Independent Auditor's Report

To the Members of CELLENT TECHNOLOGIES (INDIA) PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of CELLENT TECHNOLOGIES (INDIA) PRIVATE LIMITED ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2021, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the 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.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors is responsible for the other information. Other information does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. Reporting under this section is not applicable as no other information is obtained at the date of this auditor's report.

Responsibilities of Management for the Standalone Financial Statements

5. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. 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.

11. 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.

Report on Other Legal and Regulatory Requirements

12. The Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.

13. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.

14. Further to our comments in Annexure A, as required by section 143(3) of the Act, we report that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) the standalone financial statements dealt with by this report are in agreement with the books of account;

d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;

f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 7th May 2021 as per Annexure B expressed unmodified opinion;

g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigation(s) which would impact its financial position as at 31 March 2021;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021.

For BHUTA BUCH & ASSOCIATES
Chartered Accountants
Firm's Registration No.: 101469W

CHAITANYA M BUCH
Digitally signed by CHAITANYA M BUCH
Date: 2021.05.15 22:13:54 +05'30'

Mumbai

C. M. Buch
Partner
Membership No.: 32880

Date: 15th May 2021
UDIN: 21032880AAAABI3914

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2021, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has verified its fixed assets at the end of the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) Company does not own any immovable properties, and hence the question of its title deeds in the name of the Company is not applicable.

(ii) The Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable to the Company.

(iii) The Company has not granted loans to firms, LLPs and bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act') and hence questions related thereto are not applicable.

(iv) The company has not granted any loans, made any investments, issued any guarantees or securities hence the provisions of section 185 and 186 of the Act, are not applicable..

(v) The Company has not accepted any deposits from the public.

(vi) Company has informed that the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of the statutory dues were outstanding as at March 31, 2021 for the period more than six months from the date they become payable. As explained to us, the Company did not have any dues on account of employees' state insurance, Provident fund, D.L.I.F and duty of excise.

(b) According to the information and explanations given to us, there are no dues of duty of customs, Service Tax, Value Added Tax, and Excise which have not been deposited with the appropriate authorities on account of any dispute.

(viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) No managerial remuneration has been paid during the year hence clause (xi) is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) 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.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

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

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For BHUTA BUCH & ASSOCIATES
Chartered Accountants
Firm's Registration No.: 101469W

CHAITANYA M BUCH
Digitally signed by CHAITANYA M BUCH
Date: 2021.05.15 22:15:06 +05'30'

Mumbai

C. M. Buch
Partner
Membership No.: 32880

Date: 15th May 2021
UDIN: 21032880AAAABI3914

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Cellent Technologies (India) Private Limited** ("the Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For BHUTA BUCH & ASSOCIATES
Chartered Accountants
Firm's Registration No.: 101469W

CHAITANYA M BUCH Digitally signed by CHAITANYA M BUCH Date: 2021.05.15 22:16:04 +05'30'

Mumbai

C. M. Buch
Partner
Membership No.: 32880

Date: 15th May 2021
UDIN: 21032880AAAABI3914

Cellent Technologies (India) Private Limited

Balance sheet as at 31 March, 2021

	Note	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
ASSETS			
Non-current assets			
Property, plant and equipment	2	18.31	18.79
Intangible assets	3	3.24	3.24
Financial assets			
Loans	4	-	30.00
Deferred tax assets (net)	5	2,834.81	296.78
		2,856.35	**348.81**
Current assets			
Financial assets			
Trade receivables	6	6,299.31	9,603.80
Cash and cash equivalents	7	10,563.57	11,239.47
Other financial assets	8	684.33	693.70
Other current assets	9	-	45.80
		17,547.20	**21,582.76**
TOTAL ASSESTS		**20,403.56**	**21,931.58**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	497.00	497.00
Other equity	11	8,729.57	1,595.94
		9,226.57	**2,092.94**
Current liabilities			
Financial liabilities			
Trade payables	12	9,929.83	19,362.17
Other current financial liabilities	13	1,239.18	425.08
Current provisions	14	-	51.38
Current tax liabilities (net)	15	7.97	-
		11,176.98	**19,838.63**
TOTAL LIABILITIES		**20,403.56**	**21,931.58**
Significant accounting policies and other explanatory information	**1 to 31**		

As per our report of even date attached

For Bhuta Buch & Associates
Chartered Accountants
Firm Reg No : 101469W

CHAITANYA M BUCH Digitally signed by CHAITANYA M BUCH Date: 2021.05.15 21:41:18 +05'30'

C.M Buch
Partner
M.No : 32880
Date :15/05/2021
Place : Mumbai

UDIN No. 21032880AAAABI3914

For Cellent Technologies (India) Private Limited

RAJDIP KUMAR CHANDRAKANT GUPTA Digitally signed by RAJDIP KUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:54:35 +05'30'

Rajdipkumar Gupta
Director
(DIN No.01272947)
Place: Goa

SANDIPKUMAR CHANDRAKANT GUPTA Digitally signed by SANDIPKUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:55:00 +05'30'

Sandipkumar Gupta
Director
(DIN No.1272932)
Place: Goa

Cellent Technologies (India) Private Limited

Statement of profit and loss for the year ended 31 March,2021

		Note	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
I.	Revenue from operations	16	44,319.25	43,284.34
II.	Other Income	17	3,284.15	2,158.36
III.	**Total Revenue (I + II)**		**47,603.40**	**45,442.70**
IV.	**Expenses**			
	Purchases of short messaging services	18	36,334.52	36,403.68
	Employee benefit expenses	19	2,866.94	2,364.68
	Finance costs	20	0.41	85.42
	Depreciation and amortisation expense	21	0.48	0.88
	Other expenses	22	3,611.64	4,097.36
	Service tax - Sabka Vishwas Legacy Dispute Resolution Scheme 2019		-	15017.37
	Total expenses		**42,813.99**	**57,969.40**
V.	**Profit before tax (III-IV)**		**4,789.41**	**(12,526.69)**
VI	**Tax expense**			
	(i) Current tax		193.80	4.65
	(ii) Deferred tax Expense/(Credit)		(2,538.02)	74.82
			(2,344.22)	79.47
VII	**Net profit after tax (V-VI)**		**7,133.63**	**(12,606.16)**
VIII	Other comprehensive income for the year,		-	-
IX	**Total comprehensive income for the year (VII+VIII)**		**7,133.63**	**(12,606.16)**
X	**Earnings per equity share:**	28		
	Basic and diluted (in Rs.)		143.53	(253.65)
	Face value per share (in Rs.)		10	10
	Significant accounting policies and other explanatory information	**1 to 31**		

As per our report of even date attached

For Bhuta Buch & Associates
Chartered Accountants
Firm Reg No : 101469W

CHAITANYA M BUCH Digitally signed by CHAITANYA M BUCH Date: 2021.05.15 21:47:02 +05'30'

C.M Buch
Partner
M.No : 32880
Date :15/05/2021
Place : Mumbai

For Cellent Technologies (India) Private Limited

RAJDIP KUMAR CHANDRAKANT GUPTA Digitally signed by RAJDIP KUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:55:40 +05'30'

Rajdipkumar Gupta
Director
(DIN No.01272947)
Place: Goa

SANDIPKUMAR CHANDRAKANT GUPTA Digitally signed by SANDIPKUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:55:23 +05'30'

Sandipkumar Gupta
Director
(DIN No.1272932)
Place: Goa

UDIN No. 21032880AAAABI3914

Cellent Technologies (India) Private Limited
Statement of Changes in Equity for the year ended 31 March,2021

Equity share capital **(Rs. in '000)**

Particulars	Number of shares	Amount
As at 1 April 2019	49,700	497.00
Changes during the year	-	-
As at 31 March 2020	49,700	497.00
Changes during the period	-	-
As at 31 March 2021	49,700	497.00

Other equity

Particulars	Retained earnings
Opening balance as at 1 April 2019	14,202.10
Profit for the year	(12,606.16)
Other comprehensive income for the year	-
Closing balance as at 31 March, 2020	**1,595.94**
Profit for the period	7,133.63
Other comprehensive income for the period	
Closing balance as at 31 March, 2021	**8,729.57**

For Bhuta Buch & Associates
Chartered Accountants
Firm Reg No : 101469W

CHAITANYA M BUCH Digitally signed by CHAITANYA M BUCH Date: 2021.05.15 21:55:02 +05'30'

C.M Buch
Partner
M.No : 32880
Date :15/05/2021
Place : Mumbai

UDIN No. 21032880AAAABI3914

For Cellent Technologies (India) Private Limited

RAJDIP KUMAR CHANDRAKANT GUPTA Digitally signed by RAJDIP KUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:55:53 +05'30'

Rajdipkumar Gupta
Director
(DIN No.01272947)

Place: Goa

SANDIPKUMAR CHANDRAKANT GUPTA Digitally signed by SANDIPKUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:56:07 +05'30'

Sandipkumar Gupta
Director
(DIN No.01272932)

Place: Goa

Cellent Technologies (India) Private Limited
Cash flow statement for the year ended 31 March, 2021

		Year ended 31 March 2021 (Rs. in '000)	Year ended 31 March 2020 (Rs. in '000)
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**4,789.41**	**(12,526.69)**
	Adjustments for :		
	Depreciation and amortisation expense	0.48	0.88
	Finance costs	0.41	85.42
	Balance no longer receivable written off	20.08	-
	Liabilities no longer payable written back	(511.10)	(13.27)
	Interest Income	(590.56)	(388.39)
	Operating profit before working capital changes	**3,708.72**	**(12,842.05)**
	<u>**Change in working capital**</u>		
	Adjustments for working capital:		
	(Increase)/Decrease in trade receivables	3,284.41	7634.67
	(Increase)/Decrease in other current assest	55.17	(273.09)
	Increase/(Decrease) in trade payables	(8,921.24)	12,286.96
	Increase/(Decrease) in other liabilities	814.11	202.81
	Increase/(Decrease) in current provisions	(43.41)	(688.42)
	Cash generated from operating activities	**(1,102.25)**	**6,320.88**
	Direct taxes paid (net)	(193.80)	(4.65)
	Net cash generated from operating activities	**(1,296.05)**	**6,316.22**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Interest received on bank deposits and income tax refund	590.56	388.39
	Fixed deposit (invested)/Matured	-	1,891.26
	Net cash generated from / (used in) investing activities	**590.56**	**2,279.65**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Finance costs	(0.41)	(85.42)
	Security deposite received back	30.00	
	Net cash generated from / (used in) financing activities	**29.60**	**(85.42)**
	Net increase / (decrease) in cash and cash equivalents	**(675.90)**	**8,510.45**
	Opening balance of cash and cash equivalents	11,239.47	2,729.02
	Closing balance of cash and cash equivalents (A+B+C)	**10,563.57**	**11,239.47**
	Components of Cash and Cash Equivalents:		
	Cah in hand	68.88	47.52
	Balances with banks:		
	- in current accounts	3,785.75	1,437.72
	- in EEFC accounts	2,280.04	5,340.99
	Deposit with Bank	4,428.90	4,413.23
	Cash and cash equivalents as per financial statements	**10,563.57**	**11,239.47**

For Bhuta Buch & Associates
Chartered Accountants
Firm Reg No : 101469W

CHAITANYA M BUCH Digitally signed by CHAITANYA M BUCH Date: 2021.05.15 21:58:19 +05'30'

C.M Buch
Partner
M.No : 32880
Date :15/05/2021
Place : Mumbai

For Cellent Technologies (India) Private Limited

RAJDIP KUMAR CHANDRAKANT GUPTA Digitally signed by RAJDIP KUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:56:44 +05'30'

Rajdipkumar Gupta
Director
(DIN No.01272947)
Place: Goa

SANDIPKUMAR CHANDRAKANT GUPTA Digitally signed by SANDIPKUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:56:24 +05'30'

Sandipkumar Gupta
Director
(DIN No.01272932)
Place: Goa

UDIN No.21032880AAAABI3914

Cellent Technologies (India) Private Limited

Significant accounting policies and other explanatory information for the year ended 31,March 2021.

Note 1:

(a) Corporate information

Cellent Technologies (India) Private Limited, (the "Company") has it main business of providing technology services to mobile communication industry with focus enterprise Messaging.

The Company was incorporated on 6^{th}May2003. The Company has its registered office in 401,Evershine mall, Mindspace, off Link Road, Malad (west) Mumbai.

(b) Significant accounting policies

(i) Statement of compliance

In accordance with the notification issued by the Ministry of corporate affairs, the company has adopted Indian Accounting standards (refer to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 w.e.f. 01 April 2017.

(ii) Basis of Preparation

The financial statements have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards Rules, 2015 and other relevant provisions of the Companies Act, 2013 and rules framed thereunder.

Effective April 1, 2017, the Company has adopted all the Ind AS standards and adoption was carried out in accordance with Ind AS 101, 'First Time Adoption of Indian Accounting Standards' with effect from April 1, 2016 as transition date. The transition was carried out from the Indian Accounting Principles generally accepted in India and prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the previous GAAP.

The financial Statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities measured at fair value as required by relevant Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Current and non-current classification: Assets and liabilities are classified as current if it is expected to realise or settle within 12 months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(iii) Critical estimates and judgements

The preparation of Financial Statements in conformity with Ind AS which requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amount of a-ssets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

(iv)Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that the economic benefits will flow to the Company. Amount disclosed as revenue are reported net of discounts and applicable taxes which are collected on behalf of the government.

(i) SMS Revenue – The Company recognises revenue based service in rendered of the usage of Short Message Services (SMS). The revenue is recognised when the Company's services are used based on the specific terms of the contract with customers.

(ii) Amounts received or billed in advance for services to be performed in future are recorded as advances from customers / advance billing and unearned income.

(iii) Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.

(iv) Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(v) Leases

Operating lease

Leases where the lessor effectively retains substantially all risks and benefits incidental to ownership of the asset are classified as Operating lease.

Company as a lessee

Operating lease payments (net of any incentive received from the lessor) are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term unless the payments are structured to increase in line with general inflation to compensate for the lessor's expected inflationary cost.

(vi) Foreign currency

The functional currency of the company is Indian rupee.

Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gain or loss arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated

(vii) Income taxes

Income tax expense comprises Current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to item that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

Current Income taxes

The current income tax includes income taxes payable by the company computed in accordance with the tax laws applicable in the jurisdiction in which the company operates. Advance taxes and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same juridiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of an assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax asset are recognised to the extent that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable sufficient taxable profit will be available to allow or part of deferred income tax assets to be utilised.At each reporting date, the group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

(viii) Financial instruments

Financial assets and liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability.

(I) Financial assets

Classification

The company classifies its financial assets in the following measurement categories:

• those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The company reclassifies debt investments when and only when its business model for managing those assets changes.

Initial measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

• Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

• Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

• Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

De-recognition of financial assets

A financial asset is de-recognised only when

• The company has transferred the rights to receive cash flows from the financial asset or

• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

(II) Financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial is recognised as an asset / liability based on the underlying reason for the difference.

Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

(ix) Property plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes inward freight, net of GST credit, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(x) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

On transition to Ind AS, the company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the intangible assets.

(xi) Depreciation/Amortisation

Depreciation/Amortisation on Property, plant and equipment/Intangible assets is provided to the extent of depreciable amount on written down value method over the useful lives of assets as determined by the management which is in line with the Part-C of Schedule II of the Companies Act, 2013 with residual value of 5%, except servers and network (part of Computers).

Servers and networks are depreciated over a period of five years, based on internal assessment and technical evaluation carried out by the management, and which represents the period over which they expect to use these assets.

Depreciation is calculated pro-rata from/to the date of addition/deletion.

(xii) Impairment of asset

Non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there were no impairment.

(xiii) Employee Benefits

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognised as expenses in the Statement of Profit and Loss.

The Company's liability towards gratuity, being defined benefit plan is provided based on the Payment of Gratuity Act, 1972, covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by the Company itself.Gratuity liability is not funded and the payments are made to the employees directly when they leave the organisation post completion of 5 years of work or at the time of retirement (with minimum 5 years of service), whichever is earlier.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits.

(xiv) Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

(xv) Earnings per share

Basic earnings per share are computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing net profit after tax (excluding other comprehensive income as adjusted for interest and other charges to expense or income) relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

Cellent Technologies (India) Private Limited

Significant accounting policies and other explanatory information for the year ended 31 March 2021

2 Property, plant and equipment **(Rs. in '000)**

Particulars	Office equipment	Computers	Total
Gross block			
Balance as at 1 April 2019	7.99	354.32	362.31
Additions/Adjustments	-	-	-
Deletions/Adjustments	-	-	-
Balance as at 31 March 2020	7.99	354.32	362.31
Additions/Adjustments			
Deletions/Adjustments			
Balance as at 31 March 2021	7.99	354.32	362.31
Accumulated depreciation			
Balance as at 1 April 2019	6.04	336.60	342.65
Depreciation charge	0.88	-	0.88
Deletions/Adjustments	-	-	-
Balance as at 31 March 2020	**6.92**	**336.60**	**343.52**
Depreciation charge	0.48	-	0.48
Deletions/Adjustments			
Balance as at 31 March 2021	**7.40**	**336.60**	**344.01**
Net block			
Balance as at 31 March 2020	**1.07**	**17.72**	**18.79**
Balance as at 31 March 2021	**0.59**	**17.72**	**18.31**

3 Intangible assets **(Rs. in '000)**

Particulars	Software	Total
Gross block		
Balance as at 1 April 2019	64.85	64.85
Additions/Adjustments	-	-
Deletions/Adjustments	-	-
Balance as at 31 March 2020	**64.85**	**64.85**
Additions/Adjustments	-	-
Deletions/Adjustments	-	-
Balance as at 31 March 2021	**64.85**	**64.85**
Accumulated Amortisation		
Balance as at 1 April 2019	61.61	61.61
Amortisation charge	-	-
Deletions/Adjustments	-	-
Balance as at 31 March 2020	**61.61**	**61.61**
Amortisation charge	-	-
Deletions/Adjustments	-	-
Balance as at 31 March 2021	**61.61**	**61.61**
Net block		
Balance as at 31 March 2020	**3.24**	**3.24**
Balance as at 31 March 2021	**3.24**	**3.24**

		As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
4	**Non-current loans**		
	Unsecured considered good		
	Security deposits	-	30.00
		-	**30.00**
5	**Deferred tax assets (net)**		
	Deferred tax assets arising on account of :		
	Depreciation and amortisation	247.13	293.72
	Carry forward losses	2,587.68	-
	Provision for gratuity	-	3.06
	Total deferred tax assets	**2,834.81**	**296.78**
	Deferred tax assets (net)	**2,834.81**	**296.78**
6	**Trade receivables**		
	Unsecured, considered good	6,299.31	9,603.80
		6,299.31	**9,603.80**
	Cash and bank balances		
7	**Cash and cash equivalents**		
	Cash on hand	68.88	47.52
	Balances with banks:		
	- in current accounts	3,785.75	1,437.72
	- in EEFC accounts	2,280.04	5,340.99
	Deposit with Bank		
	-Deposits with initial maturity less than 3 months	4,428.90	4,413.23
		10,563.57	**11,239.47**
8	**Other financial assets**		
	Accrued Interest	3.16	14.23
	Balances with government authorities	681.17	624.52
	Receivable from Bank	-	54.95
		684.33	**693.70**
9	**Other current assets**		
	Other receivable	-	45.80
		-	**45.80**

	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
10 Equity share capital		
Authorised capital		
50,000 (31 March 2020: 50,000) equity shares of Rs.10 each	500.00	500.00
Issued, subscribed and fully paid up		
49,700 (31 March 2020: 49,700) equity shares of Rs.10 each	497.00	497.00
	497.00	497.00

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

	As at 31 March 2021		As at 31 March 2020	
	Number	Amount	Number	Amount
Balance at the beginning of the period/ previous year	49,700	497.00	49,700.00	497.00
Add: Issued during the period/ previous year	-	-	-	-
Balance at the end of the period/ previous year	**49,700**	**497.00**	**49,700.00**	**497.00**

(b) Shareholders holding more than 5% of the shares

	As at 31 March 2021		As at 31 March 2020	
	Number of shares	% of holding	Number of shares	% of holding
Route Mobile Ltd	49,698	99.98	49,698	99.98
Sandipkumar Gupta (Nominee of Route Mobile Limited)	1	0.01	1	0.01
Rajdipkumar Gupta (Nominee of Route Mobile Limited)	1	0.01	1	0.01
Total	**49,700**	**100**	**49,700**	**100**

(c) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 each. each holder of equity shares is entitled to one vote per share. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts and the distribution will be in proportion to the number of equity shares held in the Company.

11 Other equity

	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
Surplus in the statement of profit and loss	8,729.57	1,595.94
Total other equity	**8,729.57**	**1,595.94**
Surplus in the statement of profit and loss		
Balance at the beginning of the period/ previous year	1,595.94	14,202.10
Add: Profit for the period/previous year	7,133.63	(12,606.16)
Add: Other comprehensive income for the period/ previous year	-	-
Balance at the end of the period/ previous year	**8,729.57**	**1,595.94**
Other equity	**8,729.57**	**1,595.94**

Nature and purpose of reserves
Surplus in the statement of profit and loss
Retained earnings pertain to the accumulated earnings / (losses) made by the company over the years.

12 Trade payables

Dues of micro,small and medium enterprises	-	-
Dues of creditors other than micro,small and medium enterprises	9,929.83	19,362.17
	9,929.83	**19,362.17**

Note: There are no Micro and Small Enterprises,to whom the company owes dues,which are outstanding for more than 45 days as at 31 March 2021 .This information has been determined to the extent such parties have been identified on the basis of information available with the company.

13 Other current financial liabilities

Other payable	1,199.03	265.50
Statutory dues	40.15	28.25
Advance from customers	-	49.26
Salary Payable	-	82.06
	1,239.18	**425.08**

14 Provisions for employee benefits

Gratuity	-	51.38
	-	**51.38**

Note:
The Company provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by the Company itself. The Gratuity Scheme is a non-funded scheme and the Company intends to discharge this liability through its internal resources.

15 Current tax liabilities (net)

Provision for tax	7.97	-
	7.97	**-**

Cellent Technologies (India) Private Limited

Significant accounting policies and other explanatory information for the year ended of 31 March 2021

		As at 31 March,2021 (Rs. in '000)	As at 31 March,2020 (Rs. in '000)
16	**Revenue from operations**		
	Income from sale of services:		
	- Domestic	1,565.83	1,775.18
	- International	42,753.42	41,509.16
	Total revenue	**44,319.25**	**43,284.34**
17	**Other income**		
	Interest income on:		
	- Fixed deposits	578.41	388.39
	- Income tax refund	12.15	-
	Liabilities no longer payable written back	511.10	13.27
	Foreign exchange rate difference gain	2,182.50	1,756.71
		3,284.15	**2,158.36**
18	**Purchases of short messaging services**		
	Domestic	-	265.38
	Import	36,334.52	36,138.30
		36,334.52	**36,403.68**
19	**Employee benefit expenses**		
	Salaries, wages and bonus	2,841.25	2,266.48
	Gratuity expense	17.79	12.16
	Staff welfare	6.68	86.04
	MLWF -employers contribution	1.22	-
		2,866.94	**2,364.68**
20	**Finance costs**		
	Interest on delayed payment of taxes	0.41	85.42
		0.41	**85.42**
21	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment	0.48	0.88
		0.48	**0.88**
22	**Other expenses**		
	Repairs and maintenance - Others	17.41	123.16
	Office 'Rent	-	90.00
	Communication	16.77	23.34
	Travelling and conveyance	212.50	472.08
	Printing and stationery	14.01	108.36
	Legal and Professional charges	446.25	365.67
	Audit fees	75.00	75.00
	Roc filling fees	0.40	12.80
	Foreign exchange rate difference loss	2,658.00	2,389.30
	Bank charges	45.95	71.97
	Miscellaneous expenses	125.36	365.69
		3,611.64	**4,097.36**

Note:

Payment to Auditor (net of input tax credit)

	31 March,2021	31 March,2020
As auditor		
Statutory audit	75.00	75.00
For Tax matters	132.50	117.50
For other Services	57.50	45.00
	265.00	**237.50**

23 Fair value measurements

Financial instruments by category:

(Rs. in '000)

Particulars	31 March 2021	31 March 2020
	Amortised cost	Amortised cost
Financial Assets - Non-current		
Loans	-	30.00
Financial Assets - Current		
Trade receivables	6,299.31	9,603.80
Cash and cash equivalents	10,563.57	11,239.47
Other current financial assests	684.33	693.70
Financial Liabilities - Current		
Trade payables	9,929.83	19,362.17
Other current financial liabilities	1,239.18	425.08

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Financial assets and liabilities measured at fair value Fair value hirarchy - recurring fair value measurement:

NIL

III. Assets and liabilities which are measured at amortised cost for which fair values are disclosed

(It is categorised under Level 2 of fair value hierarchy)

(Rs. in '000)

Particuar's	31 March'2021		31 March'2020	
	Fair value	Carrying amount	Fair value	Carrying amount
Financial Assests -Non-current				
Other non current financial assests				
Loans (security deposit)	-	-	30.00	30.00
Financial Assests -current				
Other current financial assests				
Trade receivables	6,299.31	6,299.31	9,603.80	9,603.80
Cash and cash equivalents	10,563.57	10,563.57	11,239.47	11,239.47
Other financial assets	684.33	684.33	693.70	693.70
Financial Liability -current				
Other current financial liability				
Trade payables	9,929.83	9,929.83	19,362.17	19,362.17
Other financial assests	1,239.18	1,239.18	425.08	425.08

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of non-current loans, non-current borrowings, trade receivables, cash and bank balances, current loans, trade payables, current borrowings and other current financial liabilities are considered to be approximately equal to the fair value.

24 Financial risk management

The company is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity which may adversely impact the fair value of its financial instrument. The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approve by Board of Directors. The focus of the risk management committee is to assess the unpredictibility of the financial environment and to mitigate potential adverse effect on the financial performance of the company.
The Company's principal financial liabilities comprise borrowing and trade payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loan, trade receivables, cash and bank balances that derive directly from its operations.
The Company is exposed to credit risk, market risk and liquidity risk. The Company's senior management oversees the management of these risks.

A Credit risk

Credit risk is the risk of financial loss arising from conterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The financial instruments that are subject to concentration of credit risk pincipally consist of trade receivables, cash and bank balances.

To manage credit risk, the Company follows a policy of providing 30 days credit to the domestic customers. In case of foreign debtors, credit period upto 90 days to reputed customers. The credit limit policy is established considering the current economic trends of the industry in which the company is operating.
However, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

Bank balances are held with only high rated banks.
The table below provide details regarding past dues receivables as at each reporting date:

(Rs. in '000)

Particulars	As at 31 March 2021	As at 31 March 2020
Upto 3 months	6,299.31	9,588.88
3 - 6 months	-	-
6 - 12 months	-	-
more than 12 month	-	14.92
Total	**6,299.31**	**9,603.80**

B Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.
The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The Company's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's financial liabilities based on contractual undiscounted payments at each reporting date is as follows:

As at 31 March 2021 **(Rs. in '000)**

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Current				
Trade payables	9,929.83	-	-	**9,929.83**
Other current financial liabilities	1,239.18	-	-	**1,239.18**
Total	**11,169.02**	**-**	**-**	**11,169.02**

As at 31 March 2020 **(Rs. in '000)**

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Current				
Trade payables	18700.34	661.84	-	**19362.17**
Other current financial liabilities	375.82	49.26		**425.08**
Total	**19076.15**	**711.10**	**-**	**19,787.25**

C Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The risk primarily relates to fluctuations in trade payables and trade receivables denominated in USD, EUR and AED against the functional currency of the company.

In respect of the foreign currency transactions, the company does not hedge the exposures since the management believes that the same is insignificant in nature and also it will be offset to some extent by the corresponding receivables and payables.

Exposure to foreign currency risk at the end of reporting period are as under: (Amount in Rs.)

As at 31 March 2021 **(Rs. in '000)**

Particulars	USD	EUR	AED
Financial liabilities			
Payables	9,660.88		268.96
Net exposure to foreign currency risk (liabilities)	**9,660.88**	**-**	**268.96**
Financial assets			
Receivable	8,255.20	-	-
Net exposure to foreign currency risk (assets)	**8,255.20**	-	**-**

As at 31 March 2020 **(Rs. in '000)**

Particulars	USD	EUR	AED
Financial liabilities			
Payables	17,605.80	483.85	1,027.22
Net exposure to foreign currency risk (liabilities)	**17,605.80**	**483.85**	**1,027.22**
Financial assets			
Receivable	14,339.66	-	-
Net exposure to foreign currency risk (assets)	**14,339.66**	-	**-**

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in USD, EUR and AED with all other variables held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

(Rs. in '000)

Currencies	31 March 2021		31 March 2020	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
USD	(28.11)	28.11	(65.32)	65.32
EUR	-	-	(9.68)	9.68
AED	(5.38)	5.38	(20.54)	20.54

Note: Negative sign indicate loss.

25 Capital Management

The Company's financial startegy aims to support its strategic priorities and provide adequte capital to its businesses for growth and creation of sustainable stakeholder value. The company funds its operation through internal accruals. The company aims at maintaining a strong capital base largely towards supporting the future growth of its business as a going concern.

The company consider the following component of its Balance sheet to be managed capital: Equity Share capital & Other Equity
Other equity as shown in the balance sheet includes Retained earnings.

The amounts managed as capital by the Company are summarised as follows:

(Rs. in '000)

Particulars	As at 31 March 2021	As at 31 March 2020
Equity Share Capital	497.00	497.00
Other Equity	8,729.57	1,595.94

26 Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

a) Names of related parties and description of relationship:

Description of relationship	Names of related parties
(i) Holding Company	Route Mobile Limited
(ii) Key Management Personnel (KMP)	Rajdipkumar Gupta Sandipkumar Gupta Chandrakant Gupta
(iii) Entities in which KMP/relatives of KMP can exercise significant influence	Route Mobile (UK) Limited Routesms Solutions FZE Start Corp India Private Limited Sphere edge Conslting (India) Pvt. Ltd. 29 Three Holidays Private Limited Call2Connect India Private Limited

b) Details of related party transactions for the year ended 31 March,2021 **(Rs. in '000)**

Particulars	Holding Company	Entities in which KMP/relatives of KMP exercise significant influence	Holding Company	Entities in which KMP/relatives of KMP exercise significant influence
	31 March 2021	31 March 2021	31 March 2020	31 March 2020
<u>Purchase of Short message services (SMS) and related service</u>				
Route Mobile (UK) Limited		35268.92		35088.30
Route Mobile Limited	-		265.38	
Routesms Solutions FZE		269.64		
<u>Rental expense</u>				
Route Mobile Limited	-	`	90.00	
<u>Employee secondment expenses</u>				
Start Corp India Private Limited		947.83		-
<u>Expenses reimbursed to related company</u>				
Call2Connect India Private Limited				582.37
Start Corp India Private Limited		591.41		1499.22
29 Three Holidays Pvt. Ltd.				6.37
Route Mobile Limited	862.69			
<u>Expenses reimbursed by related company</u>				
Route Mobile Limited	-		75.02	
<u>Amount received on behalf of others</u>				
Route Mobile Limited	506.73		-	

C) Balances with related parties as on date **(Rs. in '000)**

Particulars	Holding Company	Entities in which KMP/relatives of KMP exercise significant influence	Holding Company	Entities in which KMP/relatives of KMP exercise significant influence
	31 March 2021	31 March 2021	31 March 2020	31 March 2020
<u>Amount receivable</u>				
29 Three Holidays Pvt. Ltd.		-		0.96
Start Corp India Private Limited		-		44.84
<u>Amount payable</u>				
Start Corp India Private Limited		1104.22		
Routesms Solutions FZE		268.96		-
Route Mobile Limited	-		465.46	
Call2Connect India Private Limited		-		15.63
Route Mobile (UK) Limited		9660.88		17597.91

27 Leases

There are no operating lease for the year ended March 2021.

28 Earnings per share

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. 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 number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

(In Rs.)

Particulars	**Year ended 31 March 2021**	**Year ended 31 March 2020**
Net profit after tax attributable to equity shareholders (Rs.)	71,33,632	(126,06,163)
Weighted average number of shares outstanding during the year - Basic and diluted	49,700	49,700
Basic and diluted earnings per share (Rs.)	143.53	(253.65)
Nominal value per equity share (Rs.)	10	10

29 The Company deals in only one product Short Messaging Services (SMS). Over 96% of its revenue is generated from one geogrophical segment UAE and balance from India. The entire revenue is from external customers. The expenses, assets and liabilities are considered to materially realte to the major gegrophical region of UAE and hence are not allocated among the insignificant segments.

(i) Net sales by geographic area of location of customers and its reconciliation with Financial Statements is as under

(Rs. in '000)

Particulars	**Year ended 31 March 2021**	**Year ended 31 March 2020**
Segment revenue		
India	1,565.83	1,775.18
United Arab Emirates	42,753.42	41,509.16
Total Revenue from operations	**44,319.25**	**43,284.34**
Segment Result	1,505.66	417.74
Segment results before other income, finance cost exeception iteme and tax	**1,505.66**	**417.74**
Add: other income	3,284.15	2,158.36
Less : Finance cost	0.41	85.42
Less: Service tax - Sabka Vishwas Legacy Dispute Resolution Scheme 2019	-	15017.37
Profit before exeception item and tax	**4,789.41**	**(12,526.69)**
Less: Current Tax	193.80	4.65
Less: Deferred tax Expense/(Credit)	(2,538.02)	74.82
Net profit after tax	**7,133.63**	**(12,606.16)**
Total current and non current Segment Assets		
-Located in India and allocated to UAE	20,403.56	21,931.58
	20,403.56	**21,931.58**
Total current and non current Segment Libilities		
-Located in India and allocated to UAE	11,176.98	19,838.63
	11,176.98	**19,838.63**

Note: Revenue of Rs.42,753.42 (31 March 2020: Rs.41,509.16 for external customer) are derived from a one external customer during the year 31 March 2021.

30 Contingent Liabilities

There are no Contigent liabilities.

Cellent Technologies (India) Pvt. Ltd.
Significant accounting policies and other explanatory information for the year ended 31 March 2021

31 In view of the nationwide lockdown announced by the Government of India to control the spread of COVID-19, the Company's business operations were temporarily disrupted. Significant decline in the economic activity of the whole nation and the disruption created across the business, have affected the operations of the Company as well, the impact thereof would evolve around the development taking place in forthcoming months.
The Company has resumed operations in a phased manner as per government directives. In assessing the recoverability of the carrying amount of all its assets, the Company has considered internal and external information up to the date of approval of these financial statements. Given the uncertainties associated with the nature and duration of this pandemic, the actuals may differ from the estimates considered in these financial statements and the Company will continue to closely monitor any material changes to future economic conditions and respond accordingly.

For Bhuta Buch & Associates
Chartered Accountants
Firm Reg No : 101469W

CHAITANYA M BUCH Digitally signed by CHAITANYA M BUCH Date: 2021.05.15 22:08:24 +05'30'

C.M Buch
Partner
M.No : 32880
Date :15/05/2021
Place : Mumbai

UDIN No.21032880AAAABI3914

For Cellent Technologies (India) Private Limited

RAJDIP KUMAR CHANDRAKANT GUPTA Digitally signed by RAJDIP KUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:57:10 +05'30'

Rajdipkumar Gupta
Director
(DIN No.01272947)

Place: Goa

SANDIPKUMAR CHANDRAKANT GUPTA Digitally signed by SANDIPKUMAR CHANDRAKANT GUPTA Date: 2021.05.15 18:57:26 +05'30'

Sandipkumar Gupta
Director
(DIN No.01272932)

Place: Goa