has immensely contributed for the growth of the Company through his skills, talent and commitment. The Company has made remarkable progress under his guidance and supervision and has embarked upon the expansion and diversification activities to achieve a much higher growth rate.

- b). Past remuneration: INR 84,00,000 P.A (Indian Rupees Eighty Four Lakhs only).
- c). Recognition or awards: Recognizing his Entrepreneurial Capabilities, Entrepreneurship Development Institute, a Government of India undertaking has given him the Award of Entrepreneur of The Year award for the year 2004. He is also the member on the Board of Governors at Tiruchirappalli Regional Engineering College (TREC), Science and Technology Entrepreneurs Park (STEP).
- d). Remuneration proposed: Based on the recommendation of Nomination and Remuneration committee, the Board of Directors of the Company proposed remuneration of an amount ₹. 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum. Provided, the Company shall fix such amount of remuneration payable per month for the said term that is equal to or less than maximum limit of ₹. 7,00,000/- (Rupees Seven Lakhs Only) payable per month.
- e). Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. N.C.V Rangacharya and the responsibilities shouldered on him, the aforesaid remuneration package is considered.
- f). Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Brother of N.C Padmaja, Whole Time Director and C. Madhavi, Director.

Information about the appointee – Mr. Nallani Chakravarthi Padmaja, Whole Time Director:

- a). Background details / Job Profile and his suitability: Mrs. N.C Padmaja is the Whole Time Director and co-founder of Cadsys (India) Limited. She handles the department of Administrative and Financial Affairs of the Company. Before joining Cadsys (India) Limited, she was one of the leading members of Hyderabad Stock Exchange with over 2 decades of experience in the fields of Finance, Administration and General Management of the Company Affairs.

Mrs. Padmaja has been in the office as Whole-Time Director since 1995. During the tenure of Mrs. Padmaja as Whole Time Director, the Company has made considerable progress in all the spheres and is optimistic on the future progress.

- b). Past remuneration: INR 84,00,000 P.A (Indian Rupees Eighty Four Lakhs only).
- c). Recognition or awards: Mrs. Padmaja was one of the leading members of Hyderabad Stock Exchange with over 20 years of experience in the fields of Finance, Administration and General Management of the Company Affairs.

- d). Remuneration proposed: Based on the recommendation of Nomination and Remuneration committee, the Board of Directors of the Company proposed remuneration of an amount ₹. 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum. Provided, the Company shall fix such amount of remuneration payable per month for the said term that is equal to or less than maximum limit of ₹. 7,00,000/- (Rupees Seven Lakhs Only) payable per month.
- e). Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mrs. N.C. Padmaja and the responsibilities shouldered on him, the aforesaid remuneration package is considered.
- f). Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Sister of N.C.V Rangacharya, Managing Director and C. Madhavi, Director.

II. Other information:

- a). Reasons for loss or inadequate profits: The economic slowdown and global recession affected the software industry consequent to which the profits were reduced.
- b). Steps taken or proposed to be taken for improvement: The following are the steps taken for improvement:
- Setting up of Software facility
 - Control of all wastages
 - Setting up various projects across different areas.
- c). Expected increase in productivity and profits in measurable terms: Approx in next 2/3 years.

All other necessary disclosures including the elements of remuneration package such as salary is mentioned in this Annual Report.

Except Mr N.C.V Rangacharya & Mrs. N.C Padmaja in their respective resolutions and Mrs. N.C. Madhavi, CS B. Shailaja, being relative of the first mentioned persons, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item Nos. 1 & 2 of Special business.

The Directors recommends the resolutions as set out at Item Nos. 1 & 2 for your approval as Special Resolutions.

**For and on behalf of the Board
Cadsys (India) Limited**

**Sd/-
Whole-Time Director**
N.C.Padmaja
DIN: 01173673

Date: 2nd Sep, 2024
Place: Hyderabad

NOTES:

1. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto and forms part of this notice. The Board of Directors have considered and decided to include the Items mentioned under Special Business in the forthcoming AGM, as they are unavoidable in nature.**
2. The relevant details, pursuant to provisions of Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed to this Report. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
3. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 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.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) pursuant to Section 113 of the Companies Act, 2013 are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend the AGM through VC / OAVM on its behalf and to vote thereof. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to consult@ancls.in with a copy marked to cs@cadstech.com.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available for 1000 (Thousand) members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. 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 www.cadsystech.com. The Notice can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com and on NSE Emerge platform at https://www1.nseindia.com/emerge/index_sme.htm. The AGM Notice is also disseminated on the website of the company at www.cadsystech.com. Members who have any other queries, may write to us at cs@cadssystech.com.
9. The members who have cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again.
10. The Registers of Directors, Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or arrangements, in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic 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 cs@cadssystech.com.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney and update bank account details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s).
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at cs@cadssystech.com on or before 7 days of the Annual General Meeting i.e., before **05:00 P.M. IST on 20th September 2024**. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the FY 2023-24 (Financial Statement viz. Balance Sheet, Profit & Loss Statement, Directors' Report and Auditor's Report etc.) will be sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants unless a member has requested for a hard copy of the same. Members are requested to support the "Green Initiative" and get their email addresses registered with their Depository Participants in case of shares held in Demat form for future correspondences with the Company.
17. The Register of Members and Share Transfer Books of the Company will remain closed from **20th September 2024 to 27th September 2024** (both days inclusive).
18. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details, mandates (if any), should be lodged with the Registrar & Share Transfer Agents (RTA) of the Company, Bigshare Services Private Limited. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circular, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL). The manner of voting remotely by members holding shares in dematerialized mode is provided in the instructions for e-voting section which forms part of this Notice.
20. The members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
21. The e-voting period commences on **24th September 2024 at 09.00 A.M. IST and ends on 26th September 2024 at 05:00 P.M. IST**. During this period, members holding shares, as on cut-off date, i.e., as on **20th September 2024** may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., as on **20th September 2024**.
22. 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.

23. Any person 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, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
24. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
25. The Company has appointed CS Nitesh Agarwal, Proprietor at M/s. Nitesh Agarwal & Associates, Company Secretaries to act as the Scrutinizer & shall scrutinize the entire voting process in fair and transparent manner to be conducted through VC/OAVM. The Scrutinizer, Email ID: is consult@anacs.in, who shall scrutinize the process.

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

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/ Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. 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. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.
3. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to cs@cadssystem.com between **16th September 2024 (09:00 A.M IST) and 20th September 2024 (05.00 P.M IST)**. Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free no.:1800-222-990.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM/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 EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.cadsystech.com/investor. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

The remote e-voting period begins on 24th September, 2024 at 09:00 A.M. and ends on 26th September 2024 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. 20th September 2024 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 20th September 2024.

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.	<p>1. 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.</p> <p>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</p> <p>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"</p>

	<p>which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="762 779 1358 1144"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.</p> <p>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.</p>

	<p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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. 1800-21-09911

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'?
 - 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'.
 - 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c). 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. 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.
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 registration, you will not be allowed to modify your vote

General Guidelines for shareholders

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

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 consult@ancs.com with a copy marked to evoting@nsdl.com. 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 or send a request to Swapneel Puppala at evoting@nsdl.com

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 cs@cadssystem.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 cs@cadssystem.com. If you are an Individual shareholders 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.com 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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM THROUGH VC/OAVM ARE AS UNDER

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

Details of Director recommended for appointment / reappointment at the AGM as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S. No.	Particulars	Information
1.	Name of Director	Sripadarajan Nagarajan
2.	Director Identification Number	05262644
3.	Brief Resume of Director	<p>Mr. Nagarajan holds a bachelor's degree in Science from Osmania University and a bachelor's degree of Technology in Engineering (Computer Science) from University of Hyderabad. Prior to joining Cadsys, Nagarajan headed software product development at GE Power Control. Mr. Nagarajan started his career as a software engineer at TCS and later had rich experience managing IT and software development projects at top tier companies such as Pfizer, Marsh & McLennan in NY, Dun & Bradstreet NJ, Hyperion Financials CT.</p> <p>Mr. Nagarajan has expressed his willingness to provide his expertise knowledge in the matters related to Project management and operations. Mr. Nagarajan has been associated with the Company in the capacity of a director since 30th April 2012.</p>
4.	Nature of expertise in specific functional areas	IT and software development projects
5.	Disclosure of relationships between Directors inter-se	Nil
6.	Names of listed entities in which the person also holds the Directorship	Nil
7.	The membership of Committees of the board	Nil
8.	Disclosure of Disqualification	He is not disqualified from being appointed as a director.

CADSYS (INDIA) LIMITED

Engineering The Digital
Transformation



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