



is now...



**Orchasp Limited**

**27<sup>TH</sup>** ANNUAL  
REPORT  
2020-2021







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# BOARD OF DIRECTORS



**Mr. P.C. Pantulu**

(DIN 01583136)

Promoter, Chairman & CEO



**Mr. K.S. Shiva Kumar**

(DIN 02103299)

Promoter, Director - Operations, COO



**Mr. V. S. Roop Kumar**

(DIN 05317482)

Independent Director

Committee Membership:



**Mr. B. Srinivasa Reddy**

(DIN 01384074)

Independent Director

Committee Membership:





**Mr. K. Koteswara Rao**

(DIN 06401491)

Promoter, Non-Executive Director

Committee Membership:



**Mr. P. Chandra Sekhar**

(DIN 01647212)

Promoter, Director - Finance, CFO

Committee Membership:



**Ms. G. Ponnari**

(DIN 09075036)

Independent Director

Committee Membership:



**Mr. Suraj Bharadwaj**

(DIN 08351558)

Additional Director

Committee Membership:



-  Audit committee
-  Shareholding Relationship Committee
-  Nomination & Remuneration Committee
-  Corporate Social Responsibility Committee

# The smartest way to secure your health record!

Never let a missing health record become the last record of you.  
Subscribe to cyber1health to secure your health record!

## FEATURES



**Secure:** Store all your reports and prescriptions in a cloud database!



**Family Health Records:** Maintain health records of your family members online.



**Cloud Service:** Access your reports and records anytime, anywhere!



**Share:** Share reports with your doctors by email or through the app - all it takes is a few seconds!



**24x7x365 Support:** Easily access your electronic health records any time!



Cyber1health is the smartest solution that one can use to upload and maintain your personal health records online!

# Welcome to the future of logistics!

The fully integrated, automated transportation exchange connecting carriers, brokers and shippers to move and track freight in real-time.



Our platform facilitates the SFOs and MFOs interaction with SME, MSME and domestic customers to achieve their goals.

[www.induscargo.in](http://www.induscargo.in)

## **Business**

For operator, national carrier or private fleets.

## **Truckload shipping**

For companies who ship a large amount of their products. Full, half and parcel truckloads, all available!

## **Transport Vendor Scorecard**

Customized data mining helps pick the BEST partners according to customer performance scorecards!

## **Online Booking**

Integrated with the complete transportation management process, Bharat Cargo eliminates time wasted in the entire transportation process!

## **GPS Tracking**

The logistics site offers real-time mapping and on-time status reporting of cargo.



# Complete Hospital Information Solution

Meant for mid-size hospitals, aimed towards the reduction of work and increased productivity.



**Front Office** - the first point of interaction for anybody coming to the hospital! Contains data about patients, doctors, departments and services offered.

**Investigation** - provides details of all the investigations carried out for In-patients and Out-patients.

**Billing** - provides detailed billing of In-patient and Out-patient services.

**Ward Management** - takes care of lab and drug requisitions, critical care readings, ICU orders and reviews of patients.

**Administration** - includes information about rooms, tariffs, critical care equipment, packages and administrative facilities.

**Pharmacy** - deals with the sales and issue of medicine to patients.

**Accounts** - includes financial setup, groups, ledgers, vouchers, trail balance, profit and loss accounts, balance sheet, journal report, cashbook, sales register, debit and credit notes.

**HRMS** - used for overall resource management, like employee details, payroll, and departments.

**Marketing** - takes care of reference doctors, corporate marketing and advertising

**EDP** - exclusively for granting privileges to the employees in the different departments.

HMS by Cybermate Infotek enables the customer to achieve greater productivity, reduce costs and even increase profitability! It also helps decision makers to be more proactive with market dynamics.



## Online Indian Handicrafts Store

Ethnic Indian handicrafts...  
from the hands of the  
maker to the collector.

---

India's diverse art and culture finds distinctive expression in a wide range of handicrafts. Indycrafts provides a virtual platform for creative craftsmen of such artwork to directly connect with buyers around the world online. As an online store for Indian handicrafts we aim to empower local artists and craftsmen, globalize their reach, and provide buyers an experience of unique and exquisite art.



## IT Offerings



### Heal Soft (HMS)

A complete Enterprise Hospital Management Software Suite (18 modules) for Clinics, Small, Medium and Large Hospitals at multi locations in multiple technologies which can be integrated to an ERP.



### PMS

A complete web based application for the automation of Payroll Process.



### Purchase & Contract Management

A specialized application for vendor management which facilitates procurement specification through tender processes and contract execution.



### HRMS

An application to cater to the Human Resource record maintenance of multi Geographical operations of Public Sector Units



### Electronic Health Record (EHR)

An Electronic Health Record is a digital version of a patient's medical records.



### Document Management System (DMS)

Work flow application for paperless operations for Note generation, Correspondence, Approval and Archival for Government Departments.



### E-Billing

A highly technical product to facilitate enterprise billing for power generation units.



### Asset Management Application (AMS)

An application for tracking the location, operation and movement of active and passive components of remote assets.



### RCMS

A comprehensive retail & wholesale distribution management software package, uniquely designed to suite a single outlet or a multiple / chain of retail stores viz., Super markets and the likes



### Cinfotek CARDS

A complete print order management solution for the print industry.



### Corporate Information System (CIS)

An intranet application of project management for handling project documentation, teams and resources, interact with employees.



### Top Access

Comprehensive suite of solutions for Counter Top manufacturing & retail.



### eTearsheet

Digital distribution of proof of publication of advertisements & tearsheet management.



### Fleetplus

Realtime vehicle monitoring & fleet management in companies with large fleets.



### EZDMS

Simplified low cost Document Management System



### Medrep

A product for Pharmaceutical companies to manage & communicate the effectiveness of the medical representatives in the field.



### Content Management System (CMS)

The Application, comprehensive content management software solution for publishing an online Business News Portal, Breaking News, Budget, Business Interviews or other information



## Industry Solutions



### INSURANCE

#### Virtual Premium

It is our constant endeavor to offer our clients in the tourism sector, a high quality portals. The scope of work encompasses the varied range of services including e-commerce, several downloadable applications, payment gateway and GIS services for effective Town mapping

### FINANCE

Investor Communication: Configurable Solution to manage large volumes personalized investor account performance reporting.

Credit Card Management: This web based system provides integrated solution for registration of bank customers namely, Cardholder, Merchants, Marketing Agents, Recovery Agents.



### MANUFACTURING

#### Sales Commission Automation System (SCAS):

Is a Web-based solution, to simplify the commission calculation procedure of sales representatives.

Sugar ERP: Provides a customizable ERP for the Sugar industries in India.

### TOURISM

CIL provides a solution for a Client engaged in Travel and Tourism Domain. The solution comprises a Tourism Web Portal facilitating global tourists to plan and book their tours on-line which include, air tickets, hotel accommodation, local transport, travel guide, visa regulations and other allied services through payment gateways



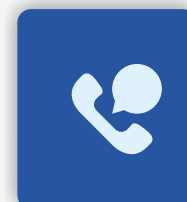
### EDUCATION

Pupilsoft: Geared towards the US public schools the "scholastic incident reporting system" provides early signals of violence & other anti-social events that may occur in the schools.

Online University Computer Shop: A configurable B2C solution for Universities, sale of computers and accessories to students via a preferred reseller.

### BUSINESS PROCESS OUTSOURCING (BPO)

CIL has set up operational processes for sales, support, procurement, accounting and compliance for telecom and vendor management for cargo/logistics businesses.



Message  
from the  
Chairman & CEO



We have been  
delivering Technology  
Solutions over decades.  
We now transform our  
vision to delivering  
strategic solutions and  
enhance value to  
stakeholders.

**Dear Members,**

On behalf of the Board, I thank each of our stakeholders for having reposed confidence in the Management of the Company during the year 2020-21.

During the year under review, we had two significant events affecting our activity (a) CIRP Process between 21st May 2020 and 08th January 2021 (b) Covid-19 Pandemic.

The Company was handed over to the board by the resolution professional on the 08th January 2021.

I thank all the people who have contributed to bringing back the company from the CIRP Process and acted in the interest of the company and have given the much necessary push to the resolution of the proceedings.

The company has learnt from the experience that relationships built over the years have made a difference in turning the adverse situations to solutions.

To begin with the board had to quickly adhere to the statutory compliances with the Stock Exchange and also complete the Annual General Meeting of the financial year 2019-20.

The board also discussed and came up with a decision to change the name of the company from **Cybermate Infotek Limited** to **Orchasp Limited**.

We are now re-building the teams, operations and in a new world post pandemic and would raise to the occasion with the cyber security services, health care platforms and other platforms.

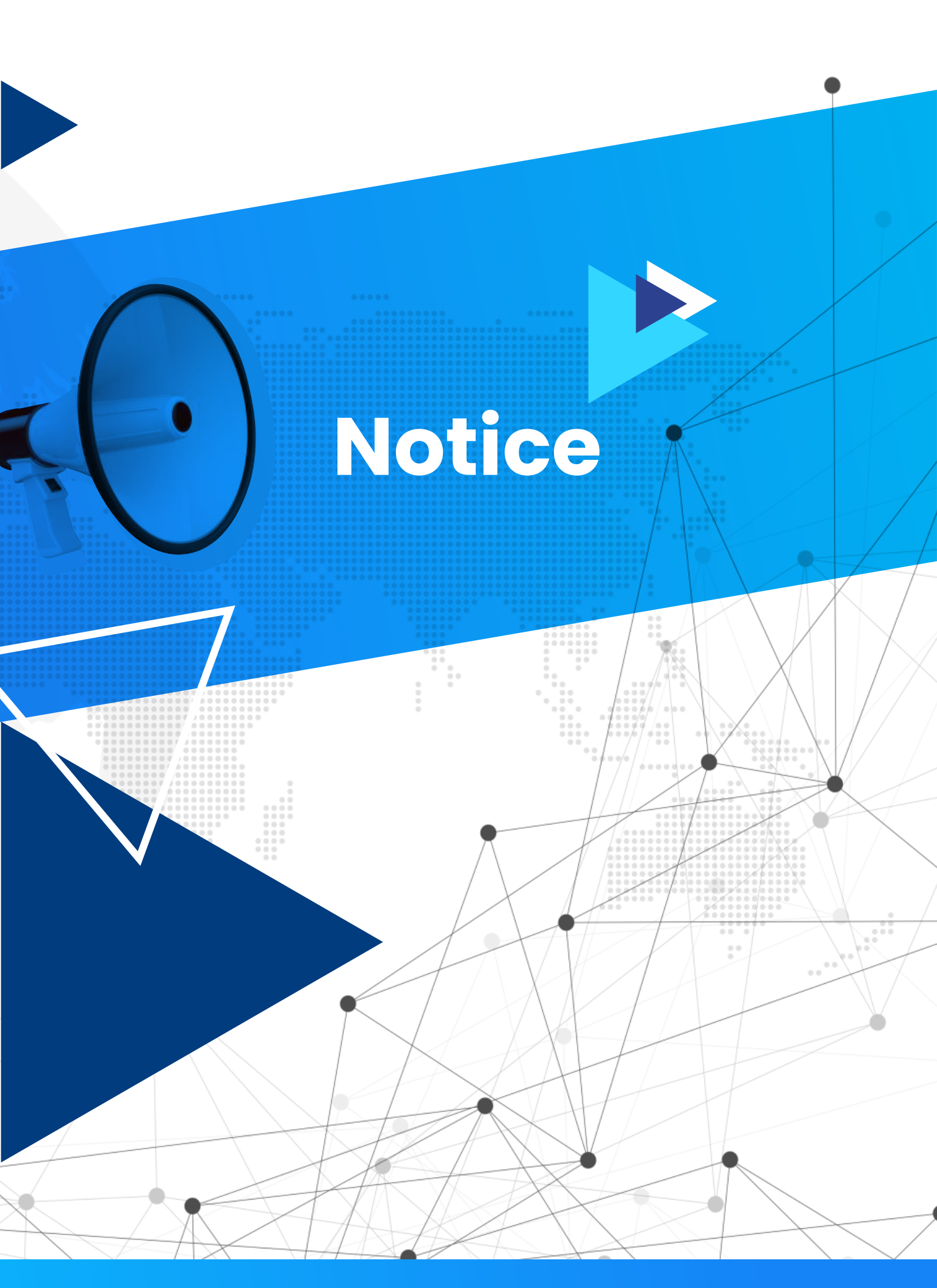
We thank you for the confidence reposed in us and hope to present improved performance in times to come.

With best wishes



P.C. Pantulu  
Chairman.





**Notice**



**Notice is hereby given that the 27th Annual General Meeting of the Shareholders of Orchasp Limited will be held on Friday 24th September 2021 at 10:30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:**

### **Ordinary Business**

#### **1. To Adopt Audited Financial Statements**

To receive, consider and adopt the Audited Balance Sheet as 31st March 2021, the Profit and Loss Account for the year ended 31st March, 2021 together with Schedules and Notes attached thereto, along with the Reports of the Directors and Auditors thereon.

#### **2. To Appoint Statutory Auditors**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of Companies Act 2013 read with Rule 3(7) of Companies (Audit and Auditor) Rules, 2014, as amended from time to time, M/s. P C N & Associates, Chartered Accountants, (bearing Firm Reg No.: 016016S) having their office at Ground Floor, Plot No 12, N Heights, Software Units Layout Cyberabad, Hyderabad-500081, Telangana., be and are hereby appointed as Statutory Auditors of the company in place of the retiring auditors M/s. P. Murali & Co, to hold office from the conclusion of the 27th Annual General Meeting of the company, for a period of five (5) years, at such remuneration, as maybe mutually agreed between the Board of Directors of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

#### **3. To appoint a director in place of Mr. P.C. Pantulu, (DIN 01583136) Director who retires by rotation and being eligible has offered himself for re-appointment as a Director of the Company.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution.

**"Resolved that** Mr. P.C. Pantulu, Director, (DIN 01583136) be and is hereby re-appointed a Director of the Company, liable to retire by rotation.

#### **4. To appoint a director in place of Mr. K.S. Shiva Kumar, Director (DIN 02103299) who retires by rotation and being eligible has offered himself for re-appointment as a Director of the Company.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution.



**“Resolved that** Mr. K.S. Shiva Kumar, Director (DIN 02103299) be and is hereby re-appointed a Director of the Company, liable to retire by rotation.

### **Special Business**

#### **5. To Re-appoint Mr. Koteswara Rao Kanamarlapudi (DIN:06401491) as Non-Executive Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule V to the Act, consent of the Members be and is hereby accorded to the appointment of Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491) as Non-Executive Director on Board of the Company in respect of whom, the Company has received a notice in writing proposing his candidature for the office of Director, for a tenure of three (3) years from the conclusion of the 27th Annual General Meeting of the Company, whose office is liable to retire by rotation.

#### **6. To Appoint Mr. B.V.B. Ravi Kishore (DIN:03271596) as Non-Executive Director of the Company.**

To consider and, if thought fit to pass with or without modification (s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and any Rules made thereunder read with Schedule IV of the Act, Mr. B.V.B. Ravi Kishore (DIN: 03271596) who was appointed as an additional director of the company w.e.f 28th June 2021 and being eligible for appointment in respect of whom the company has received notice in writing from the member proposing his candidature for the office of director be and is hereby appointed as a Non Executive – Non Independent Director of the company for a tenure of Three (3) Years, pursuant to the provisions of Section 149(4), 149(6) and 152 of the Companies Act 2013 by the Board of Directors with effect from the conclusion of this Annual General Meeting, in terms of section 161(1) of the companies act 2013 and the Articles of Association of the Company.”



**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the  
Board of Orchasp Ltd.

**P.C. Pantulu**

Chairman

DIN: 01583136

Place: Hyderabad

Date: 30.08.2021



## NOTES:

**1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.**

2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate (as applicable) can attend the AGM through VC/OAVM 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 to at least 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 AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.orchasp.com](http://www.orchasp.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. The AGM/EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

7. The register of beneficial owners registers of members and share transfer books of the Company will remain closed from 18th day, September 2021, to 24th day, September 2021 (both days inclusive).

8. Members are requested to notify



immediately, of any change in their address, to the Company in case their shares are held in dematerialized form; this information should be passed on so that the updated information as required can be made available at the meeting.

9. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.

10. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company to compile the information and provide replies at the meeting.

11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

**1. [secretarial@orchasp.com](mailto:secretarial@orchasp.com)**

**2. [info@arthiconsultants.com](mailto:info@arthiconsultants.com)**

Members may also note that the aforesaid documents are available for download from the

company's website: - [www.orchasp.com](http://www.orchasp.com)

## **12. Voting through electronic means - instructions for shareholders for remote e-voting are as under:**

- (i) The voting period begins on 21st September, 2021 at 10.00 am and ends on 23rd September, 2021 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

### **OR**

Alternatively, if you are registered for **CDSL's EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com/myeasi/home/Login> - using your login credentials. Once you successfully log-in to **CDSL's EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.



- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| For Shareholders holding shares in Demat Form and Physical Form         |                                                                                                                                                                                                                                                                                                                                                                                                   |
|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>PAN</b>                                                              | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                |
| <b>Dividend Bank Details</b><br><b>OR</b><br><b>Date of Birth (DOB)</b> | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of

Aadhaar Card) by email to Company/RTA email id.

2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven(7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM 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 shareholders, who are 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 available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have

not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders 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.

#### **(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@orchasp.com](mailto:secretarial@orchasp.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



**Statement Annexed To The Notice And Setting Out The Material Facts Concerning Each Item Of Special Business Pursuant To Section 102 Of Companies Act, 2013.**

**Item No 5:**

**Details of the Director seeking re-appointment at the 27th Annual General Meeting**

| Name of the Director                                                                                           | Mr. Kanamarlapudi Koteswara Rao                                    |
|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| Director Identification Number                                                                                 | 06401491                                                           |
| Educational Qualification                                                                                      | Chartered Accountant                                               |
| Expertise in specific functional area                                                                          | Presently engaged in Construction and Trading Activities in Qatar. |
| Date of Birth                                                                                                  | 01-11-1948                                                         |
| Number of Companies in which Directorship is held as of 31st March 2021                                        | 1                                                                  |
| Chairman/Member of the Committees of the Board of other Companies in which is a director as of 31st March 2021 | Stakeholders Relationship Committee                                |

The resolution as set out in item No. 5 of this Notice is accordingly recommended for your approval

**Item No 6:**

**Details of the Director seeking appointment at the 27th Annual General Meeting**

| Name of the Director                                                                                              | Mr. B.V.B. Ravi Kishore |
|-------------------------------------------------------------------------------------------------------------------|-------------------------|
| Director Identification Number                                                                                    | 03271596                |
| Educational Qualification                                                                                         | B.Sc, P.G.D.C.A         |
| Expertise in specific functional area                                                                             | Information Technology  |
| Date of Birth                                                                                                     | 29-04-1968              |
| Number of Companies in which Directorship is held as of 31st March 2021                                           | NIL                     |
| Chairman/Member of the Committees of the Board of other Companies in which he is a Director as of 31st March 2021 | NIL                     |

The resolution as set out in item No. 6 of this Notice is accordingly recommended for your approval.



By Order of the  
Board of Orchasp Ltd.

**P.C. PANTULU**

CHAIRMAN

DIN: 01583136

PLACE: Hyderabad

DATE: 30th August 2021

### Registered & Corporate Office:

**ORCHASP LIMITED - CIN: L72200TG1994PLC017485**

**Formerly Cybermate Infotek Limited**

19 & 20, Moti Valley, Trimulgherry, Secunderabad-500 015, Telangana. INDIA.

Tel: +91-40-4776 6123/4, Fax: +91-40-4776 6143

Email: [secreatarial@orchasp.com](mailto:secreatarial@orchasp.com), Website: [www.orchasp.com](http://www.orchasp.com)

| September 2021 |     |     |     |     |     |     |
|----------------|-----|-----|-----|-----|-----|-----|
| Sun            | Mon | Tue | Wed | Thu | Fri | Sat |
|                |     |     | 1   | 2   | 3   | 4   |
| 5              | 6   | 7   | 8   | 9   | 10  | 11  |
| 12             | 13  | 14  | 15  | 16  | 17  | 18  |
| 19             | 20  | 21  | 22  | 23  | 24  | 25  |
| 26             | 27  | 28  | 29  | 30  |     |     |

- **17th Sep - Record Date**
- **18th - 24th Sep - Book closure**
- **21st - 23rd Sep - E-Voting**
- **24th Sep - AGM**





# Board's Report





**Dear Members,**

**Greetings!!!**

### **Change of Name of the Company**

Post the balance Sheet date the Directors proposed a change of name of the Company from **Cybermate Infotek Limited** to **Orchasp Limited**

The following are the significant dates for the change of name of the company.

|                                             |                   |
|---------------------------------------------|-------------------|
| <b>Date of Board Meeting</b>                | <b>10-04-2021</b> |
| <b>Date of EGM</b>                          | <b>06-05-2021</b> |
| <b>Date of Approval from ROC, Hyderabad</b> | <b>24-05-2021</b> |
| <b>Date of Change in BSE</b>                | <b>06-06-2021</b> |

We herewith present the report on our business and operations for the year ended 31st March 2021.

### **1. Financial Results**

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

| <b>Particulars</b>           | <b>Standalone</b>   |                     | <b>Consolidated</b> |                     |
|------------------------------|---------------------|---------------------|---------------------|---------------------|
|                              | <b>INR in Lakhs</b> | <b>INR in Lakhs</b> | <b>INR in Lakhs</b> | <b>INR in Lakhs</b> |
|                              | <b>FY 2020-21</b>   | <b>FY 2019-20</b>   | <b>FY 2020-21</b>   | <b>FY 2019-20</b>   |
| Income from Operations       | 818.31              | 5,151.53            | 818.31              | 8,259.39            |
| Other Income                 | 114.00              | 19.78               | 114.00              | 19.78               |
| Total Income                 | 932.31              | 5,171.31            | 932.31              | 8,279.17            |
| Profit Before Tax            | 34.43               | 112.55              | 34.43               | 192.14              |
| Profit After Tax             | 21.12               | 88.62               | 21.12               | 168.20              |
| Proposed Dividend            | -                   | -                   | -                   | -                   |
| Transfers to General Reserve | -                   | -                   | -                   | -                   |
| Earnings per Share(Basic)    | 0.02                | 0.09                | 0.02                | 0.17                |
| Earnings per Share(Diluted)  | 0.02                | 0.09                | 0.02                | 0.17                |



## Financial Highlights

### Revenues-Standalone

Revenue for the year ended 31st March 2021 stands at Rs. 818.31 lakhs as compared to 5151.53 lakhs for the period last year. The Company's revenues declined by about 84% over the previous year due to impact over operations due to Covid-19 Pandemic and the Corporate Insolvency Resolution Process from 21-05-2020 to 08-01-2021.

### Revenues-Consolidated

There were no operations in US Subsidiary and Portuguese Subsidiary on account of Covid -19 Pandemic, hence on account of consolidation, there is no addition of revenues. The subsidiary at Portugal has achieved a turnover of Rs 3107.85 lakhs as at 31st March 2021 and the same is included in the Consolidated Turnover of previous year.

### Profits- Standalone

The Company had earned a net profit 34.44 lakhs (before tax) as against a net profit Rs. 112.56 Lakhs (before tax) in the previous year.

### Profits-Consolidated

| Particulars       | CIL Inc                    |                            | Cybermate International    |                            |
|-------------------|----------------------------|----------------------------|----------------------------|----------------------------|
|                   | US Subsidiary              |                            | Portugese Subsidiary       |                            |
|                   | INR in Lakhs<br>FY 2020-21 | INR in Lakhs<br>FY 2019-20 | INR in Lakhs<br>FY 2020-21 | INR in Lakhs<br>FY 2019-20 |
| Total Income      | -                          | -                          | -                          | 3107.86                    |
| Profit before Tax | -                          | -                          | -                          | 74.74                      |

### Capital Expenditure on Tangible Assets - Standalone

During the year, additions to fixed assets were marginal, similar to the previous year.

## 2. Dividend

No Dividend is being proposed for the current financial year to conserve resources.

## 3. Subsidiaries, Joint Ventures and Associate Companies.

During the year the Subsidiary companies could not continue operations owing to the covid-19 pandemic.

Statement pursuant to Section 129 Subsection (3)(i) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies as formatted in AOC-1 form has been attached as **Annexure- I** to this report.

## 4. Remuneration Policy

Your Directors has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration in accordance with Section 197 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force).

The salient aspects covered in the Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this report.

The remuneration paid to your Directors and Managerial Personnel is in accordance with the Nomination and Remuneration Policy thus formulated.



The information required under Section 197 (12) of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure – II**.

### 5. Declaration by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the Independent Directors of your Company have given declaration that they have met the criteria of independence as required under the Act and the regulations.

### 6. Formal Annual Evaluation of Performance of the Board and its Committees

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the board evaluation framework.

The framework includes evaluation of directors on parameters such as

- Peer Evaluation
- Decision Making
- Analysis of Information
- Board Dynamics & Relationships
- Corporate Strategy
- Participation at Board Committees

The Companies Act 2013 states that a formal evaluation needs to be made by the board of its own performance and that of its committees and individual directors. Schedule IV to the Companies Act States that the performance evaluation of independent directors shall be done by the entire board of directors excluding the director being evaluated.

The evaluation process has been explained in Corporate Governance Report.

### 7. Board Committees

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Grievances' Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

#### Audit Committee

| Audit Committee          |                        |
|--------------------------|------------------------|
| Name of the Member       | Designation            |
| Mr. V.S. Roop Kumar      | Chairman               |
| Ms. C. Kamakshi Bharathi | Member upto 13-02-2021 |
| Mr. Suraj Bharadwaj      | Member                 |
| Ms. G. Ponnari           | Member from 05-03-2021 |

#### Nomination and Remuneration Committee

| Nomination and Remuneration Committee |                             |
|---------------------------------------|-----------------------------|
| Name of the Member                    | Designation                 |
| Ms. C. Kamakshi Bharathi              | Chairperson upto 13-02-2021 |
| Mr. B. Srinivas Reddy                 | Member                      |
| Mr. S. Roop Kumar                     | Member                      |
| Ms. G. Ponnari                        | Chairperson from 05-03-2021 |

#### Stakeholder's Relationship Committee

| Stakeholder's Relationship Committee |             |
|--------------------------------------|-------------|
| Name of the Member                   | Designation |
| Mr. B. Srinivas Reddy                | Chairman    |
| Mr. K. Koteswara Rao                 | Member      |
| Mr. Suraj Bharadwaj                  | Member      |



### Corporate Social Responsibility Committee

| Corporate Social Responsibility |             |
|---------------------------------|-------------|
| Name of the Member              | Designation |
| Mr. Suraj Bharadwaj             | Chairman    |
| Mr. P. Chandra Sekhar           | Member      |
| Ms. G. Ponari                   | Member      |

### 8. Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

### 9. Particulars of Loans, Guarantees or Investments made under section 186 of the Companies Act, 2013.

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

### 10. Disclosures under Sexual Harassment of Women at Workplace

In accordance with the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company is required to have an Anti-sexual harassment policy through which an Internal Complaints Committee is constituted. The said committee meets at regular intervals to redress any complaints received by the committee in these lines and after due deliberation aims at disposing off the complaints. However, there has been no such complaint filed within the company till date.

### 11. Significant and material orders passed by the regulators or court

Corporate Insolvency Resolution Process :

The NCLT Hyderabad passed orders withdrawing the IBC proceedings on the 04th January 2021.

The company was under the control of the Insolvency Resolution Professional for the period 22nd May 2020 to 04th January 2021.

The Resolution Professional handed over the company back to the promoters/directors on the 08th January 2021.

### 12. Material changes and commitments, if any affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the report.

Other than the CIRP Proceedings mentioned above, there are no other reportable significant events for the company affecting its financial statements.

### 13. Particulars of Contracts or Arrangements made with Related Parties.

All Contracts/arrangements/transactions entered by the company during the financial year 2020-21 with related parties were in the ordinary course of business and on an arm's length basis.

In this regard, we draw your attention to **Note 32** containing a Statement Pursuant to Clause (h) of sub section 134 of the companies Act 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014, to the financial statements which sets out related party disclosures.



#### 14. Number of Board meetings conducted during the year under review.

The directors of the company have met four (4) times during the financial year under review for the purposes of discussing the affairs of the company and its business, the details of which are listed below:

| S.No. | Date of the Meeting | Time     | Place                | Meeting No. | For the Quarter |
|-------|---------------------|----------|----------------------|-------------|-----------------|
| 1.    | 08-Sep-20           | 06.00 pm | Regd & Corporate Off | 01/2020-21  | Jul-Sep         |
| 2.    | 26 Dec-20           | 09.00 am | Regd & Corporate Off | 02/2020-21  | Oct-Dec         |
| 3.    | 13-Feb-21           | 11.00 am | Regd & Corporate Off | 03/2020-21  | Jan-Mar         |
| 4.    | 05-Mar-21           | 11.00 am | Regd & Corporate Off | 04/2020-21  | Jan-Mar         |

#### 15. Vigil Mechanism

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. The company has also set out a whistle blower policy in terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, so as to ensure that the business is conducted with integrity and the company's financial information is accurate. The Policy on Vigil Mechanism and whistle blower policy may be accessed on the company's website.

#### 16. Training of independent directors

Whenever, new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through

appropriate orientation session and they are also introduced to our organization structure, our business, constitution, Board procedures, our major risks and management strategy.

#### 17. Directors Responsibility Statement

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act 2013 with respect to Directors Responsibility Statement, it is hereby confirmed.

- i. That in the preparation of the Annual Accounts for the financial year ended March 31, 2021 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period.
- iii. That the Directors had taken proper and sufficient care towards 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.

- iv. That the Directors had prepared the accounts for the financial year ended March 31, 2021 on a going concern basis.
- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively
- vi. That systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effectively.

#### 18. Extract of Annual Return

Form MGT 9 containing details, forming part of the extract of the Annual return is annexed to this report as **Annexure-III** [pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014].

#### 19. Statement concerning development and implementation of Risk Management Policy of the company.

The Company has constituted a Risk Management Committee in the meeting of the Directors on Board held on the 28th May 2015 and the details of the risk management framework under the purview of the Risk Management Committee of the Company has been discussed under the Management Discussion and Analysis Report which forms a part of this report. However, this committee was dissolved as the Risk Management framework is yet not applicable to the Company as per the statute.

#### 20. Details of Policy developed and implemented by the company on its Corporate Social Responsibility initiatives.

Pursuant to Section 135 of the Companies Act, 2013 every Company having

- Net worth of rupees five hundred crore or more, or
- Turnover of rupees one thousand crore or more or
- Net profit of rupees five crore or more

during any financial year, shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

During the financial year 2018-19, on the basis of the Net Profit earned, the company qualifies for Corporate Social Responsibility initiatives. The company has constituted a committee for the same (as provided under "Board's Committee" - Point No. 9) and plan for the CSR activities in due course.

#### 21. Transfer of Unclaimed Dividend to Investor Protection Fund.

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

#### 22. Adequacy of Internal Financial Controls

The Company has established and is maintaining internal controls and procedures. The Board of Directors have evaluated the effectiveness of the Company's internal controls and procedures and confirm that they are adequate based on the size and the nature of its business.



### 23. Internal Audit

The Company has a well-established system of Internal Audit which carries out audit on Risk Management framework covering all the functions.

### 24. Auditors and Auditors Report Statutory Auditors

M/s P. Murali & Co, Chartered Accountants, have completed their term of 10 years and hence M/s. P C N & Associates are being appointed as statutory auditors from the conclusion of the 27th Annual General meeting for a period of five (5) years. The Company has received a certificate from M/s. P C N & Associates, Chartered Accountants to the effect that if appointed it would be in accordance with the provisions of Section 141 of the Companies Act 2013.

As required above, the Board has, after considering the recommendations of the Audit Committee, incorporated a suitable resolution for your consideration and approval in the notice calling the ensuing Annual General Meeting of the Company.

### Secretarial Auditor

The Board has appointed Mr. Y. Koteswara Rao, Practising Company Secretary, Hyderabad to conduct Secretarial Audit for the financial year 2020-21. The Secretarial Audit report as issued by Mr. Y. Koteswara Rao for the financial year ended March 31, 2021 is annexed herewith in **Annexure-IV**. The Company is now re-appointing Mr. Y. Koteswara Rao as a Secretarial Auditor for the period 2021-22.

### 25. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

The detailed information as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished under **Annexure-V** as attached to this report.

### 26. Management Discussion and Analysis

Management Discussion and Analysis Report forms a part of the Annual Report

### 27. Explanation or comments on emphasis of matters or qualifications or reservations or adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports.

The statutory auditors have laid emphasis on the matter pertaining to non compliance with statutory obligations by the Resolution Professional Mr. K. Koteswara Rao and thus penalties if any leviable on the company for such non filing by the resolution Professional during the CIRP period between 21st May 2020 to 04th January 2021. The Company clarifies

that soon after the company was handed over to the Board on the 08th January 2021, the company has filed all the necessary compliances which were pending during the CIRP Proceedings. The company has also submitted their request to the BSE for waiver of the penalties referring to the Circular issued by the Insolvency and Bankruptcy board of India vide No. IP/002/2018 3rd January 2018 in this regard which stated that the penalties arising on account of the non-



compliance during corporate insolvency resolution process has to be borne by the Insolvency Resolution Professional only. The Company has also drawn reference to the recent circular issued by BSE, No. 20210709-9 DATED 09 July 2021 which has reproduced the content of the IBBI Circular pertaining to penalties arising to the corporate debtor on account of non-compliance by the Insolvency Resolution Professional. The decision of the BSE is awaited in this regard. The Secretarial Auditor has referred the mail of BSE Limited dated 14th July 2021, regarding levy of penalty for non-compliances before the resolution process and also during the resolution process.

The Company has made an application to the BSE Limited Seeking waiver of penalty for both the period i.e before the resolution process and also during the resolution process. The decision of BSE is awaited.

## 28. Shares

### Buy back of Securities

The Company has not bought back any of its securities during the financial year under review.

### Sweat Equity

The Company has not issued any Sweat Equity Shares during the financial year under review.

### Bonus Shares

No Bonus Shares were issued during the financial year under review.

### Employees Stock Option Plan

The Company has not provided for any Stock Options to its employees during the financial year under review.

## 29. Disclosures

BSE has levied penalty on the company for non-

compliance of SEBI (LODR) clauses as follows:

| INR in Lakhs          |                             |            |                                     |       |
|-----------------------|-----------------------------|------------|-------------------------------------|-------|
| Period                | Remark                      | Regulation | Report                              | Amt   |
| During CIRP Process   | Penalty for late Submission | 13(3)      | Investor Complaints Report          | 30.69 |
|                       |                             | 17(1)      | Composition of Board                |       |
|                       |                             | 18(1)      | Audit Committee                     |       |
|                       |                             | 19(1)      | Nomination & Remuneration Committee |       |
|                       |                             | 20(1)      | Stakeholders Relationship Committee |       |
|                       |                             | 27(2)      | Corporate Governance Report         |       |
|                       |                             | 31         | Share Holding Pattern               |       |
| Prior to CIRP Process | Penalty for late Submission | 33         | Financial Results                   | 15.48 |
|                       |                             | 13(3)      | Investor Complaints Report          |       |
|                       |                             | 27(2)      | Corporate Governance Report         |       |
|                       |                             | 31         | Share Holding Pattern               |       |
|                       |                             | 34         | Annual Report                       |       |

- (a) The Company has made a requisition for waiver of the penalties levied prior to the CIRP Process.
- (b) As regards the penalties pertaining to non-compliance during the CIRP process the company has replied stating that penalties during CIRP Process are the responsibility of the Resolution Professional vide the circular of Insolvency Bankruptcy Board of India and also the BSE. The decision of the BSE is awaited.

## 30. Corporate Governance

Pursuant to Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate report on corporate governance has been included in this Annual Report in **Annexure -VI** together with a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2019-20. A declaration to this effect signed by the Managing



Director of the Company is contained in this Annual Report.

### 31. Acknowledgement

Your Directors place on record their sincere thanks to their employees, bankers, business associates, consultants, Legal Advisors and various government authorities for their continued support extended to your Company's activities during the financial year under review. Your Directors also acknowledge gratefully for your support and for the confidence reposed on this Company.

Your directors place on record and express their special appreciation to M/s P. Murali & Co Chartered Accountants for their guidance and support apart from their services as statutory auditors of the company.

For and on behalf of the  
Board of Orchasp Ltd.

**P.C. Pantulu**

Chairman

DIN: 01583136

Place: Hyderabad

Date: 30th August 2021



## Annexure I

### Financial Statements of Subsidiaries

(Statement pursuant to Section 129 Subsection (3)(I) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies)

| AOC-1                  |                               |                                          |
|------------------------|-------------------------------|------------------------------------------|
| Name of the Subsidiary | Cybermate Infotek Limited Inc | Cybermate International, Unipessoal, LDA |
| Financial Year ended   | 31st December 2020            | 31st December 2020                       |
| Exchange Rate          | 1 USD = 73.00 INR             | EUR = 89.27 INR                          |
| Share Capital- Rs.     | 2,17,500                      | 6825,00,000                              |
| Reserves & Surplus-Rs. | -                             | -                                        |
| Total Assets-Rs.       | 2,17,500                      | 6825,00,000                              |
| Total Liabilities-Rs.  | 2,17,500                      | 6825,00,000                              |
| Turnover-Rs.           | -                             | -                                        |
| Profit/Loss-Rs.        | -                             | -                                        |
| % of Shareholding      | 100%                          | 100%                                     |

#### Notes

1. Cybermate Infotek Limited Inc has been re-instated on the records of Delaware Division of Corporations. However due to Covid-19 Pandemic there were no operations during the period 2020.
2. Cybermate International, Unipessoal, LDA has commenced operations in the year 2019 but due to Covid-19 Pandemic there were no operations during the period 2020.

## Annexure II

Particulars of Employees information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### Information Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014

- |                                                                                                                                                             |                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1. Ratio of the remuneration of each director to the median remuneration of the employees of the company excluding Managing Director for the financial year | Please refer to Annexure II A to this Report for details. |
| <hr/>                                                                                                                                                       |                                                           |
| The percentage increase in remuneration of each director, chief financial officer, chief                                                                    | Please refer to Annexure II B to this Report for details. |
| <hr/>                                                                                                                                                       |                                                           |



|                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| executive officer, company secretary or manager, if any, in the financial year.                                                                                                                                                                                                                                                            |                                                                                                                                                                      |
| The percentage increase / (decrease) in the median remuneration of employees.                                                                                                                                                                                                                                                              | The percentage decrease in the median remuneration in the financial year 2019-20 of employees on India Payroll was (-16.5%)                                          |
| The number of permanent employees on the rolls of the company.                                                                                                                                                                                                                                                                             | 40                                                                                                                                                                   |
| Average percentile increase already made in the salaries of employees other than 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 managerial remuneration | Average percentage increase made in the salaries of the employees other than the managerial personnel in the last financial year is Nil % for India based employees. |
| The key parameters for any variable component of remuneration availed by the Directors.                                                                                                                                                                                                                                                    | Variable Component of Compensation for Directors would be on the basis of the recommendations of Nomination and Remuneration Committee.                              |
| Affirmation that the remuneration is as per the remuneration policy of the company.                                                                                                                                                                                                                                                        | The remuneration to employees of the Company is as per the remuneration policy of the Company                                                                        |

## Annexure II A

| # | Name of the Director | Ratio of remuneration of each director to the median remuneration of the employees of the company |
|---|----------------------|---------------------------------------------------------------------------------------------------|
| 1 | Mr. P Chandra Sekhar | 0.90%                                                                                             |
| 2 | Mr. K S Shiva Kumar  | 0.80%                                                                                             |

### Notes:

- Median remuneration of the employees is calculated on the basis of remuneration details of permanent employees on India payroll excluding Managing Director/s.



## Annexure II B

| # | Name of the Director/ Key Managerial Personnel | Name of the Director/ Key Managerial Personnel | % Increase in the Remuneration |
|---|------------------------------------------------|------------------------------------------------|--------------------------------|
| 1 | Mr. P Chandra Sekhar                           | Director & CFO                                 | Nil                            |
| 2 | Mr. K S Shiva Kumar                            | Director - Operations                          | Nil                            |

### Remuneration Policy

The Remuneration Policy of the Company is designed in a way that attracts talent, motivate in order to retain manpower and to improve productivity by creating a cohesive work force, encouraging initiatives, personal growth and team work, and inculcating a sense of belongingness and nurtures the willingness to involve in the providing the best of their abilities, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Nomination & Remuneration Committee (NRC) determines individual remuneration packages for Directors, KMPs and senior Officials of the Company taking into account, factors it deems relevant, including but not limited to market, business performance and practices in comparable Companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. NRC consults the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by NRC to the Board of the Company.

### Applicable:

This Remuneration Policy applies to the whole of the Company including directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

### Guiding Principle:

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

### Statutory Requirements:

- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company.
- Section 197(5) of the Companies Act, 2013 provides for remuneration by way of sitting fee to a director for attending meetings of the Board of Directors and Committee



meetings or for any other purpose as may be decided by the Board.

- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of Schedule V of the Companies Act, 2013.
- The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director / Whole Time Director / Manager and ten percent in case of more than one such official.
- The Company may pay remuneration to its part-time directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole-time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

#### **Directors:**

As per the policy followed by the Company since inception, the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently, sitting fee is Rs. 2,500/- per Board meeting and per Committee meeting per Independent and Non-Executive Director on Board of the Company.

Remuneration of Whole Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. At the time of considering the appointment and remuneration of Whole Time Directors, the members of the Nomination & Remuneration Committee (NRC) consider the pay and employment conditions in the industry, merit, seniority of the person and the payment capacity of the Company.

The NRC while designing the remuneration package, considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The NRC considers that a successful Remuneration Policy must ensure that some part of the remuneration package be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the present applicable sections read with relevant rules of Companies Act, 2013 and as modified from time to time.

The Independent Directors shall not be entitled to any stock option and may receive sitting fees for attending meetings of the Board or



Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

#### **Reward principles and objectives:**

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

#### **Reward Policies:**

Remuneration packages for Whole Time Directors are designed subject to the limits laid down under the Companies Act, 2013, to remunerate them fairly and responsibly.

The Whole Time Directors' remuneration comprises of salary, perquisites and performance-based commission / reward apart from retirement benefits like P.F., Superannuation, Gratuity, etc. as per Rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long term. The Whole Time Directors are entitled to customary non-monetary benefits such as company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of

appointment provide for severance payments as laid down under relevant sections of the Companies Act, 2013.

#### **Key Managerial Personnel (KMP) Senior Management:**

Appointment of KMP & senior management and cessation of their service are subject to the approval of NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Managing Director (MD) on the recommendation of the Whole Time Director concerned, wherever applicable, broadly based on the Remuneration Policy in respect of Whole Time Directors. Total remuneration comprises of:

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. Perquisites - in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. Retirement benefits - contribution to PF, superannuation, gratuity, etc. as governed by respective acts and rules prevailing in the Company from time to time.
4. Motivation / Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by the Managing Director based on the appraisal and recommendation of the concerned Whole Time Director, wherever applicable.



5. Severance payments – in accordance with terms of employment, and applicable statutory requirements, if any.

**Other employees:**

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary, they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, wherever applicable.

Policies of motivation / reward / severance payments are applicable to this category of personnel as in the case of those in the management cadre.

**Removal:**

The Committee may recommend, to the Board, removal of a Director, KMP or Senior Management Personnel due to following reasons:

- Any disqualification
- Misconduct
- Breach of Contract or trust
- Conflict in interest
- Such recommendation to the Board shall be with reasons recorded in writing.

**Disclosure of information:**

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

**Application of the Remuneration Policy:**

This Remuneration Policy shall continue to guide all future employment of Directors, Senior Management including Key Managerial Personnel and other employees. Any departure from the policy can be undertaken only with the approval of the Board of Directors.



## ANNEXURE III

| Form No. MGT 9                                                                                                                 |                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| Extract of Annual Return As on Financial Year Ended on 31.03.2021                                                              |                                                                                                                                     |
| Pursuant to Section 92 (3) of the Companies Act, 2013 And Rule 12(1) of the Company (Management & Administration) Rules, 2014. |                                                                                                                                     |
| I REGISTRATION & OTHER DETAILS:                                                                                                |                                                                                                                                     |
| i CIN                                                                                                                          | L72200TG1994PLC017485                                                                                                               |
| ii Registration Date                                                                                                           | 05-05-1994                                                                                                                          |
| iii Name of the Company                                                                                                        | Orchasp Limited                                                                                                                     |
| iv Category/Sub-category of the Company                                                                                        | Information Technology and Information Technology Enabled Services                                                                  |
| v Address of the Registered office & contact details                                                                           | Plot No 19 & 20, Moti Valley, Trimulgherry, Secunderabad. 500015. Telangana.<br>Tel: +91 40 4776 6123/4, Fax: +91 40 4776 6143      |
| vi Whether listed company                                                                                                      | Yes                                                                                                                                 |
| vii Name, Address & contact details of the Registrar & Transfer Agent, if any.                                                 | Aarthi Consultants Pvt. Ltd<br>1-2-285, Domalguda, Hyderabad. 500029.<br>Ph:+91 40 -27634445/8111/27642217.<br>Fax +91 40 27632184. |

### II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| # | Name & Description of main products/services          | NIC Code of the | % to total turnover of the company |
|---|-------------------------------------------------------|-----------------|------------------------------------|
| 1 | Computer Programming, Consultancy, related activities | 620             | 100                                |

### III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| # | Name & Address of the company          | CIN/GLN | Holding/Subsidiary/ Associate | % of shares Held | Applicable Section |
|---|----------------------------------------|---------|-------------------------------|------------------|--------------------|
| 1 | Cybermate Infotek Limited Inc          | -       | Subsidiary                    | 100              | Section 2(87)      |
| 2 | Cybermate International Unipessoal LDA | -       | Subsidiary                    | 100              | Section 2(87)      |



#### IV. Shareholding Pattern (Equity Share Capital breakup - % to total Equity)

| Shareholding Pattern (Equity Share Capital breakup - % to total Equity) |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
|-------------------------------------------------------------------------|------------------------------------------------------------|---------------|--------------------|-------------------------|------------------------------------------------------------|---------------|--------------------|-------------------------|--------------------------------|
| Category of Shareholders                                                | No. of shares held at the end of the year<br>March 31 2020 |               |                    |                         | No. of shares held at the end of the year<br>March 31 2021 |               |                    |                         |                                |
|                                                                         | Demat                                                      | Phy-<br>sical | Total              | % of<br>total<br>Shares | Demat                                                      | Phy-<br>sical | Total              | % of<br>total<br>Shares | % change<br>during<br>the year |
| <b>A. PROMOTERS</b>                                                     |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| <b>(1) Indian</b>                                                       |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (a) Individuals/HUF                                                     | 1,88,62,502                                                | -             | 1,88,62,502        | 19.06                   | 1,88,53,502                                                | -             | 1,88,53,502        | 19.05                   | 0                              |
| (b) Central Govt./<br>State Government(s)                               |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (c) Bodies Corporate                                                    |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (d) Banks/FI                                                            |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (e) Any Other                                                           |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| <b>SUB TOTAL (A)(1)</b>                                                 | <b>1,88,62,502</b>                                         | <b>-</b>      | <b>1,88,62,502</b> | <b>19.06</b>            | <b>1,88,53,502</b>                                         | <b>-</b>      | <b>1,88,53,502</b> | <b>19.05</b>            | <b>0</b>                       |
| <b>(2) Foreign</b>                                                      |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (a) NRI - Individuals                                                   |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (b) Individuals                                                         |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (c) Bodies Corporate                                                    |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (d) Banks/FI                                                            |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (e) Any Other                                                           |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| <b>Sub Total - (A)(2)</b>                                               |                                                            | -             | -                  | -                       |                                                            |               |                    |                         |                                |
| <b>Total Shareholding<br/>of the Promoter (A) =<br/>(A)(1) + (A)(2)</b> | <b>1,88,62,502</b>                                         | <b>-</b>      | <b>1,88,62,502</b> | <b>19.06</b>            | <b>1,88,53,502</b>                                         | <b>-</b>      | <b>1,88,53,502</b> | <b>19.05</b>            | <b>0</b>                       |
| <b>B. PUBLIC SHAREHOLDINGS</b>                                          |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| <b>(1) Institutions</b>                                                 |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (a) Mutual Funds                                                        |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (b) Banks / FI                                                          | 200                                                        | -             | 200                | 0.00                    | 200                                                        | -             | 200                | 0.00                    | -                              |
| (c) Central Govt.                                                       |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (d) State Govt.                                                         |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (e) Venture Capital Fund                                                |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (f) Insurance Companies                                                 |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (g) FIs                                                                 |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |
| (h) Foreign Venture<br>Capital Funds                                    |                                                            |               |                    |                         |                                                            |               |                    |                         |                                |

Cont. on Page.46



|                                                                                    |                    |                 |                    |               |                    |                 |                    |              |             |  |
|------------------------------------------------------------------------------------|--------------------|-----------------|--------------------|---------------|--------------------|-----------------|--------------------|--------------|-------------|--|
| (i) Others (specify)                                                               |                    |                 |                    |               |                    |                 |                    |              |             |  |
| <b>Sub Total - (B)(1)</b>                                                          | <b>200</b>         | <b>-</b>        | <b>200</b>         | <b>0.00</b>   | <b>200</b>         | <b>-</b>        | <b>200</b>         | <b>0.00</b>  | <b>-</b>    |  |
| <b>(2) Non-Institutions</b>                                                        |                    |                 |                    |               |                    |                 |                    |              |             |  |
| (a) Bodies Corporate                                                               | 11,19,891          | 24,700          | 11,44,591          | 1.16          | 11,43,392          | 24,700          | 11,68,092          | 1.18         | 0.02        |  |
| (i) Indian                                                                         |                    |                 |                    |               |                    |                 |                    |              |             |  |
| (ii) Overseas                                                                      | 1,40,15,871        | 15,200          | 1,40,31,071        | 14.18         | 1,39,68,179        | 15,200          | 1,39,83,379        | 14.13        | 0.00        |  |
| (b) Individuals                                                                    |                    |                 |                    |               |                    |                 |                    |              |             |  |
| (i) Individual share-holders holding nominal share capital upto Rs. 1 Lakh         | 2,19,77,522        | 5,23,409        | 2,25,00,931        | 22.74         | 2,22,21,591        | 5,21,109        | 2,27,42,700        | 22.98        | 0.01        |  |
| (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | 4,04,26,476        | -               | 4,04,26,476        | 40.85         | 4,01,23,248        |                 | 4,01,23,248        | 40.55        | 0.01        |  |
| (c) Others (specify)                                                               | 19,89,970          | 2,500           | 19,92,470          | 2.01          | 20,84,620          | 2,500           | 20,87,120          | 2.11         | (0.05)      |  |
| <b>SUB TOTAL (B)(2)</b>                                                            | <b>7,95,29,730</b> | <b>5,65,809</b> | <b>8,00,95,539</b> | <b>80.94</b>  | <b>7,95,41,030</b> | <b>5,63,509</b> | <b>8,01,04,539</b> | <b>80.95</b> | <b>0.00</b> |  |
| <b>Total Public Shareholding</b>                                                   | <b>7,95,29,930</b> | <b>5,65,809</b> | <b>8,00,95,739</b> | <b>80.94</b>  | <b>7,95,41,230</b> | <b>5,63,509</b> | <b>8,01,04,739</b> | <b>80.95</b> | <b>0.00</b> |  |
| <b>(B) = (B)(1)+(B)(2)</b>                                                         |                    |                 |                    |               |                    |                 |                    |              |             |  |
| <b>(C) Shares held by custodians for ADRs &amp; GDRs</b>                           |                    |                 |                    |               |                    |                 |                    |              |             |  |
| <b>Grand Total (A+B+C)</b>                                                         | <b>9,83,92,432</b> | <b>5,65,809</b> | <b>9,89,58,241</b> | <b>100.00</b> | <b>9,83,94,732</b> | <b>5,63,509</b> | <b>9,89,58,241</b> | <b>100</b>   | <b>-</b>    |  |



## (II) Shareholding of Promoters

| # | Shareholders Names    | Shareholding at the beginning of the year |                                  |                                                   | Shareholding at the end of the year |                                  |                                                   | % Change in share holding during the year |
|---|-----------------------|-------------------------------------------|----------------------------------|---------------------------------------------------|-------------------------------------|----------------------------------|---------------------------------------------------|-------------------------------------------|
|   |                       | No. of Shares                             | % of total shares of the company | % of shares pledged or encumbered to total shares | No. of shares                       | % of total shares of the company | % of shares pledged or encumbered to total shares |                                           |
| 1 | Mr. P.C.Pantulu       | 1,68,11,269                               | 16.99                            | -                                                 | 1,68,01,269                         | 16.98                            | -                                                 | 0.06                                      |
| 2 | Mr. K S Shivakumar    | 8,93,010                                  | 0.9                              | -                                                 | 8,93,010                            | 0.9                              | -                                                 | -                                         |
| 3 | Mr. P. Chandra Sekhar | 3,03,100                                  | 0.31                             | -                                                 | 3,03,100                            | 0.31                             | -                                                 | -                                         |
| 4 | Mr. K. Koteswara Rao  | 1,78,200                                  | 0.18                             | -                                                 | 1,78,200                            | 0.18                             | -                                                 | -                                         |
| 5 | Ms. P. Rajeswari      | 76,923                                    | 0.08                             | -                                                 | 77,923                              | 0.08                             | -                                                 | (1.30)                                    |
| 6 | Mr. K Bhujanga Rao    | 6,00,000                                  | 0.61                             | -                                                 | 6,00,000                            | 0.61                             | -                                                 | -                                         |
|   | Total                 | 1,88.62.502                               | 19.06                            | -                                                 | 1,88.53,502                         | 19.05                            | -                                                 |                                           |



### (III) Change In Promoters Shareholding

| Change In Promoters Shareholding |                                       |                                     |                                      |                                          |                                  |
|----------------------------------|---------------------------------------|-------------------------------------|--------------------------------------|------------------------------------------|----------------------------------|
| #                                | Shareholders Names                    | Shareholding at the end of the year |                                      | Cumulative share holding during the year |                                  |
|                                  |                                       | No. of Shares                       | % of the total shares of the company | No. of shares                            | % of total shares of the company |
| 1                                | MR PATTAPURATHI CHENCHIAIAH PANTULU   |                                     |                                      |                                          |                                  |
|                                  | Opening Balance as on 1st April 2020  | 1,68,11,269                         | 16.99                                | -                                        | -                                |
|                                  | Add: Purchase of Shares               | -                                   | -                                    | -                                        | -                                |
|                                  | Less: Sale of Shares                  | 10,000                              | 0.01                                 | -                                        | -                                |
|                                  | Closing Balance as on 31st March 2021 | 1,68,01,269                         | 16.98                                | 1,68,11,269                              | 16.99                            |
| 2                                | MR K.S. SHIVA KUMAR                   |                                     |                                      |                                          |                                  |
|                                  | Opening Balance as on 1st April 2020  | 8,93,010                            | 0.90                                 | -                                        | -                                |
|                                  | Add Purchase of Shares                | -                                   | -                                    | -                                        | -                                |
|                                  | Less Sale of Shares                   | -                                   | -                                    | -                                        | -                                |
|                                  | Closing Balance as on 31st March 2021 | 8,93,010                            | 0.90                                 | 8,93,010                                 | 0.90                             |
| 3                                | MR P CHANDRA SEKHAR                   |                                     |                                      |                                          |                                  |
|                                  | Opening Balance as on 1st April 2020  | 3,03,100                            | 0.31                                 | -                                        | -                                |
|                                  | Add: Purchase of Shares               | -                                   | -                                    | -                                        | -                                |
|                                  | Less: Sale of Shares                  | -                                   | -                                    | -                                        | -                                |
|                                  | Closing Balance as on 31st March 2021 | 3,03,100                            | 0.31                                 | 3,03,100                                 | 0.31                             |
| 4                                | MR K KOTESWARA RAO                    |                                     |                                      |                                          |                                  |
|                                  | Opening Balance as on 1st April 2020  | 1,78,200                            | 0.18                                 | -                                        | -                                |
|                                  | Add: Purchase of Shares               | -                                   | -                                    | -                                        | -                                |
|                                  | Less: Sale of Shares                  | -                                   | -                                    | -                                        | -                                |
|                                  | Closing Balance as on 31st March 2021 | 1,78,200                            | 0.18                                 | 1,78,200                                 | 0.18                             |
| 5                                | MRS P RAJESWARI                       |                                     |                                      |                                          |                                  |
|                                  | Opening Balance as on 1st April 2020  | 76,923                              | 0.02                                 | -                                        | -                                |
|                                  | Add: Purchase of Shares               | 1,000                               | 0.00                                 | -                                        | -                                |
|                                  | Less: Sale of Shares                  | -                                   | -                                    | -                                        | -                                |
|                                  | Closing Balance as on 31st March 2021 | 77,923                              | 0.02                                 | 76,923                                   | 0.02                             |
| 6                                | MR K BHUJANGA RAO                     |                                     |                                      |                                          |                                  |
|                                  | Opening Balance as on 1st April 2020  | 6,00,000                            | 0.61                                 | -                                        | -                                |
|                                  | Add: Purchase of Shares               | -                                   | -                                    | -                                        | -                                |
|                                  | Less: Sale of Shares                  | -                                   | -                                    | -                                        | -                                |
|                                  | Closing Balance as on 31st March 2021 | 6,00,000                            | 0.61                                 | 6,00,000                                 | 0.61                             |



**(iv) Shareholding Pattern of Top Ten Shareholders  
(other than Directors, Promoters and Holders of ADRS/GDRS)**

| Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of ADRS/GDRS) |                                               |                                     |                                      |                                          |                              |
|---------------------------------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------|--------------------------------------|------------------------------------------|------------------------------|
| #                                                                                                       | Name of the Shareholder                       | Shareholding at the end of the year |                                      | Cumulative share holding during the year |                              |
|                                                                                                         |                                               | No. of Shares                       | % of the total shares of the company | No. of shares                            | % of total shares of company |
| 1                                                                                                       | <b>GLOBAL FOCUS FUND</b>                      |                                     |                                      |                                          |                              |
|                                                                                                         | Opening Balance as on 01st April 2020         | 1,39,68,179                         | 14.12                                | -                                        | -                            |
|                                                                                                         | Add: Purchase of Shares                       | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Less: Sale of Shares                          | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Closing Balance as on 31st March 2021         | 1,39,68,179                         | 14.12                                | 1,39,68,179                              | 14.12                        |
| 2                                                                                                       | <b>MR. SAHISTA AKHTAR SARVARHUSSIAN NAGAD</b> |                                     |                                      |                                          |                              |
|                                                                                                         | Opening Balance as on 01st April 2020         | 20,75,144                           | 2.10                                 | -`                                       | -                            |
|                                                                                                         | Add: Purchase of Shares                       | 1,78,938                            | 0.18                                 | -                                        | -                            |
|                                                                                                         | Less: Sale of Shares                          | 3,500                               | 0.00                                 | -                                        | -                            |
|                                                                                                         | Closing Balance as on 31st March 2021         | 22,50,582                           | 2.27                                 | 22,50,582                                | 2.27                         |
| 3                                                                                                       | <b>MRS. SAMALA PRABHAVATHI</b>                |                                     |                                      |                                          |                              |
|                                                                                                         | Opening Balance as on 01st April 2020         | 14,50,889                           | 1.47                                 | -`                                       | -                            |
|                                                                                                         | Add: Purchase of Shares                       | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Less: Sale of Shares                          | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Closing Balance as on 31st March 2021         | 14,50,889                           | 1.47                                 | 14,50,889                                | 1.47                         |
| 4                                                                                                       | <b>MR. JAYA RAM REDDY MALLAVARAPU</b>         |                                     |                                      |                                          |                              |
|                                                                                                         | Opening Balance as on 01st April 2020         | 9,77,140                            | 1.35                                 | -`                                       | -                            |
|                                                                                                         | Add: Purchase of Shares                       | 5                                   | 0.00                                 | -                                        | -                            |
|                                                                                                         | Less: Sale of Shares                          | 50                                  | 0.00                                 | -                                        | -                            |
|                                                                                                         | Closing Balance as on 31st March 2021         | 9,77,095                            | 0.99                                 | 9,77,095                                 | 0.99                         |
| 5                                                                                                       | <b>MR. SUBBA REDDY SAMALA</b>                 |                                     |                                      |                                          |                              |
|                                                                                                         | Opening Balance as on 01st April 2020         | 9,00,000                            | 0.91                                 | -`                                       | -                            |
|                                                                                                         | Add: Purchase of Shares                       | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Less: Sale of Shares                          | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Closing Balance as on 31st March 2021         | 9,00,000                            | 0.91                                 | 9,00,000                                 | 0.91                         |
| 6                                                                                                       | <b>MRS. PINNELI ANANTHARAMAMMA</b>            |                                     |                                      |                                          |                              |
|                                                                                                         | Opening Balance as on 01st April 2020         | 9,00,000                            | 0.91                                 | -`                                       | -                            |
|                                                                                                         | Add: Purchase of Shares                       | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Less: Sale of Shares                          | -                                   | -                                    | -                                        | -                            |
|                                                                                                         | Closing Balance as on 31st March 2021         | 9,00,000                            | 0.91                                 | 9,00,000                                 | 0.91                         |

Cont. on Page:50



|           |                                       |          |      |          |      |
|-----------|---------------------------------------|----------|------|----------|------|
| <b>7</b>  | <b>MR. AJITH P MATHEW</b>             |          |      |          |      |
|           | Opening Balance as on 1st April 2020  | 8,75,000 | 0.88 | -        | -    |
|           | Add: Purchase of Shares               | -        | -    | -        | -    |
|           | Less: Sale of Shares                  | -        | -    | -        | -    |
|           | Closing Balance as on 31st March 2021 | 8,75,000 | 0.88 | 8,75,000 | 0.88 |
| <b>8</b>  | <b>MRS. SHALINI KATIYAR</b>           |          |      |          |      |
|           | Opening Balance as on 1st April 2020  | 1,488    | 0.00 | -        | -    |
|           | Add: Purchase of Shares               | 5,57,807 | 0.56 | -        | -    |
|           | Less: Sale of Shares                  | 7,488    | 0.01 | -        | -    |
|           | Closing Balance as on 31st March 2021 | 5,51,807 | 0.56 | 5,51,807 | 0.56 |
| <b>9</b>  | <b>MR. DEPENDER KUMAR SRIVASTAVA</b>  |          |      |          |      |
|           | Opening Balance, as on 1st April 2020 | 4,72,003 | 0.48 | -        | -    |
|           | Add: Purchase of Shares               | 69,484   | 0.07 | -        | -    |
|           | Less: Sale of Shares                  | 17,000   | 0.02 | -        | -    |
|           | Closing Balance as on March 2021      | 5,24,487 | 0.53 | 5,24,487 | 0.53 |
| <b>10</b> | <b>MRS. ASHA JAIN</b>                 |          |      |          |      |
|           | Opening Balance as on 1st April 2020  | 5,43,000 | -    | -        | -    |
|           | Purchase of Shares                    | -        | -    | -        | -    |
|           | Less: Sale of Shares                  | 1,20,000 | 0.12 | -        | -    |
|           | Closing Balance as on 31st March 2021 | 4,23,000 | 0.43 | 4,23,000 | 0.43 |

## (v) Indebtedness

₹(in INR) Lakhs

| Indebtedness of the Company including interest outstanding/accrued but not due for payment |                                        |                             |         |              |
|--------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------|---------|--------------|
|                                                                                            | Secured Loans<br>excluding<br>deposits | Total<br>Unsecured<br>Loans | Deposit | Indebtedness |
| <b>Indebtedness at the beginning of the financial year</b>                                 |                                        |                             |         |              |
| i) Principal Amount                                                                        | -                                      | -                           | -       | -            |
| ii) Interest due but not paid                                                              | -                                      | -                           | -       | -            |
| iii) Interest accrued but not due                                                          | -                                      | -                           | -       | -            |
| <b>Total (i+ii+iii)</b>                                                                    | -                                      | -                           | -       | -            |
| <b>Change in indebtedness during the financial year</b>                                    |                                        |                             |         |              |
| Additions                                                                                  | -                                      | -                           | -       | -            |
| Reduction                                                                                  | -                                      | -                           | -       | -            |
| Net Change                                                                                 | -                                      | -                           | -       | -            |
| <b>Indebtedness at the end of the financial year</b>                                       |                                        |                             |         |              |
| i) Principal Amount                                                                        | -                                      | -                           | -       | -            |
| ii) Interest due but not paid                                                              | -                                      | -                           | -       | -            |
| iii) Interest accrued but not due                                                          | -                                      | -                           | -       | -            |
| <b>Total (i+ii+iii)</b>                                                                    | -                                      | -                           | -       | -            |

Note: Foreign Currency Convertible Bonds are Classified under Other Equity in the Balance Sheet



## vi. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration of Managing Director, (MD) Wholetime Director(WTD) and/or Manager.

| vi. Remuneration of Directors and Key Managerial Personnel<br>A. Remuneration of Managing Director, (MD) Wholetime Director(WTD) and/or Manager.<br>₹(in INR) Lakhs |                |                    |                       |              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|-----------------------|--------------|
| Particulars                                                                                                                                                         | Mr.P.C.Pantulu | Mr.K.S.Shiva Kumar | Mr. P. Chandra Sekhar | Total Amount |
| 1. Gross Salary                                                                                                                                                     |                |                    |                       |              |
| (a) Salary as per Provisions contained in Section 17(1) of the Income Tax Act 1961                                                                                  | 11.05          | 3.54               | 8.84                  | 23.43        |
| (b) Value of Perquisites u/s 17 (2) of the Income Tax Act 1961                                                                                                      | -              | -                  | -                     | -            |
| (c) Profits in Lieu of Salary u/s 17(30) of the Income tax Act 1961                                                                                                 | -              | -                  | -                     | -            |
| 2. Stock Options                                                                                                                                                    | -              | -                  | -                     | -            |
| 3. Sweat Equity                                                                                                                                                     | -              | -                  | -                     | -            |
| 4. Commission                                                                                                                                                       | -              | -                  | -                     | -            |
| (a) as percentage of Profits                                                                                                                                        | -              | -                  | -                     | -            |
| (b) Others                                                                                                                                                          | -              | -                  | -                     | -            |
| 5. Others                                                                                                                                                           | -              | -                  | -                     | -            |
| Total (A)                                                                                                                                                           | 11.05          | 3.54               | 8.84                  | 23.43        |
| Ceiling as per the Act                                                                                                                                              |                |                    |                       | 126          |

### B. Remuneration of Independent Director and Non Executive Director.

₹(in INR) Lakhs

| Remuneration of Independent Director and Non Executive Director |                                         |                                 |                                          |                                  |                                   |                                 |                                  |
|-----------------------------------------------------------------|-----------------------------------------|---------------------------------|------------------------------------------|----------------------------------|-----------------------------------|---------------------------------|----------------------------------|
| #                                                               | Particulars                             | Name of the Directors           |                                          |                                  |                                   |                                 |                                  |
| 1                                                               | Independent Directors                   | Mr.K.Koteswara Rao<br>Full Year | Ms.C.Kamakshi Bharati<br>Upto 13.02.2021 | Mr. V.S. Roop Kumar<br>Full Year | Mr.B.Srinivasa Reddy<br>Full Year | Mr.Suraj Bharadwaj<br>Full Year | Ms. G.Ponnari<br>From 13.02.2021 |
|                                                                 | (a) Sitting Fee-board meetings          | -                               | 0.03                                     | 0.03                             | 0.03                              | 0.05                            | -                                |
|                                                                 | (b) Commission                          | -                               | -                                        | -                                | -                                 | -                               | -                                |
|                                                                 | (c) Committee Meetings                  | -                               | 0.03                                     | 0.05                             | 0.05                              | 0.08                            | -                                |
|                                                                 | Total (1)                               | -                               | 0.05                                     | 0.08                             | 0.08                              | 0.13                            | -                                |
|                                                                 | <b>2. Other Non Executive Directors</b> |                                 |                                          |                                  |                                   |                                 |                                  |
|                                                                 | (a) Sitting Fee-board meetings          | -                               | -                                        | -                                | -                                 | -                               | -                                |
|                                                                 | (b) Commission                          | -                               | -                                        | -                                | -                                 | -                               | -                                |
|                                                                 | (c) Others, please specify              | -                               | -                                        | -                                | -                                 | -                               | -                                |
|                                                                 | <b>Total (2)</b>                        | -                               | -                                        | -                                | -                                 | -                               | -                                |
|                                                                 | <b>Total (B)=(1+2)</b>                  | -                               | <b>0.05</b>                              | <b>0.08</b>                      | <b>0.08</b>                       | <b>0.13</b>                     | -                                |
|                                                                 | <b>Total Sitting Fees</b>               | -                               | <b>0.05</b>                              | <b>0.08</b>                      | <b>0.08</b>                       | <b>0.13</b>                     | -                                |
|                                                                 | Overall Ceiling as per the Act.         |                                 |                                          |                                  |                                   |                                 | 12.00                            |



### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD.

₹(in INR) Lakhs

| Remuneration to Key Managerial Personnel other than MD/Manager/WTD.                |                   |              |
|------------------------------------------------------------------------------------|-------------------|--------------|
| Particulars                                                                        | Company Secretary | Total Amount |
| 1. Gross Salary                                                                    |                   |              |
| (a) Salary as per Provisions contained in Section 17(1) of the Income Tax Act 1961 | 3.60              | 3.60         |
| (b) Value of Perquisites u/s 17 (2) of the Income Tax Act 1961                     | -                 | -            |
| (c) Profits in Lieu of Salary u/s 17(30) of the Income tax Act 1961                | -                 | -            |
| 2. Stock Options                                                                   | -                 | -            |
| 3. Sweat Equity                                                                    | -                 | -            |
| 4. Commission                                                                      | -                 | -            |
| (a) as percentage of Profits                                                       | -                 | -            |
| (b) Others                                                                         | -                 | -            |
| 5. Others                                                                          | -                 | -            |
| Total                                                                              | 3.60              | 3.60         |

### VII. Penalties / Punishment / Compounding of offences

| Type                                | Section of Companies | Brief Description | Details of Penalty/Punishment Compounding fees imposed | Authority (RD/NCLT/ Court) | Appeals made if any (give details) |
|-------------------------------------|----------------------|-------------------|--------------------------------------------------------|----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                      |                   |                                                        |                            |                                    |
| Penalty                             | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| Punishment                          | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| Compounding                         | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| <b>B. DIRECTORS</b>                 |                      |                   |                                                        |                            |                                    |
| Penalty                             | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| Punishment                          | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| Compounding                         | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                      |                   |                                                        |                            |                                    |
| Penalty                             | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| Punishment                          | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |
| Compounding                         | NIL                  | NIL               | NIL                                                    | NIL                        | NIL                                |



## Annexure – IV

### FORM NO- MR-3

#### Secretarial Audit Report

#### For The Financial Year Ended 31st March, 2021

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

To,

The Members

**M/s.ORCHASP LIMITED**

**(Formerly known as M/s. CYBERMATE INFOTEK LIMITED)**

**Hyderabad, Telangana State.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. ORCHASP LIMITED (CIN : L72200TG1994PLC017485)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has,

during the audit period ended on **31st March, 2021** ('Audit Period') 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. ORCHASP LIMITED** for the period ended on **31st March, 2021** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 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') to the extent applicable to the Company;
  - 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 and The Securities and Exchange Board



of India (Prohibition of Insider Trading) Regulations 2015 (Applicable w.e.f 15th May, 2015);

- 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 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 **(Not Applicable during the audit period);**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable 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 during the audit period);**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 **(Not Applicable during the audit period);**

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.

- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

#### **If 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 following are the changes in the composition of the Board of Directors during the year under review.

#### **Appointments/Resignations**

| Name of Director | Change                              | Date of Change     |
|------------------|-------------------------------------|--------------------|
| Ms. C. Kamakshi  | Resignation as Independent Director | 13th February 2021 |
| Ms. G. Ponnari   | Appointment as Additional Director  | 13th February 2021 |

#### **Change in Designation**

| Name of the Director | Present Designation    | New Designation          | Board Meeting | Special Resolution at AGM |
|----------------------|------------------------|--------------------------|---------------|---------------------------|
| Mr.P.C.Pantulu       | Managing Director, CEO | Chairman, Director & CEO | 05-03-2021    | 30-03-2021                |
| Mr.P.Chandra Sekhar  | Director & CFO         | Managing Director & CFO  | 05-03-2021    | 30-03-2021                |
| Ms.G.Ponnari         | Additional Director    | Independent Director     | 05-03-2021    | 30-03-2021                |

#### **Re-appointments**

| Name of the Director  | Designation          | Board Meeting | AGM        |
|-----------------------|----------------------|---------------|------------|
| Mr. K. S. Shiva Kumar | Director & COO       | 05-03-2021    | 30-03-2021 |
| Mr. V. S. Roop Kumar  | Independent Director | 05-03-2021    | 30-03-2021 |
| Mr.B.Srinivasa Reddy  | Independent Director | 05-03-2021    | 30-03-2021 |



Further, the following penalties were levied on the company by the BSE for delays in submission of compliance reports

| Period                | Remarks                      | Regulation | Report                                     | INR-Lakhs |
|-----------------------|------------------------------|------------|--------------------------------------------|-----------|
| During CIRP Process   | Penalty for late Submissions | 13(3)      | Investor Grievances Report                 | 30.69     |
|                       |                              | 17(1)      | Composition of Board                       |           |
|                       |                              | 18(1)      | Audit Committee                            |           |
|                       |                              | 19(1)      | Nomination & Remuneration Committee        |           |
|                       |                              | 20(1)      | Stakeholders Relationship Committee        |           |
|                       |                              | 27(2)      | Corporate Governance Report                |           |
|                       |                              | 31<br>33   | Share Holding Pattern<br>Financial Results |           |
| Prior to CIRP Process | Penalty for late Submissions | 13(3)      | Investor Complaints Report                 | 15.48     |
|                       |                              | 27(2)      | Corporate Governance Report                |           |
|                       |                              | 31         | Share Holding Pattern                      |           |
|                       |                              | 34         | Annual Report                              |           |

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven(7) days notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** as far as possible, 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.

**Y. KOTESWARARAO**

**ACS No. 3785**

**C.P. No.: 7427**

**UDIN Number A003785C000533039**

Place: Hyderabad

Date: 28-06-2021

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



## ANNEXURE - A

To,

**The Members**

**M/s.ORCHASP LIMITED**

(Formerly known as M/s. CYBERMATE INFOTEK LIMITED)

Hyderabad, Telangana State.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
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.

Place : Hyderabad

Date : 28-06-2021

**Y. KOTESWARARAO**

**ACS No. 3785**

**C.P. No.: 7427**

**UDIN Number A003785C000533039**



## Annexure – V

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

#### A. Conservation of Energy

The rising energy cost has laid great emphasis on conservation of energy. The Company has taken various measures, including regular monitoring of consumption, reduction of losses and improved maintenance to increase the efficiency and reduce power costs. The company uses only LED fixtures so as to reduce the power consumption. The details of energy consumption is as follows

| Energy Consumed |                               |          |          |
|-----------------|-------------------------------|----------|----------|
|                 |                               | 2020-21  | 2019-20  |
| a)              | Purchased                     |          |          |
|                 | Units KWH                     | 18,686   | 34,846   |
|                 | Total Amount (INR)            | 3,91,029 | 4,02,748 |
|                 | Rate per Unit (INR)           | 20.93    | 11.56    |
| b)              | Own Generation                |          |          |
|                 | Through Diesel Generation     |          |          |
|                 | Units (Litres) -              | 136.52   |          |
|                 | Units per litre of diesel oil | -        | 3.00     |
|                 | Total Costs (INR) -           | 10,000   |          |
|                 | Costs per Units(INR)          | -        | 73.25    |

#### B. Research and Development (R & D)

Research and Development of new products features for existing products are explored continuously during the course of software design and development that enhances productivity to users.

Your company is continuously strengthening its research exposure in application and system development areas. Your company has set up practice units for web-related technologies to build technology platforms and mobile apps.

However, these activities are not in the nature as

defined under the Indian Accounting Standard 38 on Intangible Assets.

#### C. Technology absorption, adaptation and Innovation

The Company is pleased to report that the company has been able to adapt to emerging technology areas like digitization and IoT.

1. On Digitization the company has been working with partners for enhancing the experience in existing health care platform and logistics platform.
2. In the IoT space, the company has partnered on automobile and home segment technology providers and is contemplating investments for break through in innovative technology areas.
3. The Company is also working with partners on defence and aerospace applications.
4. The company is working with partners in Cybersecurity applications and SOC services



## Annexure – VI

### Corporate Governance Report

#### The Company's Corporate Governance Philosophy

Corporate Governance is more a way of Business life than a mere legal compulsion. Your Company believes that, though the prime focus of any business entity is on the core objective of earning profits, the same should be aligned with the expectations of stakeholders. In this direction, the Board of Directors of your Company is committed to adopt good corporate governance practice as a part of the corporate culture, a way of its corporate life and a kind of self-disciplinary code. And it is so designed to serve the ultimate goal of making the Company a value driven Organization. Effective corporate governance practices coupled with strong leadership have been the company's plus point.

Your company strictly adheres to the requirements of Listing Obligations and Disclosure Requirement, Regulations 2015 amended from time to time.

The corporate governance guidelines help fulfil the responsibility of the board towards the shareholders, the regulators to ensure that the board is empowered sufficiently to set up procedures to function and also evaluate the performance of the management.

The following is the Corporate Governance Report in accordance with the SEBI (LODR) regulations.

#### 1. Board of Directors:

##### A. Size and Composition of Board:

At Orchasp Limited, the Board's characterized with

Independence, objectivity professionalism, transparency in decision making and accountability.

The composition of the board is in accordance with the per statutory requirements, i.e an optimum mix of Executive, Non- Executive and Independent Directors which includes a woman director.

As on 31st March 2021, the Board comprises 8 Directors among whom **Three** are promoters and hold Executive directorship, **One** is a promoter and non-executive director and **Four** others are Independent directors, one of whom is a Woman Director as required under the Companies Act, 2013. The necessary disclosures regarding Committee positions have been made by all the Directors.

Ms. C. Kamakshi Bharathi (DIN : 07144611) resigned from the board with effect from 13th February 2021 due to conflict interest arising out of proposed employment.

Ms. G. Ponnari Was appointed as an additional director with effect from 13th February 2021.

Mr. P. C. Pantulu and Mr. P. Chandra Sekhar are related to each other. No other directors are related to the other.

#### B. Board Meetings:

The Board of Directors of the company met four (4) times during the financial year 2020-21 at the company's corporate office on 08-09-2020, 26-12-2020, 13-02-2021, 05-03-2021, and

The company was under corporate insolvency resolution process for the period 21st May 2020 to 04th January 2021.



Composition of the Board and other Directorship/Membership of the committees held as on 31st March 2021 along with Attendance of Board Meeting/AGM during the year are given below:

| Attendance Record 2020-21 |                          |                          |                                                                                                                                                                                                                                                                                                                                           |                                                                                           |                                                                                           |
|---------------------------|--------------------------|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| #                         | Name of the directors    | Category                 | Meetings Attended                                                                                                                                                                                                                                                                                                                         | % of Attendance at Board Meetings                                                         | Attendance Last AGM 30.03.2021                                                            |
| 1                         | Mr. P.C. Pantulu         | Promoter & Executive     | 2                                                                                                                                                                       | 50%    |  Yes   |
| 2                         | Mr. K.S. Shiva Kumar     | Promoter & Executive     | 4     | 100%   |  Yes   |
| 3                         | Mr. P. Chandra Sekhar    | Promoter & Executive     | 4     | 100%   |  Yes   |
| 4                         | Mr. K. Koteswara Rao     | Promoter & Non Executive | -                                                                                                                                                                                                                                                                                                                                         | -                                                                                         |  No    |
| 5                         | Ms. C. Kamakshi Bharathi | Independent              | 1                                                                                                                                                                                                                                                       | 33%   |  Yes  |
| 6                         | Mr. V.S. Roop Kumar      | Independent              | 1                                                                                                                                                                                                                                                      | 25%  |  Yes |
| 7                         | Mr. B. Srinivasa Reddy   | Independent              | 1                                                                                                                                                                                                                                                      | 25%  |  Yes |
| 8                         | Mr. Suraj Bharadwaj      | Independent              | 2                                                                                                                                                                   | 50%  |  Yes |
| 9                         | Ms. G. Ponnari           | Independent              | -                                                                                                                                                                                                                                                                                                                                         | -                                                                                         |  Yes |

### C. Policy for the Formal Evaluation of the Board:

#### Objective:

The Object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

#### Criteria for Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and also the other directors on the Board.

- Attendance and contribution at Board and Committee meetings.

- His/her stature, appropriate mix of expertise, skills, experience, and understanding of business, strategic direction to align company's value and standards.
- His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance. (this criteria is adopted based on the basic qualification and other acquired skills of the individual)
- Effective decisions making ability to respond



same to encourage more transparency.

- Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company so as to achieve organizational successes.
- Quality of decision making in the various business processes, understanding financial statements and business performance.
- His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- His/her contribution to enhance overall brand image of the Company.

#### **Evaluation of the performance:**

The Committee shall evaluate the performance of each Board of Directors of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company and also based on the above mentioned criteria. Based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criteria and also based on Board member feedback.

#### **Effectiveness of the board:**

Based on the ratings given by the Nomination & Remuneration Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company.



#### 4. Board of Directors and Key Managerial Personnel



## Executive Director

**Mr. P.C. Pantulu**  
Chairman, CEO, Director - DIN : 01583136

|                                                |                                                   |
|------------------------------------------------|---------------------------------------------------|
| Appointment Date                               | 05-05-1994                                        |
| No of Shares held                              | 1,68,15,820                                       |
| Board Memberships in Indian Listed Companies   | NIL                                               |
| Board Memberships in Indian Unlisted Companies | CIL Infoserve Limited<br>Bilwa Infrastructure Ltd |
| Committee Details                              | Chairman - NIL<br>Member - NIL                    |

Areas of Expertise

  
Financial Management

  
Senior Management

  
Risk Management

  
Corporate Strategy

  
Corporate Governance

  
Taxation

  
Mergers & Acquisitions

  
International Business



## Executive Director

**Mr. K S Siva Kumar**  
COO, Director - DIN : 02103299

|                                                |                                |
|------------------------------------------------|--------------------------------|
| Appointment Date                               | 05-05-1994                     |
| No of Shares held                              | 8,93,010                       |
| Board Memberships in Indian Listed Companies   | NIL                            |
| Board Memberships in Indian Unlisted Companies | CIL Infoserve Limited          |
| Committee Details                              | Chairman - NIL<br>Member - NIL |

Areas of Expertise

  
Business Operations

  
Software Development & Training

  
Orations Strategy

  
Software Delivery Management



## Executive Director

### Mr. P Chandra Sekhar

Managing Director, CFO - DIN : 01647212

|                                                |                                                                                                                                                  |
|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Appointment Date                               | 30-06-2006                                                                                                                                       |
| No of Shares held                              | 3,03,100                                                                                                                                         |
| Board Memberships in Indian Listed Companies   | NIL                                                                                                                                              |
| Board Memberships in Indian Unlisted Companies | CIL Infoserve Limited.<br>Bilwa Infrastructure Ltd.<br>Orchasp Consulting Pvt. Ltd.<br>Orchasp Securities Pvt. Ltd.<br>Response Informatics Ltd. |
| Committee Details                              | Chairman - NIL<br>Member - Corporate Social Responsibility Committee                                                                             |

### Areas of Expertise



## Non-Executive & Non-Independent Director

### Mr. K. Koteswara Rao

Non Executive Director - DIN : 06401491

|                                                |                                                            |
|------------------------------------------------|------------------------------------------------------------|
| Appointment Date                               | 30-09-1996                                                 |
| No of Shares held                              | 1,78,200                                                   |
| Board Memberships in Indian Listed Companies   | NIL                                                        |
| Board Memberships in Indian Unlisted Companies | NIL                                                        |
| Committee Details                              | Chairman - NIL<br>Member - Stakeholder Relations Committee |

### Areas of Expertise





## Independent Director

### Mr. V. S. Roop Kumar

Independent Director DIN : 05317482

#### Areas of Expertise

|                                                |                                                                                     |
|------------------------------------------------|-------------------------------------------------------------------------------------|
| Appointment Date                               | 07-03-2016                                                                          |
| No of Shares held                              | NIL                                                                                 |
| Board Memberships in Indian Listed Companies   | NIL                                                                                 |
| Board Memberships in Indian Unlisted Companies | La Hospin Hotels and Resorts (P) Ltd<br>Guindy Engineering Solutions India (P) Ltd. |
| Committee Details                              | Chairman - Audit Committee<br>Member - Nomination and remuneration Committee        |



## Independent Director

### Mr. Suraj Bharadwaj

Independent Director DIN : 08351558

#### Areas of Expertise

|                                                |                                                                                                                                 |
|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| Appointment Date                               | 31.01.2019                                                                                                                      |
| No of Shares held                              | NIL                                                                                                                             |
| Board Memberships in Indian Listed Companies   | NIL                                                                                                                             |
| Board Memberships in Indian Unlisted Companies | NIL                                                                                                                             |
| Committee Details                              | Chairman - Corporate Social Responsibility Committee<br>Member - Audit Committee<br>Member - Stakeholder Relationship Committee |





## Independent Director

### Mr. Gottipati Ponnari

Independent Director DIN : 09075036

#### Areas of Expertise

|                                                |                                                                                                                       |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| Appointment Date                               | 05-02-2021                                                                                                            |
| No of Shares held                              | NIL                                                                                                                   |
| Board Memberships in Indian Listed Companies   | NIL                                                                                                                   |
| Board Memberships in Indian Unlisted Companies | NIL                                                                                                                   |
| Committee Details                              | Chairman - Nomination & Remuneration Comm.<br>Member - Audit Committee<br>- Corporate Social Responsibility Committee |



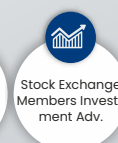
## Independent Director

### Mr. B. Srinivasa Reddy

Independent Director - DIN : 01384074

#### Areas of Expertise

|                                                |                                                                                                |
|------------------------------------------------|------------------------------------------------------------------------------------------------|
| Appointment Date                               | 07-03-2016                                                                                     |
| No of Shares held                              | NIL                                                                                            |
| Board Memberships in Indian Listed Companies   | NIL                                                                                            |
| Board Memberships in Indian Unlisted Companies | Wealth Aggregator Financial Services (P) Ltd.<br>Sri Sesha Ramana Consulting Services (P) Ltd. |
| Committee Details                              | Chairman - Stakeholders Relationship Committee<br>Member - Nomination & Remuneration Committee |





### Independence of Directors

The Board has received statement of disclosures from all the Independent Directors highlighting the fulfilment of all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. Every such statement submitted by the independent directors has been taken note of by the board.

### Appointments, Re-appointments & Resignations

#### • Chairman

Mr. P.C. Pantulu, (DIN 01583136), Managing Director was appointed as Chairman, Director & CEO of the Company with effect from conclusion of the 26th Annual General Meeting up to conclusion of the 28th Annual General Meeting of the company for the years 2020-21 and 2021-22 in the meeting of the Board of Directors held on the 05th March 2021 and approved by the Shareholders at the 26th AGM by way of a special resolution on the 30th March 2021.

#### • Managing Director

Mr. P. Chandra Sekhar, (DIN 01647212), Director & CFO was appointed as Managing Director & CFO of the Company with effect from 30th March 2021 for a period of 5 (five) years in the meeting of the Board of Directors held on the 05th March 2021 and approved by the Shareholders at the 26th AGM by way of a special resolution on the 30th March 2021.

#### • Directors

Mr. K.S. Shiva Kumar, Director was re-appointed as Director-Operations and COO of the Company with effect from conclusion of the 26th Annual General Meeting up to conclusion of the 26th Annual General Meeting of the company for the year 2020-21 and 2021-22 in the meeting of the Board of Directors held on the 05th March 2021 and approved by the Shareholders at the 26th AGM by way of a special resolution on the 30th March 2021.

Ms. C. Kamakshi Bharathi (DIN 07144611), Independent Director, resigned from the office on 13th February 2021 due to conflict of interest arising out of prospective employment/assignment.

Ms. G. Ponnari (DIN 09075036) was appointed as an additional director in the meeting of the Board of Directors held on the 13th February 2021 and appointed as an Independent Director by the Shareholders at the 26th AGM by way of a special resolution on the 30th March 2021.

### Disclosures about receipt of any commission by MD /WTD from company or any commission/remuneration from the subsidiaries

The Managing Director, or Whole-time directors are not in receipt of any commission from the company or any remuneration or commission from the subsidiaries.

### Information placed before the Board

- Agenda papers along with detailed notes are



being circulated in advance of each meeting of the board.

- Corporate Governance Reports
- Quarterly Compliance Reports & Investor Grievance Reports.
- Directors with material pecuniary or business relationship with the company.
- Limited Review Report and Internal Audit Report.
- Quarterly Financial Results Standalone & Consolidated with Notes thereon
- Minutes of the Board Previous Board Meetings.
- Materially important Litigations, demand, show cause, penalty, prosecution notices.
- Operations Review Information i.e. contracts etc.
- Litigations pertaining to Income Tax
- Litigations pertaining to NCLT & Memorandum of Understanding with the CoC Creditor
- Other Statutory Compliances

## 2. Audit Committee

### A. Scope

Audit committee is responsible for overseeing the work of the auditors. The committee also needs to ensure that the auditor has an appropriately independent mind set from management and is truly objective. Ultimately, this will enable the audit committee to draw conclusions about the effectiveness of the audit.

The committee establishes procedures for accepting confidential, anonymous concerns relative to financial reporting and internal control matters. Often referred to as a “whistle-blower policy,” the procedures allow individuals to bring questions and issues to light without fear of retribution. It is the audit committee's

responsibility to create an environment that accommodates an open discussion in a culture of integrity, respect and transparency between management and auditors.

The audit committee is responsible for the appointment, compensation and oversight of the work of the auditor.

### B. Composition:

Audit Committee comprises 3 Directors with relevant experience in Finance and audit, as follows:

| Name of the Member     | Designation            |
|------------------------|------------------------|
| Mr.V.S.Roop Kumar      | Chairman               |
| Ms.C.Kamakshi Bharathi | Member upto 13-02-2021 |
| Mr.Suraj Bharadwaj     | Member                 |
| Ms.G.Ponnari           | Member from 05-03-2021 |

### C. Meetings:

During the financial year 2020-21, two meetings of the committee were held and attendance to the audit committee meetings is as follows.

| Audit Committee          |                                |    |             |
|--------------------------|--------------------------------|----|-------------|
| Name of the Director     | No of meetings held & attended |    | % of Atten. |
|                          | 1                              | 2  |             |
| Mr. V. S. Roop Kumar     | A                              | P  | 50          |
| Mr. C. Kamakshi Bharathi | P                              | NA | 50          |
| Mr. Suraj Bharadwaj      | p                              | p  | 100         |
| Ms. G. Ponnari           | NA                             | A  | -           |

### D. Recommendations of Audit Committee

The Audit committee has reviewed the Unaudited/Audited Financial Statements submitted by the Management.

The Management is responsible for the company's internal control over financial reporting and the financial reporting process.

The independent auditors are responsible for performing an independent audit of the company's financial statements in accordance with Generally Accepted Auditing Principles and



issuing a report thereon. The committee's responsibility is to monitor these processes.

Upon review of the financial reporting of the company the committee made recommendations with regard to disclosure of the following aspects

- (a) Disclosure on IBC Proceedings
- (b) Related Party Transactions
- (c) Memorandum of Understanding with Creditor/CoC.

Further the committee has recommended the following to the board

- (a) The Standalone Audited Financial statements for the year ended 31st March 2021
- (b) The Consolidated Audited Financial statements for the year ended 31st March 2021
- (c) Appointment of M/s P C N & Associates, Chartered Accountants as statutory auditors of the company to audit standalone and consolidated financial statements of the company from the conclusion of the ensuing 26th AGM for a period of five (5) years.

#### **Nomination and Remuneration Committee:**

##### **A. Composition:**

The nomination and remuneration committee comprises three members as follows

| Nomination and Remuneration Committee |                             |
|---------------------------------------|-----------------------------|
| Name of the Member                    | Designation                 |
| Ms. C.Kamakshi Bharathi               | Chairperson upto 13-02-2021 |
| Mr. B. Srinivasa Reddy                | Member                      |
| Mr. V.S. Roop Kumar                   | Member                      |
| Ms. G. Ponnari                        | Chairperson from 05-03-2021 |

##### **Meetings:**

During the financial year under review, two meetings of the committee were held and

attendance to the nomination and remuneration committee meetings is as follows.

| Nomination and Remuneration Committee |                                |    |             |
|---------------------------------------|--------------------------------|----|-------------|
| Name of the Director                  | No of meetings held & attended |    | % of Atten. |
|                                       | 1                              | 2  |             |
| Mr. C. Kamakshi Bharathi              | NA                             | NA | -           |
| Mr. B.Srinivasa Reddy                 | NA                             | P  | 50          |
| Mr. V. S. Roop Kumar                  | NA                             | P  | 50          |

The Nomination and remuneration committee screens the profiles of individuals to be nominated on the board as executive directors, non executive directors and independent directors.

The committee also recommends to the board the members to retire by rotation, The Committee also reviews and recommends the compensation of CEO, COO, CFO, senior executives etc.

The nomination committee recommended the appointment of Mr. P.C. Pantulu as the Chairman, Director and CEO for a further period i.e from the conclusion of the 26th AGM until the conclusion of the 28th AGM and the same was approved as a Special Resolution at the 26th AGM.

The nomination committee recommended the appointment of Mr. P. Chandra Sekhar as the Managing Director and CFO for a period of 5 (five) Years with effect from 30th March 2021.

The nomination committee recommended the re-appointment of Mr. K.S. Shiva Kumar, the Director Operations and COO for a further period i.e from the conclusion of the 26th AGM until the conclusion of the 28th AGM and the same was approved as a Special Resolution at the 26th AGM

The Company does not have any Employee Stock Option Scheme.

##### **Managerial Remuneration**

The nomination and remuneration committee



has reviewed the provisions of Schedule V, Part II, Section II to the Companies Act 2013 on the Remuneration payable by companies having no profits or inadequate profit.

The Committee has revised the remuneration payable to the managerial personnel within the limits prescribed there under.

### 3. Stakeholders Relationship Committee:

The Stakeholder's relationship committee reviews and redresses shareholders grievances. The Committee meets at regular intervals in order to facilitate prompt and effective redressal of shareholders complaints to effect transfers, transmissions and give approval for issue of duplicate share certificates/name deletions etc. The company in coordination with the registrar and transfer agents takes all necessary steps for prompt resolution of all shareholder complaints and committee periodically reviews the report of the same.

#### A. Composition:

The Stakeholders Relationship committee comprises three independent directors as follows:

| Stakeholders Relationship Committee |             |
|-------------------------------------|-------------|
| Name of the Member                  | Designation |
| Mr. B. Srinivasa Reddy              | Chairman    |
| Mr. K.Koteswara Roa                 | Member      |
| Ms. Suraj Bharadwaj                 | Member      |

#### B. Meetings:

During the financial year 2020-21, the committee has met on two occasions and attendance of the shareholders grievances committee meetings is as follows:

| Stakeholders Relationship Committee |                                |   |             |
|-------------------------------------|--------------------------------|---|-------------|
| Name of the Director                | No of meetings held & attended |   | % of Atten. |
|                                     | 1                              | 2 |             |
| Mr. B.Srinivasa Reddy               | NA                             | P | 100         |
| Mr. K.Koteswara Roa                 | NA                             | A | -           |
| Mr. Suraj Bharadwaj                 | NA                             | P | 100         |

The Stakeholders relationship committee noted that the no of shares held in physical form as at 31st March 2021 was 5,63,509 shares i.e 0.57 % of the total shares.

The committee has also noted that 6,011 shareholders have not registered their e-mail ids with the Depositories.

The committee has also reviewed the communication and publication of quarterly results etc periodically.

#### C. Summary of Grievances:

The company did not receive any valid complaints from shareholders/Investors during the period 1st April 2020 to 31st March 2021.

As on March 31, 2021, there were no pending share transfers.

#### 6. Meeting of Independent Directors:

During the year under review, the independent directors met on 05th March 2021, to discuss matters as follows:

- (a) Settlement with the Creditor/CoC
- (b) Compliances with the regulators, penalties, consequences there of.
- (c) Other Legal issues.

They have taken note of the revisions to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

#### Code of Conduct:

The Board of Directors of the company has laid down a code of conduct for all its members and senior management personnel of the company. This code of conduct is uploaded on company's website. The directors and senior management have affirmed their compliance with the code of conduct for the financial year 2020-21 results etc periodically.



### C. Summary of Grievances:

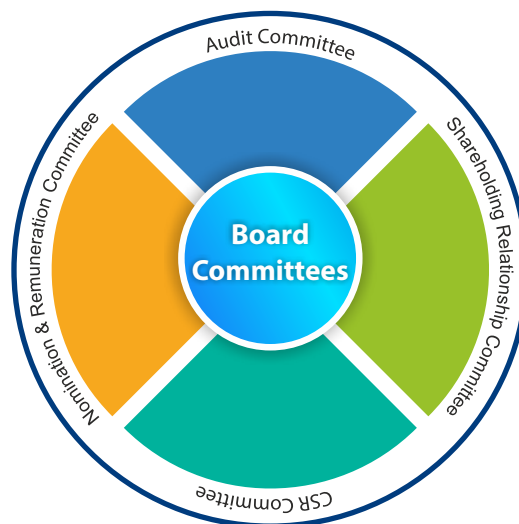
The company did not receive any valid complaints from shareholders/Investors during the period 1st April 2020 to 31st March 2021.

As on March 31, 2021, there were no pending share transfers.

### 6. Meeting of Independent Directors:

During the year under review, the independent directors met on 05th March 2021, to discuss matters as follows

- (a) Settlement with the Creditor/CoC
- (b) Compliances with the regulators, penalties, consequences thereof.



### 7. Details of previous Annual General Meetings and special resolutions passed at such Annual General Meetings:

| Year                | 2017-18                                                                                           | 2018-19                                                                      | 2019-20                                                                            |
|---------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| Meeting             | 24th AGM                                                                                          | 25th AGM                                                                     | 26th AGM                                                                           |
| Date                | 24-09-2018                                                                                        | 16-09-2019                                                                   | 30-03-2021                                                                         |
| Time                | 10.00 A.M                                                                                         | 10.30 A.M                                                                    | 10.30 AM                                                                           |
| Special Resolutions | (a) Re-appoint<br>Mr. P.C. Pantulu as Managing<br>Director & CEO                                  | (a) Re-appoint<br>Mr. P.C. Pantulu as Managing<br>Director & CEO             | (a) Appoint<br>Mr. P.C. Pantulu as Chairman,<br>Director & CEO                     |
|                     | (b) Re-appoint<br>Mr. K.S. Shiva Kumar<br>Director Operations & COO                               | (b) Re-appoint<br>Mr. K.S. Shiva Kumar<br>Director Operations & COO          | (b) Re-appoint<br>Mr. K.S. Shiva Kumar<br>Director Operations & COO                |
|                     | (c ) Appoint<br>Mr. K. Koteswara Rao<br>as Non Executive, Non<br>Independent Director for 3 years | (c ) Increase<br>remuneration<br>of Mr. P. Chandra Sekhar<br>Director & CFO  | (c ) Appoint<br>Mr. P. Chandra Sekhar<br>as managing Director<br>& CFO for 5 years |
|                     | (d) Re-appoint<br>Ms. C. Kamakshi Bharathi<br>as Independent Director<br>for 3 years              | (d) Appoint<br>Mr. Suraj Bharadwaj<br>as Independent Director<br>for 5 years | (d) Re-appoint<br>Mr B. Srinivasa Reddy<br>as Independent Director<br>for 5 years  |
|                     | (e ) Consider Fund<br>Raising by ADR/GDR/FCCB                                                     |                                                                              | (d) Re-appoint<br>Mr V. S. Roop Kumar as<br>Independent Director<br>for 5 years    |
|                     |                                                                                                   |                                                                              | (d) Appoint Ms. G. Ponnari<br>as Independent Director for 5<br>years               |
| Location            | Moksh Banquets, 221, Tivoli Road,<br>Secunderabad.500003                                          | Moksh Banquets, 221, Tivoli Rd,<br>Secunderabad.500003                       | Video Conference/Other<br>Audio Visual Means                                       |



## 8. Disclosures:

### A. Related Party Transactions:

- a) There were no materially significant related party transactions i.e. transactions of a material nature, with its promoters, directors or the management, their subsidiaries or relatives etc. during the period under review, that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note 32s forming part of the Accounts in this Annual Report.
- b) Pursuant to the disclosures received from the Senior Management Personnel of the company to the Board, there were no material, financial and commercial transaction, which could have potential conflict with the interest of the company at large.

### B. Statutory Compliance, Penalties and Strictures:

The following penalties were imposed on the company by BSE Limited during the current year 2020-21

| Sr. No | Action taken by                               | Details of violation                                                                         | Details of action taken<br>E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any.                                                                                                                               |
|--------|-----------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | BSE on July 09, 2021 pertaining to FY 2020-21 | Delay in filing of Compliances under clauses 13(3),17(1), 18(1), 19(1),20(1),27(2), 31,33,34 | Fine Levied on the Company                                             | The Company filed the report subsequently and has sought waiver as the non-compliances were on account of the non-filing of quarterly reports by the Resolution Professional during CIRP Period. |

### C. Disclosure relating to Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee:

In terms of requirements of Clause 4 of the SEBI (LODR) Regulations 2015, the Chairman & CEO and Managing Director & CFO have made a certification to the board of Directors in the prescribed format, which has been reviewed by the Audit Committee and taken on record by the Board.

### D. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations 2015.

The Company has also adopted Indian Accounting Standards in reporting of quarterly unaudited financial results during each quarter and has also prepared the financial statements for the period ended 31st March 2021 in compliance with the Ind AS.

The Company has also taken note of the amendments to the SEBI(LODR) as amended from time to time.

Compliance with Non-Mandatory requirements;

- (i) The code of Business conduct adopted by the Company provides a mechanism for employees to report to the Management about unethical behaviour, actual or suspected fraud or violation of the Code, Copies of the Code are provided to each employee and also available on the Company's intranet site.
- (ii) The Management has clarified on the emphasis of matters in the audit report on the Company's financial statement for the



twelve-month period ended on March 31, 2021 in the directors' report and the notes to accounts on

(a) Non Compliances during the CIRP Proceedings

(b) Comments in the CARO Report pertaining to statutory dues.

(iii) There are no adverse comments or observations of the secretarial auditor.

## 9. Means of Communication.

- The Quarterly, half yearly and annual results have been approved by the Board and were intimated to the Stock Exchanges and were published in national newspaper Business Standard and vernacular newspaper Nava Telangana.
- The company's website is periodically updated to include information on new developments and business opportunities of the company.
- The investors can contact on the email id: secretarial@orchasp.com.
- Management Discussion and Analysis Report forms part of Annual Report.
- The company has as per initiatives taken by the ministry of corporate affairs, invited the members to register their email addresses with the company so that all communications/documents including the notice calling the annual general meeting and other general meeting of the members along with the explanatory statement thereto, balance sheets, directors report, auditors report etc can be sent to them in electronic mode.

## 10. General Shareholder Information:

### a. Annual General Meeting:

|       |   |                                      |
|-------|---|--------------------------------------|
| Date  | : | 24th September 2021                  |
| Time  | : | 10.30 a.m.                           |
| Venue | : | Video Conference /Audio Visual Means |

b. Financial Calender : 1st April to 31st March

c. Date of Book Closure/Record Date : 18-09-2021 to 24-09-2021 & 17-09-2021

d. Listing on Stock Exchanges : BSE Limited  
25th Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai-400 001.

e. Stock Code : 532271

f. Corporate Identity Number(CIN) : L72200TG1994PLC017485

g. Registrar and Share transfer Agent: Aarthi Consultants (P) Ltd  
1-2-285, Domalguda, Hyderabad.  
Ph: 04027634445/8111/27642217  
Fax No.: 040-27632184  
Email: Info@aarthiconsultants.com  
url: www.aarthiconsultants.com

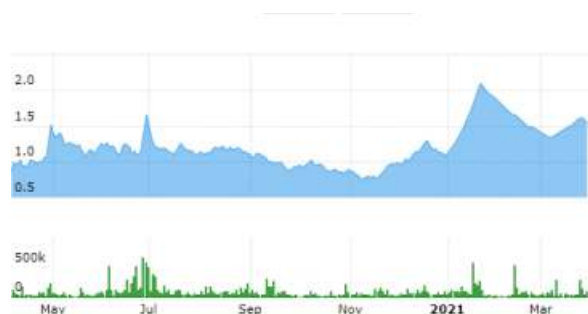


#### h. Market Price Data:

High, Low and number of equity shares traded during each month in the year 2020-21 on BSE.

| Month  | High Price | Low Price | No. of Shares |
|--------|------------|-----------|---------------|
| Apr-20 | 1.53       | 0.77      | 1,130,636     |
| May-20 | 1.56       | 1.06      | 731,382       |
| Jun-20 | 1.66       | 1.01      | 4,358,116     |
| Jul-20 | 1.82       | 1.07      | 2,654,884     |
| Aug-20 | 1.30       | 1.08      | 1,948,570     |
| Sep-20 | 1.18       | 0.82      | 1,772,520     |
| Oct-20 | 1.03       | 0.79      | 880,616       |
| Nov-20 | 1.00       | 0.74      | 1,059,564     |
| Dec-20 | 1.33       | 0.92      | 1,425,680     |
| Jan-21 | 2.14       | 1.08      | 2,377,923     |
| Feb-21 | 1.89       | 1.43      | 1,269,211     |
| Mar-21 | 1.64       | 1.32      | 1,524,650     |

i. Performance of the share price of the company on the BSE.



#### j. Share transfer system:

Shares held in Physical form i.e share certificates are received at the Registered office of the Company as well as directly at Registrar's Office. All are registered within 15 days from the date of receipt, if the documents submitted are found in order in all respects. The Stakeholders Relationship Committee authorized for approval of share transfers meets at regular intervals as required and the certificates duly endorsed for transfer are returned to shareholders within stipulated time of 30 days.



## k. Shareholding as on 31st March 2021

### i. Distribution Schedule at 31st March 2021

| # | Category       | Holders | Holders % | Shares      | Amount       | Amount % |
|---|----------------|---------|-----------|-------------|--------------|----------|
| 1 | 1 - 5000       | 19,227  | 85.01     | 1,03,26,890 | 2,06,53,780  | 10.44    |
| 2 | 5001 - 10000   | 1,585   | 7.01      | 62,87,345   | 1,25,74,690  | 6.35     |
| 3 | 10001 - 20000  | 860     | 3.80      | 66,81,433   | 1,33,62,866  | 6.75     |
| 4 | 20001 - 30000  | 296     | 1.31      | 37,69,609   | 75,39,218    | 3.81     |
| 5 | 30001 - 40000  | 167     | 0.74      | 30,24,476   | 60,48,952    | 3.06     |
| 6 | 40001 - 50000  | 101     | 0.45      | 23,14,929   | 46,29,858    | 2.34     |
| 7 | 50001 - 100000 | 211     | 0.93      | 76,79,989   | 1,53,59,978  | 7.76     |
| 8 | 100001 & Above | 171     | 0.76      | 5,88,73,570 | 11,77,47,140 | 59.49    |
|   | Total:         | 22,618  | 100       | 9,89,58,241 | 19,79,16,482 | 100      |

Total Nominal Value Rs.19,79,16,482/- Nominal

Value of each Share : Rs. 2/-

Total No. of Shares/Units 98958241, Paid up Value of each Share : Rs. 2/-

Distinctive No(s) from 01 to 98958241

### ii.. Dematerialization of shares and liquidity:

| Particulars                         | No of Shares | % of total Capital issued |
|-------------------------------------|--------------|---------------------------|
| Held in dematerialized form in CDSL | 3,99,44,013  | 40.36                     |
| Held in dematerialized form in NSDL | 5,84,50,719  | 59.07                     |
| Physical Form                       | 5,63,509.00  | 0.57                      |
| Total                               | 9,89,58,241  | 100                       |

## ii. Shareholding Pattern

| Share holding Pattern as at 31-03-2021 |              |            |
|----------------------------------------|--------------|------------|
| Category                               | No of Shares | Percentage |
| Promoters                              | 1,88,53,502  | 19.05      |
| Financial Institutions & Bank          | 200          | 0.00       |
| FLLs/FCB                               | -            | -          |
| Bodies Corporate                       | 11,83,292    | 1.20       |
| NRIs                                   | 19,21,068    | 1.94       |
| Overseas Corporate Bodies              | 1,39,68,179  | 14.12      |
| Trusts                                 | 1,900        | 0.00       |
| Clearing Members                       | 1,54,152     | 0.16       |
| Resident Individuals                   | 6,28,75,948  | 63.54      |
| Total                                  | 9,89,58,241  | 100        |

### Address for Communication

Shareholders can correspond at the Registered Office of the Company at Secunderabad, addressed to the Company Secretary / Compliance Officer or to the Registrars & Share Transfer Agents, whose address has been mentioned elsewhere in this Report.

### Other Shareholders related information:

### Regulation 39 read with Schedule VI of the SEBI (LODR) Regulations 2015 with respect to Unclaimed Shares

Cybermate Infotek Limited has all its shares claimed by the respective shareholders. Hence, this clause of the listing agreement does not bind the company.

### Code of Conduct

To uphold corporate philosophy, the Board of Directors of the company has laid down a code of conduct for all the board members and the senior management of the company as per the



clause provided in the listing agreement.

I hereby confirm that the directors on board of the company, the senior management officials have provided an affirmation that they have complied with the code of conduct during the financial year 2020-21.

For and on behalf of the  
Board of Orchasp Ltd.

**P.C. Pantulu**

Chairman and  
Chief Executive Officer

**P. Chandra Sekhar**

Managing Director and  
Chief Financial Officer

Place: Hyderabad

Date: 30th August 2021



## Annexure – VII

### Management Discussion and Analysis

#### I. Our Business

Orchasp Limited is a conventional IT Services firm known for its bespoke software services. Our innovative and cost-effective services ensure our customers gain competitive edge and remain on par with cutting edge technologies. Our focus remains on maintaining quality standards in our key deliverables. We ensure to deliver best-of-breed technological solutions to enable our customers to meet their software development requirements. We are a public limited company based in India, and have our registered corporate office at Hyderabad, Telangana. Our company is listed on the Bombay Stock Exchange (BSE).

Our services include, compiling and selling products for general IT use and domain specific solutions. Some of the services we provide are listed below:

- System integration services
- Network & Surveillance
- Product assembling and marketing
- Soft selling third party products
- Assembling business platforms
- Analytics
- Mobile applications
- Cloud-based solutions
- BPO
- Healthcare
- Telecom
- Engineering
- Energy and retail platforms.

We at Orchasp administer projects on web and web-related technologies. Our objective is to bring together business and technology

strategies so as to focus on reorienting and refocusing on gaining ground. We rely on our industry experience and technology expertise to effectively develop products and create next-gen solutions that meet our customers' evolving business challenges. Having faced quite a few challenges due to our conventional approach and services, we have conceptualized to the "Rebuild-Reform-Reinvent" model, and the changing technology landscape puts us in a position to seize the opportunity and initiative.

The ways businesses are run differ from country to country and from business to business. When people find new approaches to old problems, create solutions by combining cultural perspectives and learn to see issues from the viewpoint of others, businesses are enhanced. Despite the odds, the Indian economy emerged and was able to accelerate growth out of its own potential. Improved political reforms, reduced trade barriers, and enhanced workforce education, reduction in regulatory burden and business costs have contributed to this emergence.

Mobile innovation has taken over today's emerging technologies and thus remains the centre of huge digital transformation for organizations, both small and big. Digital technology business is outpacing traditional business growth rapidly and this strengthened India's consumer economy and the Indian government's initiative for digitization. We entered the business of smart enterprise through a multitude of digital technologies in order to continue to provide conventional IT products, services and solutions, Internet of Things (IoT),



Social, Mobile, Analytics and Cloud (SMAC), Digital and Platform.

### Overview of the Industry

In FY 2020, the global market for software and services is estimated to have grown to \$1.4 trillion. IT Services is estimated to have grown by 3.2% YoY, driven by strong growth in digital engagements, particularly cloud adoption.

Organizations across the globe are undergoing an unprecedented change and transformation in their businesses led by forces such as digital, increasing consumerization of IT, emergence of new platforms such as cloud services and increasing disruptions and competition from new-age companies. Technology access and usage has been largely democratized and mainstreamed. There has been a profound change in how technology is developed, delivered and consumed. Large multinational enterprises are thus reimagining multiple aspects of their business leveraging digital technologies and are engaging global IT services companies who can deliver high quality service on a global scale and at competitive price points. The market is shifting from traditional services to digital technologies, DevOps and as-a-service models. We believe that the IT Services industry has significant growth potential and the next wave of growth will come from digital technologies. According to the Strategic Review 2020 published by NASSCOM (the "NASSCOM Report"), "Digital" continues to drive growth (more than 30% of growth in FY 2020) and now contributes \$33 billion to the overall IT industry in India. Technologies such as industrial

automation, robotics, cloud, Internet of things ("IoT"), augmented reality ("AR")/virtual reality ("VR") and blockchain continue to fuel growth. In 2018, there was a 45% increase in as-a-service deals, according to the NASSCOM Report. Cloud platforms are driving growth in managed services for security and data platforms. Digital and automation has moved from point deployments to enterprise-wide adoption. Global IT service providers offer a range of end-to-end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. According to the NASSCOM Report, IT export revenues from India grew by 8.3% to an estimated \$136 billion in fiscal year 2020. The opportunities that exist for the industry are significant.

### Our Platforms

#### Internet of Things (IoT)

In the energy sector Natural gas is fast becoming a dominant source for industry as well as domestic sectors. The distribution, monitoring and regulation of natural gas with present day infrastructure and technology has multiple inefficiencies and breakdown points.

To address the deficiencies, Cybermate has developed an IOT driven smart Meter regulating Station devices for natural gas control, supply and distribution which can provide unprecedented advantages like:

- Complete control over gas supply with instantaneous remote supply cut-off
- Immediate detection of gas leakage and safety warnings with automatic supply cut-off



- Real time gas consumption data and monitoring of gas properties
- Centralized data integration with easy automatic billing
- Easy consumer side access to consumption information, historical trends and easy bill payment
- Effective data integration and protection with legacy SAP platforms for two-way data sharing
- Minimal downtime
- Easy integration.

#### **Healthcare Platform ([www.cyberlhealth.com](http://www.cyberlhealth.com))**

Electronic Health Records (EHR) is a systematic collection of health records of individuals and patients. We were touched by a true incident that made us foray into the EHR space. An elderly gentleman was admitted into a reputed hospital for treatment. After he was discharged from the hospital, due to some medical complications he had to go to the hospital's branch in another part of the city. The doctors in this branch insisted that he undergo the same tests conducted in the main hospital recently at the earlier hospital, because neither the patient carried any reports nor the hospital branch had any access to the records. This is where she comes to the rescue, in dealing with such situations.

EHR is a repository/longitudinal record which can be accessed anytime, anywhere by the customer with the following highlights:

- Diagnostic reports, prescriptions, discharge summaries and procedure summaries, medical images such as x-ray, MRI scan, CT scan and procedure videos can be stored and accessed electronically
- Entire health history of an individual including data from multiple providers is available
- Web based platform facilitates access to health records irrespective of the hospital from anywhere in the world
- Facilitates telemedicine
- Provides exclusive logins for patients, doctors and insurance companies

We have launched the pilot platform and the response has been encouraging with 10000 active users on board. Smart phone users are expected to grow to 650 million by 2020 there by increasing our scope.

#### **Healthcare Platform ([www.healsoft.in](http://www.healsoft.in))**

An all-in-one hospital management system is what CIL has versioned and built an all inclusive hospital management software system namely "Healsoft". This was to ensure smooth and hassle free hospital management. Our software seamlessly manages all areas of hospital operations. Almost every aspect of this software is customized to enable hospitals to manage all financial, clinical and operational requirements of a hospital/clinic.

- Appointment management
- Inpatient and outpatient management
- Patient records management
- Billing and Invoicing
- Inventory management
- Revenue management
- Pharmacy
- Laboratory
- Human Resources and Financial accounting etc.

HealSoft streamlines the workflow and boosts efficiency by eliminating any possibility of



human error, eases information availability through Cloud.

#### **Logistics Platform ([www.induscargo.in](http://www.induscargo.in))**

Our Logistics platform helps to make the most out of your logistics function by managing them through one technology platform. This all-encompassing platform speeds up system integration, reduces risk and improves efficiency. Logistics is an integral part of operations and we focus on optimizing logistics management with respect to road transportation.

Transport operators can be broadly categorized as below:

- Small Fleet Operators (SFOs) – owning up to five vehicles
- Medium Fleet Operators (MFOs) owning between 6 and 20 vehicles
- Large Fleet Operators (LFOs) owning typically over 20 vehicles

Road cargo is offered as Full Truck Load (FTL) and partial truck load (PTL).

LFOs have long term contracts and are geographically spread to source business. They also have the capability to operate through their own web presence whereas **SFOs and MFOs** look forward to source customers to optimize cost per trip. Domestic and business customers look out for cargo operators to optimize costs and to arrive quickly. LTL requires a wider reach and adequate infrastructure and hence CIL has a cargo platform.

This platform facilitates the SFO & MFO's interaction with SME, MSME and domestic customers to achieve their goals. In this segment of service, the customers do not hire the entire

truck and the LTL service provider aggregates consignments from various clients and sends them across to the desired destination.

#### **Marketplace for arts and crafts ([www.induscrafts.in](http://www.induscrafts.in))**

We have built an online one-stop shop for people who love rich Indian heritage handicrafts and handlooms that are unique in their tradition and make. Indycrafts is an extraordinary e-commerce platform where the unique skills are passed down several generations of artisans, so that they will be available to both the connoisseur and the novice for many years. We launched this platform in an effort to boost sales, and to benefit the artisans in more ways than one, such as capacity enhancement, skill development, marketing of their products and employment opportunities to name a few. By doing this the small entrepreneurs are encouraged and the natural corollary to such developments would be innovation.

In order to enhance our service offerings, our strategy focuses on bringing in concepts of automation, analytics, improving productivity with higher accuracy and to reduce costs to customers. We continue to leverage the advantage of open source technologies in providing innovative and cost-effective performance solutions.

#### **Risk Management**

Great achievements involve great risk! Hence, in order to succeed you have to take risks. Risk Management is an enterprise wide function backed by a qualified team of specialists with deep understanding of frameworks and



methodologies for assessing and mitigating risks. Being mindful of our customers and investors, our company has classified risks in to some major categories.

#### **Major Risks:**

- Strategic risks arise from taking poor business decisions like substandard execution, poor resource allocation, failure to respond to changes in any given business environment.
- Operational risks are the losses resulting from failed procedures, systems or policies like employee errors, system failures, fraud or criminal activity.
- Financial risks pertain to a firm unable to meet its financial obligations. Regulatory risk is the potential material impact because of a change in laws and regulations.
- Human Capital risks pertain to potential risks related with managing human resources incorrectly.

#### **Risk Assessment**

Risk assessment is basically the identification of hazards that could possibly impact an organization, which doubts the ability to conduct business. Identifying these potential risks and providing measures, processes and controls to reduce the impact of these risks to business is risk assessment. In other words, risk identification, risk analysis, risk evaluation and risk control are the approaches we take.

#### **The risks that the management reviews include:**

- **Technology Obsolescence Risk-**By keeping abreast with market demands

and customer expectations, your company averts technology obsolescence by timely investment in new technology, keeping pace with updates in technology, training its resources accordingly and by not being reliant on any one technology or platform.

- **Human Resource Risk-** Our Company maintains a resource pool by recruiting the best talents across the country, imparting training and honing knowledge and skills, creating quality work environment and providing opportunities and challenges for growth. A transparent performance based incentive system ensures motivation and prevention of brain drain from the company.
- **International Exposure Risk-** Thorough understanding of compliance of local laws and the possibility of regulatory, visa and tax complications of different countries mitigates risks by engaging specialists and professional agencies with expertise in the areas of concern.
- **Foreign Currencies Risk-** Economic volatility across the globe, fluctuations in major currencies and cross currency movements have a strong bearing on India's IT industry as most of its market is overseas. As a preventive measure, your company enters into forward cover for predictable inward remittances in order to minimize risks associated with foreign currency rate fluctuations.



- **Information Security and Disaster Recovery** – As per the European Union's (EU) General Data Protection Regulation (GDPR), consumers will be in charge of their online data. In addition to all the internal compliance issues, there a lot of amendments that needs to be done to the contracts to reflect GDPR standards. We are a law abiding organization and totally comply with GDPR standards and ensure the data privacy of both our vendors and clients.

The other risks CIL examines are as follows:

- Credit Risk includes creditworthiness; risk in settlement of dues by clients and provisions for doubtful and bad debts.
- Legal Risk includes Contract risk; Contractual liability; Frauds; Judicial Risk and Insurance risk

### **Our Risk Management Framework (RMF)**

Our Risk Management Framework (RMF) allows for striking the right balance between taking risks and reducing them, because it results in adding value to the organization. An effective risk management framework seeks to protect an organization's capital base and profits without hindering the growth of the organization. In other words, it's about managing uncertainty and creating an environment with fewer surprises.

The RMF approach...

1. A stable and structured approach to identifying and managing risks.
2. Anticipation of a consistent approach to identifying, rating, mitigating, managing and monitoring risks.
3. Taking good management decisions and deploying risk management policies and

4. An environment where the staff understands the importance of RMF and making sure to adhere to risk management policies and procedures.
5. Auditing and approving risk management framework and practices of the company.
6. Implementing the prescribed risk mitigation actions.
7. Reporting and reviewing risk events and incidents in a timely manner.

Provision of relevant and timely information across, regular audits, provision of feedback to management, and ensuring the quality and processes are in place and are effective.

### **Advantages of Risk management**

Risk identification is critical to effectively manage a crisis situation. It points to all the risks involved well ahead of time without any assumptions. It helps in opportunity risks so as to be aware of the forthcoming issues. It focuses on the tasks which help on assisting the impact of business or projects. It basically is the greatest advantage of dealing with the problems that are finalized with more possible solutions.

### **Disadvantages of Risk management**

Managing risks results in some waste of time which may create barriers to compensate the projects. Most of the time is spent on the research and development of the allocated issues than to on managing projects.

## **II. Financial/operational performance:**

**The Company has adopted Indian Accounting Standards (Ind AS) from current financial year in the preparation and presentation of Financial Statements.**



## Sources of Funds

### 1. Reserves and Surplus

The Company's Reserves and Surplus as on 31st March 2021 were Rs. 80.79 Cr as against Rs. 77.43 Cr as on 31st March 2020

These reserves include an amount of Rs. 65.00 Cr pertaining to Equity Component in Foreign Currency Convertible Bonds in accordance with Note No 34 to Notes to Accounts

### 2. Property Plant and Equipment

During the year there are marginal additions to Tangible Fixed Assets or Intangible Fixed Assets of company

### 3. Investments in Subsidiaries

- **CIL Inc :** There were no operations of the US Subsidiary on account of Covid-19 Pandemic. Hence there is no addition either to the turnover, expenditure, assets and liabilities to the consolidated financial statements.
- **Cybermate International Unipessoal LDA :** There were no operations of the Portuguese Subsidiary on account of Covid-19 Pandemic. Hence there is no addition either to the turnover, expenditure, assets and liabilities to the consolidated financial statements.

### 4. Deferred taxes – Assets and Liabilities

The Company has Deferred Tax Asset (Net) amounting to Rs. 15.40 Lacs as against Rs. 19.76 Lacs in previous year.

### 5. Trade Receivables

The position of outstanding debtors was,

|                     | As at<br>31st March 2021 | As at<br>31st March 2020 |
|---------------------|--------------------------|--------------------------|
|                     | INR-Lakhs                | INR-Lakhs                |
| Considered Good     | 5819.90                  | 5141.99                  |
| Considered Doubtful | -                        | -                        |
| Allowances for Loss | -                        | -                        |
| Total Receivables   | 5819.90                  | 5141.99                  |

### 6. Inventories

The Company does not have any inventories as at 31st March 2021

### 7. Cash and Cash Equivalents

The balance of cash and cash equivalents as at the beginning of the year was Rs. 4.76 lacs.

The closing balance of Cash and Cash Equivalents is Rs. 12.35 Lacs held as cash, balances in current account and in deposit accounts and reconciliation elements.

### 8. Trade Payables and Other Current Liabilities

Trade payables at the beginning of the year were at Rs. 867.20 Lacs and at the end of the year were Rs. 1210.56 Lacs.

Other Current Liabilities include an amount of Rs. 736.12 Lacs as Advances from Directors and includes remuneration payable.

### 9. Provisions

Provisions include an amount of Rs. 88.82 Lacs towards outstanding Salaries and expenses.

## III. Results of Operations

### 1. Income

Revenues for the year include Software Development Services. There has been a noticeable reduction in the revenues of the company over the previous year on account of (a) Covid-19 Pandemic and (b) Corporate Insolvency Resolution Process between 21st May 2020 to 04th January 2021.

### 2. Expenditure

During the year the employee benefit expenses has been linear to revenues on account of (a) Covid-19 Pandemic and (b) Corporate Insolvency Resolution Process between 21st May 2020 to 04th January 2021.

Interest on Foreign Currency Convertible Bonds is provided each quarter though it is payable at the



maturity of the bonds in 2023

### 3. Depreciation and Amortisation

Depreciation on Tangible and Intangible assets was provided for the full year.

### 4. Other Income- Net

Other income of the company includes Dividend income from investment in Shares of Listed Companies and write back of payables of past years which are no longer due.

### 5. Net Profit

The Company had earned a net profit of Rs. 21.33 lacs as against Rs. 88.46 lacs in the previous year.

### 6. EPS after Exceptions

EPS for the year was Rs. 0.02 as against Rs.0.09 in the previous year.

### 7. Liquidity

Liquidity has remained challenging due to delayed realisations and reduced activity

### 8. Related Party Transactions

Transactions with related parties have been made at an arms length basis and hence are not prejudicial to the interest of the company.

These have been discussed in detail in Note no 32 to the standalone financial statements in this Annual report.

## IV. Opportunities and Threats

### - Our Strengths

We have positioned ourselves as a custom built application development company suiting the requirements of mid and emerging companies.

### Our strengths include:

Product development – We have invested time and effort in enhancing our domain

expertise in health care, telecom, engineering, energy, logistics and retail segments. We have been able to quickly adopt to the emerging developments in trade practices and enabling new features to our products to keep our customers ahead of their expectations.

End to End Offerings – Our end to end business solutions include transaction processing, data management, integration with third party tools and applications, independent testing and validation, network and surveillance, IT Support and Analytics.

Relationships: We have long standing relationships with midsize companies and Government Business Units and are quite seasoned in their processes which enable us seek repeat business. Our track record delivering quality solutions help us strengthen these relationships over time.

Quality and Process Execution: Our clients have always been appreciative of our process implementation procedures and documentation which helps us maintain a healthy relationship and achieve business value.

### - Our Strategy

We are exploring opportunities to build strategic partnership with start-ups to create innovative solutions in emerging technology space. We also intend to create platforms on analytics, cyber security, IT infrastructure and Business process outsourcing capabilities apart from strengthening our core product offerings across domains. We wish to make significant investments in these partnerships, our acquisitions to build capabilities to deliver emerging mobile and digital technology solutions.



### - Our Competition

We compete with small and midsize companies in Government and large corporations in application development, maintenance and business process outsourcing segments.

### V. Outlook, Risks & Concerns

- Our revenue and expenses are difficult to predict and can vary significantly from period to period.
- Our success largely depends upon retaining skilled technology professionals and our ability to hire, motivate and retain them.
- We are a company in mid segment space and may not be providing adequate confidence to companies / customers for long term contracts.
- We may not be able to sustain the working capital cycles.
- Our liquidity may not keep us comfortable to stay in the race in case of long sales cycles.
- We may be unable to recoup investments made in developing our software products.
- Our success depends on our management team and key personnel and our ability to attract and retain them.
- Our failures to complete fixed price and fixed time frame contracts or transaction based pricing contracts within budget and on time may adversely affect our profitability.

We may not be able to provide end to end business solutions for our clients which could lead to clients discontinuing their work with us which in turn could impact our business.

### VI. Internal Control Systems and their adequacies

The CEO and CFO certification provided in the

Annual report discusses the adequacy of our internal control systems and procedures.

### VII. Material Developments in Human Resources / industrial relations , number of people employed.

#### Human Capital

As at March 31st 2021, the company employed about 40 employees which include software engineers, trainees , process executives and administration.

#### Recruitment

We have built our software programming skill set by recruiting new graduates from different Engineering colleges and IT training institutes.

We have recruited process executives from Government aided foundations and aided consultancies.

We have in place a robust process which includes aptitude tests and interviews followed by a technology task approach in screening our programmers.

#### Training and development

CIL has always been conducting on the job training programmes on technology , business process , quality and presentation skills to mould its resources into techno commercial resources.

#### Compensation and Benefits

CIL has always been a midsize company attracting trainees to build their capabilities. CIL has always been facing challenges to retain its talent from large corporations which offer packages linked to performance and E- SOPs. In order to address this challenge, CIL has in this year proposed a resolution to implement E-SOPs to retain its talent.



### **Risk Management Framework:**

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's Board believes that to ensure sustainable business growth with stability of affairs and operations of the Company, periodical review of various risks having a bearing on the business and operations is vital to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. Further, it is also belief of your management that Risk Management Framework enables a systematic approach to risk identification, leverage of any opportunities and provides treatment strategies to manage, transfer and avoid or minimize the impact of the risks.

Keeping in view of the above, your Company's risk management is embedded in the continuous business processes and as a part of review of business and operations, your Board with the help of the management periodically reviews various risks associated with the business and products of the Company and considers appropriate risk mitigation process. However there are certain risks which cannot be avoided but the impact can only be minimized.

The risks and concerns associated with each segment of your company's business are discussed while reviewing segment-wise Management and Discussion Analysis. The other risks that the management reviews also include:

- a. Industry & Services Risk: this includes Economic risks like demand and supply chain, Profitability, Gestation period etc.; Services risk like infrastructure facilities; Market risk like consumer preferences and distribution channel etc.; Business dynamics like inflation/deflation etc.; Competition risks like cost effectiveness
- b. Management and Operational Risk: this includes Risks to Property; Clear and well defined work process; changes in technology / up gradation; R&D Risks; Agency network Risks; Personnel & labour turnover Risk; Environmental and Pollution Control Regulations etc.; Locational benefits near metros
- c. Market Risk: this includes Raw Material rates; Quantities, quality, suppliers, lead time, interest rates risk and forex risk.
- d. Political Risk: this includes Elections; War risk; Country/Area Risk; Insurance risk like Fire, strikes, riots and civil commotion, marine risk, cargo risk etc.; Fiscal/Monetary Policy Risk including Taxation risk.
- e. Credit Risk: this includes Creditworthiness; Risk in settlement of dues by clients and Provisions for doubtful and bad debts.
- f. Liquidity Risk: this includes risks like Financial solvency and liquidity; Borrowing limits, delays; Cash/Reserve management risks and Tax risks.
- g. Disaster Risk this includes Natural calamities like fires, floods, earthquakes etc.; Manmade risk factors arising under the Factories Act, Mines Act etc.; Risk of failure of effective disaster Management plans formulated by the Company.
- h. System Risk this includes System capacities; System reliability; Obsolescence risk; Data



Integrity risk & Co-ordination and Interface risk.

- i. Legal Risk: this includes Contract risk; Contractual liability; Frauds; Judicial Risk and Insurance risk.
- j. Government Policy: This includes Exemptions, import licenses, income tax and sales tax holidays, subsidies, tax benefits etc.



## Annexure – VIII

### CEO and CFO Certification

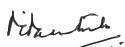
The Board of Directors  
Orchasp Limited  
Formerly Cybermate Infotek Limited  
Secunderabad.

Dear Members of the Board,

We, P.C. Pantulu, Chairman & CEO, and P. Chandra Sekhar, Managing Director & CFO, responsible for the finance function certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.
2. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading;
3. The financial statements and other financial information present a true and fair view of the Company's affairs, the Company's financial condition, results of operations, cash flows of the company for the period ended 31st March 2021 are in compliance with existing Accounting Standards, applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2021 are fraudulent, illegal or violative of the Company's code of conduct except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We have indicated to the auditors and the audit committee of the board of directors
  - (a) Significant changes in internal control over financial reporting during the year under
  - (b) Significant changes in accounting policies during the year that the same have been disclosed in notes to the financial statements and
  - (c) Instances of significant fraud if any, of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

Place: Hyderabad  
Date: 30.08.2021

  
P.C. Pantulu  
Chairman and  
Chief Executive Officer

  
P. Chandra Sekhar  
Managing Director and  
Chief Financial Officer



## Annexure – IX

### Certificate on Corporate Governance

To,

The Members

**M/s.ORCHASP LIMITED**

**(Formerly known as M/s. CYBERMATE INFOTEK LIMITED)**

**Hyderabad, Telangana State.**

I have examined the compliance of conditions of Corporate Governance by **M/s. ORCHASP LIMITED (CIN: L72200TG1994PLC017485)** ('the Company'), for the year ended 31st March 2021, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period April 1, 2020 to March 31, 2021.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examinations has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

I state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Y. KOTESWARA RAO**

**ACS No. 3785**

**C.P. No.: 7427**

**UDIN number A003785C000532995**

Place : Hyderabad

Date : 28-06-2021



## Annexure – X

### Certificate of Non-disqualification of Directors

(As per clause C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015** read with regulation 34(3) of the said Listing Regulations).

To,

The Members

**M/s.ORCHASP LIMITED**

**(Formerly known as M/s. CYBERMATE INFOTEK LIMITED)**

**Hyderabad, Telangana State.**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ORCHASP LIMITED** having **CIN L72200TG1994PLC017485** and having registered office at PLOT NO-19&20, MOTI VALLEY, TRIMULGHERRY SECUNDERABAD TG 500015 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S.No | Name                              | DIN      | Date of Appointment |
|------|-----------------------------------|----------|---------------------|
| 1    | MR.CHENCHIAH PANTULU PATTAPURATHI | 01583136 | 01/04/2004          |
| 2    | MR.KANAKADANDI SATYA SHIVA KUMAR  | 02103299 | 05/05/1994          |
| 3    | MR.CHANDRA SEKHAR PATTAPURATHI    | 01647212 | 30/03/2021          |
| 4    | MR.KOTESWARA RAO KANAMARLAPUDI    | 06401491 | 30/09/1996          |
| 5    | MR.BADE SRINIVASA REDDY           | 01384074 | 07/03/2016          |
| 6    | MR.SAI ROOPKUMAR VEGUNTA          | 05317482 | 07/03/2016          |
| 7    | MR.SURAJ BHARADWAJ                | 08351558 | 31/01/2019          |
| 8    | MS.PONNARI GOTTIPATI              | 09075036 | 13/02/2021          |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the



Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Hyderabad

Date : 28-06-2021

**Y. KOTESWARARAO**

**ACS No. 3785**

**C.P. No.: 7427**

**UDIN Number A003785C000533028**





# Standalone Financial Statement



## Independent Auditor’s Report

To the Members of **M/s. Orchasp Limited (previously known as M/s Cybermate Infotek Limited)**  
Report on the Standalone Ind AS Financial Statements

### Opinion

We have audited the accompanying Standalone Ind AS financial statements of **M/s. Orchasp Limited (Previously Known as M/s Cybermate Infotek Limited)** (“the Company”), which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (Including other Comprehensive Income), Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (Herein after referred to as “Standalone Ind AS Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India including Ind AS of the financial position of the Company as at March 31, 2021, and its Profit including other comprehensive income, its cash flow and changes in the equity for the year ended on that date.

### Basis for Opinion

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

### Emphasis of Matter:

- a. The company has changed its name from M/s Cybermate Infotek Limited to M/s Orchasp Limited and got approval from the shareholders in the EGM Conducted on 06/05/2021.
- b. The company M/s Orchasp Limited (previously known as M/s Cybermate Infotek Limited) has came out of IBC Proceedings during the year i.e on 04/01/2021.



c. During the IBC Proceedings i.e. from May 22nd 2020 to Jan 4th 2021, the company has not complied

SEBI Listing and statutory compliances during the period of NCLT proceedings.

d. The company has not paid the Statutory Dues for a period of more than 6 months from the date they become payable. The details are as given below. (Refer Note No: 25 of Notes to Accounts of standalone Financial statements)

| # Name of the Statute                                  | Due Amount(In Rs.) | Nature of Dues            | Remarks |
|--------------------------------------------------------|--------------------|---------------------------|---------|
| 1. Telangana Profession Act                            | 3,21,732/-         | Professional tax          | -       |
| 2. Employees Provident Fund & Misc Provisions Act 1952 | 18,16,088/-        | Provident Fund            | -       |
| 3. Income Tax Act, 1961                                | 41,63,296/-        | TDS                       | -       |
| 4. Income tax Act, 1961                                | 1,24,07,619/-      | Income Tax for Fy 2018-19 | -       |
| 5. Income Tax Act, 1961                                | 22,69,620/-        | Income Tax for Fy 2019-20 | -       |
| 6. Employee state insurance                            | 2,37,074/-         | ESI                       | -       |

e. **Covid-19 Pandemic:** Due to lockdown restrictions imposed on various activities and due to COVID-19 Pandemic operations of the company were affected and caused severe strain on the cash flows of the company.

Our opinion is not modified with respect of the above matters.

### Key Audit Matters

- Issue of Foreign Currency Convertible Bonds (FCCB)

The company has issued FCCB of US\$ 1,05,00,000 (Rs.68,25,00,000/-), 1% coupon Foreign Currency convertible Bonds due upon completion of Five years from the date of issue. Interest is payable at the time of maturity only. The bonds will bear interest at the rate 1% per annum, from the Interest Commencement date up to the date prior to the date of maturity.



### **Auditor’s Response:**

#### **Principal Audit Procedures**

The recognition of FCCB in Books of Accounts as per “Ind AS 109– Financial Instruments” and “Ind AS 32– Financial Instruments”. Presentation “involves Professional Judgment relating to determination of repayment and convertible obligations over the tenure of FCCB’s. The FCCB’s converted into equity as on 31-03- 2021 is for an amount of Rs.3,25,00,000/-

Refer Note No.34 in Notes to Standalone Financial Statements.

- Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 “Revenue from Contracts with Customers” (new revenue accounting standard)

The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involve collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

### **Auditor’s Response:**

#### **Principal Audit Procedures**

We assessed the Company’s process to identify

the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re performance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems’ access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- Selected a sample of continuing and new contracts and performed the following procedures:
  - Read, analyzed and identified the distinct performance obligations in these contracts.
  - Compared these performance obligations with that identified and recorded by the Company.
  - Considered the terms of the contracts to



determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.

- Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.
- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
- We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will

be satisfied subsequent to the balance sheet date

- Evaluation of uncertain tax positions

The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.

#### **Auditor's Response:**

##### **Principal Audit Procedures**

Obtained details of completed tax assessments and demands for the year ended March 31, 2021 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax Positions as at April 1st 2021 to evaluate whether any change was required to management's position on these uncertainties.

##### **Information Other than the Ind AS 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 Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS



financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS 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 Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including the other comprehensive income), cash flows and Statement of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued there under. This responsibility includes maintenance of adequate accounting records in

accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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 Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting

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

- Conclude on the appropriateness of management's use of 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS financial a statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's

Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure A**, a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we further 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 appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the applicable Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.
  - e) On the basis of written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**'; and
- 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 has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer Note No: 27 of Notes to standalone Financial statements)
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For P. Murali & Co,**

Chartered Accountants,

Firm Registration No: 007257S.

**A. Krishna Rao**

Partner

M.No:020085

UDIN: 21020085AAAAPT5700

Place: Hyderabad

Date: 28/06/2021



## Annexure – A to the Auditor's Report

Annexure referred to in paragraph I of Our Report of even date to the members of **M/s Orchasp Limited (Previously known as Cybermate Infotek Limited)** on the accounts of the company for the year ended 31st March, 2021 Under "Report on other Legal & Regulatory Requirements"

I.

- a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of PPE.
- b) As explained to us, PPE have been physically verified by the management at reasonable intervals and no material discrepancies between the book records and the physical inventory have been noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the company is not holding any immovable property; hence this clause is not applicable to the company.
- ii. The company has no Inventory.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. The Company has not granted any loans or provided any guarantee or security to the parties covered under section 185 of the Act. In respect of the Investments made by the Company, the provisions of section 186 of The Companies Act, 2013 have been complied with.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of The Companies Act, 2013.
- vii. (a) The company is not regular in depositing the undisputed statutory dues, including provident fund, Employees State Insurance, Goods and Service Tax and other material statutory dues applicable to it with the appropriate authorities.  
(b) There were undisputed amounts payable in respect of Provident fund, Employees state Insurance, Income Tax, Goods and Service tax, and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.



| #  | Name of the Statute                                 | Due Amount (In Rs.) | Nature of Dues            | Remarks                             |
|----|-----------------------------------------------------|---------------------|---------------------------|-------------------------------------|
| 1. | Telangana Profession Act                            | 3,21,732/-          | Professional tax          | Amount has not been paid till date. |
| 2. | Employees Provident Fund & Misc Provisions Act 1952 | 18,16,088/-         | Provident Fund            | Amount has not been paid till date. |
| 3. | Income Tax Act, 1961                                | 41,63,296/-         | TDS                       | Amount has not been paid till date. |
| 4. | Income tax Act, 1961                                | 1,24,07,619/-       | Income Tax for Fy 2018-19 | Amount has not been paid till date. |
| 5. | Income Tax Act, 1961                                | 22,69,620/-         | Income Tax for Fy 2019-20 | Amount has not been paid till date. |
| 6. | Employee state insurance                            | 2,37,074/-          | ESI                       | Amount has not been paid till date. |

(c) According to the information and explanations given to us, and based on the records examined by us, amount outstanding towards income tax on account of dispute are; (Refer Note No: 27 of standalone financial statements).

| Name of the Statute  | Nature of Dues | Amount        | Period to which the Amount Relates | Forum where Dispute is Pending |
|----------------------|----------------|---------------|------------------------------------|--------------------------------|
| Income Tax Act, 1961 | Income Tax     | 3,29,85,990/- | A.Y. 2009-10                       | CIT (Appeals)                  |
| Income Tax Act, 1961 | Income Tax     | 1,70,34,842/- | A.Y. 2011-12                       | CIT (Appeals)                  |
| Income Tax Act, 1961 | Income Tax     | 66,78,883/-   | A.Y. 2011-12                       | CIT (Appeals)                  |
| Income Tax Act, 1961 | Income Tax     | 1,15,75,170/- | A.Y. 2012-13                       | CIT (Appeals)                  |
| Income Tax Act, 1961 | Income Tax     | 3,83,56,680/- | A.Y. 2013-14                       | ITAT (Appeals)                 |
| Income Tax Act, 1961 | Income Tax     | 2,24,09,220/- | A.Y. 2014-15                       | ITAT (Appeals)                 |

- viii) In our opinion and according to information and explanations given to us, the Company has not taken any loans from Banks or Financial Institutions or Government and has not issued any debentures during the year under consideration.
- ix) The Company has not raised any moneys by way of initial public offer, further public offer or term Loans. The company has issued 1% Foreign currency convertible bonds amounting to Rs. 68,25,00,000/- during the FY 2018-19 and have been utilized for the purpose for which they have been raised.



- 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) The company has paid / provided managerial remuneration in compliance with the provisions of Sec.197 of the Act.
- xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it.
- xiii) The company has complied with the provisions of Sec.177 of The Companies Act. The Company has entered into transactions with related parties in compliance with the provisions of section 188 of the Act. The details of such related party transactions and the disclosures required has been disclosed in the Notes to Accounts as per IND AS. (Refer Note No: 32 of Notes to Standalone Financial statements)
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under consideration.
- xv) As per the information and Explanations given to us, and based on the books and records verified by us. The Company has not entered into non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

**For P. Murali & Co,**

Chartered Accountants,

Firm Registration No: 007257S.

**A. Krishna Rao**

Partner

M.No:020085

UDIN: 21020085AAAAPT5700

Place: Hyderabad

Date: 28/06/2021



## **Annexure – B**

### **to the Independent Auditor's Report**

#### **Report on the Internal Financial Controls under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')**

We have audited the internal financial controls over financial reporting of **M/s Orchasp Limited (Previously known as M/s. Cybermate Infotek Limited)** ('the Company') as of March 31, 2021 in conjunction with our audit of Standalone Ind AS financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 Act.

#### **Auditor's 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 prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These Standards and 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 risk 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 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 these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the Standalone Ind AS financial statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitation of internal

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

**Opinion:** In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 P. Murali & Co,**  
Chartered Accountants,  
Firm Registration No: 007257S.

**A. Krishna Rao**  
Partner  
M.No:020085  
UDIN: 21020085AAAAPT5700  
Place: Hyderabad  
Date: 28/06/2021



**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**  
**Standalone Balance Sheet as at March 31, 2021**

| Particulars                                                                                 | Notes | As at 31 March, 2021  | As at 31 March, 2020  |
|---------------------------------------------------------------------------------------------|-------|-----------------------|-----------------------|
|                                                                                             |       | in ₹                  | in ₹                  |
| <b>Assets</b>                                                                               |       |                       |                       |
| <b>Non-Current Assets</b>                                                                   |       |                       |                       |
| (a) Property, Plant and Equipment                                                           | 2     | 15,13,015             | 22,63,082             |
| (b) Capital Work-in-Progress                                                                |       | -                     | -                     |
| (c) Investment Property                                                                     |       | -                     | -                     |
| (d) Goodwill                                                                                |       | -                     | -                     |
| (e) Other Intangible Assets                                                                 | 3     | 1,40,568              | 1,40,568              |
| (f) Intangible Assets under Development                                                     |       | -                     | -                     |
| (g) Financial Assets                                                                        |       | -                     | -                     |
| (i) Investments                                                                             | 4     | 68,27,17,500          | 68,27,17,500          |
| (ii) Receivables                                                                            |       | -                     | -                     |
| (iii) Other Financial Assets                                                                |       | -                     | -                     |
| (h) Deferred Tax Assets (net)                                                               | 5     | 15,40,299             | 19,76,199             |
| (i) Other Non-Current Assets                                                                |       | -                     | -                     |
| <b>Current Assets</b>                                                                       |       |                       |                       |
| (a) Financial Assets                                                                        |       |                       |                       |
| (i) Investments                                                                             | 6     | 37,755                | 16,932                |
| (ii) Trade receivables                                                                      | 7     | 58,19,90,163          | 51,41,99,697          |
| (iii) Cash and Cash Equivalents                                                             | 8     | 12,35,009             | 4,76,910              |
| (iv) Bank Balances other than (iii) above                                                   |       | -                     | -                     |
| (v) Loans                                                                                   |       | -                     | -                     |
| (vi) Others (to be specified)                                                               | 9     | 8,03,188              | 11,66,859             |
| (b) Current Tax Assets (Net)                                                                |       | -                     | -                     |
| (c) Other Current Assets                                                                    | 10    | 2,71,41,233           | 2,95,58,063           |
| <b>Total Assets</b>                                                                         |       | <b>1,29,71,18,729</b> | <b>1,23,25,15,808</b> |
| <b>Equity and Liabilities</b>                                                               |       |                       |                       |
| <b>Equity</b>                                                                               |       |                       |                       |
| (a) Equity Share Capital                                                                    | 11    | 19,79,16,482          | 197,916,482           |
| (b) Other Equity                                                                            | 12    | 80,79,97,758          | 77,43,34,286          |
| <b>Liabilities</b>                                                                          |       |                       |                       |
| <b>Non-Current Liabilities</b>                                                              |       |                       |                       |
| (a) Financial Liabilities                                                                   |       |                       |                       |
| (i) Borrowings                                                                              |       | -                     | -                     |
| (ii) Trade payables                                                                         |       | -                     | -                     |
| (iii) Other financial liabilities (other than those specified in item (b), to be specified) | 13    | 49,79,868.00          | 3,65,09,996           |
| (b) Provisions                                                                              |       | -                     | -                     |
| (c) Deferred tax liabilities (Net)                                                          |       | -                     | -                     |
| (d) Other non-current liabilities                                                           |       | -                     | -                     |
| <b>Current liabilities</b>                                                                  |       |                       |                       |
| (a) Financial Liabilities                                                                   |       |                       |                       |
| (i) Trade Payables                                                                          | 14    | 12,10,56,832          | 8,67,20,317           |
| (ii) Other Financial Liabilities (other than those specified in item (c))                   | 15    | 7,58,16,358           | 2,46,12,004           |
| (b) Other Current Liabilities                                                               | 16    | 5,11,41,004           | 6,83,65,558           |
| (c) Provisions                                                                              | 17    | 1,54,20,603           | 2,21,62,729           |
| (d) Current Tax Liabilities (Net)                                                           | 18    | 2,27,89,826           | 2,18,94,436           |
| <b>Total Equity and Liabilities</b>                                                         |       | <b>1,29,71,18,729</b> | <b>1,23,25,15,808</b> |

Summary of significant accounting policies

1

The accompanying notes 1-24 are integral part of standalone financial statements

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S

For and on behalf of the Board of Orchasp Limited

A. Krishna Rao  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 28th June 2021

*P.C. Pantulu*  
P.C. Pantulu  
Chairman  
DIN : 01583136

*K.S. Shiva Kumar*  
K.S. Shiva Kumar  
Director  
DIN : 02103299

*P. Chandra Sekhar*  
P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212

*Sangeeta Mundhra*  
Sangeeta Mundhra  
Company Secretary  
M.No 59771



**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**

**Statement of Standalone Profit and Loss for the year ended March, 31, 2021**

in ₹

| Particulars                                                                                                                                 | Notes | As at<br>31st March, 2021 | As at<br>31 st March, 2020 |
|---------------------------------------------------------------------------------------------------------------------------------------------|-------|---------------------------|----------------------------|
| <b>Income</b>                                                                                                                               |       |                           |                            |
| Revenue from Operations                                                                                                                     | 19    | 8,18,31,670               | 51,51,53,693               |
| Other Income                                                                                                                                | 20    | 1,14,00,795               | 19,78,042                  |
| <b>Total Income</b>                                                                                                                         |       | <b>9,32,32,465</b>        | <b>51,71,31,735</b>        |
| <b>Expenses</b>                                                                                                                             |       |                           |                            |
| Consumption of Goods/Services                                                                                                               | -     | -                         | 47,808                     |
| Purchases of Licenses for Software Applications                                                                                             | -     | -                         | -                          |
| Changes in Inventories of Finished Goods,<br>Stock-in - Trade and Work-in-Progress                                                          | -     | -                         | -                          |
| Employee Benefits Expense                                                                                                                   | 21    | 6,23,15,138               | 45,15,43,001               |
| Finance Costs                                                                                                                               | 22    | 65,00,000                 | 65,00,000                  |
| Depreciation and Amortization Expenses                                                                                                      | 2&3   | 10,44,566                 | 13,85,150                  |
| Other Expenses                                                                                                                              | 23    | 1,99,28,950               | 4,63,99,820                |
| <b>Total Expenses</b>                                                                                                                       |       | <b>8,97,88,654</b>        | <b>50,58,75,780</b>        |
| Profit/(Loss) before Exceptional Items and Tax<br>Exceptional Items                                                                         |       | 34,43,811                 | 1,12,55,955                |
| Profit/ (Loss) after Exceptions Items and Tax                                                                                               |       |                           |                            |
| Tax Expense:                                                                                                                                |       |                           |                            |
| (1) Current Tax                                                                                                                             |       | 8,95,390                  | 22,69,620                  |
| (2) Deferred Tax                                                                                                                            | 5     | 4,35,900                  | 1,24,244                   |
| Profit (Loss) for the period from Continuing Operations                                                                                     |       | 21,12,521                 | 88,62,091                  |
| Profit/(Loss) from Discontinued Operations                                                                                                  |       | -                         | -                          |
| Tax expenses of Discontinued Operations                                                                                                     |       | -                         | -                          |
| Profit/(Loss) from Discontinued Operations (After Tax)                                                                                      |       | -                         | -                          |
| Profit/(Loss) for the period                                                                                                                |       | 21,12,521                 | 88,62,091                  |
| Other Comprehensive Income                                                                                                                  |       |                           |                            |
| A. (i) Items that will not be reclassified to Profit or Loss                                                                                |       | 20,823                    | -15,622                    |
| (ii) Income Tax relating to items that will not be reclassified<br>to Profit or Loss                                                        |       | -                         | -                          |
| B. (i) Items that will be reclassified to Profit or Loss                                                                                    |       | -                         | -                          |
| (ii) Income Tax relating to items that will be reclassified<br>to Profit or Loss                                                            |       | -                         | -                          |
| <b>Total Comprehensive Income for the period (XIII+XIV)<br/>Comprising Profit (Loss) and Other Comprehensive<br/>Income for the period)</b> |       | <b>21,33,344</b>          | <b>88,46,469</b>           |
| <b>Earnings per equity share (for continuing operation):</b>                                                                                |       |                           |                            |
| (1) Basic                                                                                                                                   |       | 0.02                      | 0.09                       |
| (2) Diluted                                                                                                                                 |       | 0.02                      | 0.09                       |

Summary of significant accounting policies

1

The accompanying notes 1-24 are integral part of standalone financial statements

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S

For and on behalf of the Board of Orchasp Limited

A. Krishna Rao  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 28th June 2021

P.C Pantulu  
Chairman  
DIN : 01583136

K.S. Shiva Kumar  
Director  
DIN : 02103299

P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212

Sangeeta Mundhra  
Company Secretary  
M.No 59771





**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**

**Statement of Changes in Equity (Standalone) for the Year Ended 31st March 2021**

₹ (in INR) Lakhs

| Particulars                                                              | Equity Share Capital | Other Equity               |                   |                 |                            |                                      |                                                       |                                           |
|--------------------------------------------------------------------------|----------------------|----------------------------|-------------------|-----------------|----------------------------|--------------------------------------|-------------------------------------------------------|-------------------------------------------|
|                                                                          |                      | Reserves & Surplus         |                   |                 | Other Comprehensive Income |                                      |                                                       |                                           |
|                                                                          |                      | Securities Premium Reserve | Retained Earnings | General reserve | Share Warrants             | Business transfer adjustment reserve | Equity Instruments through other comprehensive income | Other items of other comprehensive income |
| Equity Instruments through other comprehensive income, net of tax effect | -                    | -                          | -                 | -               | -                          | -                                    | -                                                     | -                                         |
| Reversal of Provision                                                    | -                    | -                          | -                 | -               | -                          | -                                    | 3,15,30,128                                           | -                                         |
| Profit for the Period                                                    | -                    | -                          | 21,12,521         | -               | -                          | -                                    | -                                                     | -                                         |
| <b>Balance as at 31st March, 2021</b>                                    | <b>19,79,16,482</b>  | <b>-</b>                   | <b>21,12,521</b>  | <b>-</b>        | <b>-</b>                   | <b>-</b>                             | <b>3,15,50,951</b>                                    | <b>-</b>                                  |
|                                                                          |                      |                            |                   |                 |                            |                                      |                                                       | <b>3,36,63,472</b>                        |

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S  
*Murali*  
A. Krishna Rao  
Partner  
Membership No. 020085

Place: Hyderabad  
Date : 28th June 2021

For and on behalf of the Board of Orchasp Limited

*P. Chandrasekhar*  
P. C. Pantulu  
Chairman  
DIN : 01563136  
*P. Chandrasekhar*  
P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212  
*Sangeeta Mundhra*  
Sangeeta Mundhra  
Company Secretary  
M.No 59771



**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**

**Standalone Cash Flow Statement for the year ended 31st March 2021**

₹(in INR) Lakhs

|                                                                                     | As at 31 March 2021<br>Amount | As at 31 March 2020<br>Amount |
|-------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| <b>A. Cash Flow from Operating Activities:</b>                                      |                               |                               |
| Profit before taxation                                                              | 34,43,811                     | 1,12,55,955                   |
| Adjustments for : -                                                                 |                               |                               |
| Depreciation                                                                        | 10,44,566                     | 13,85,150                     |
| Interest Expense                                                                    | 65,00,000                     | 65,00,000                     |
| Amortisation of Product Development Cost                                            | -                             | -                             |
| Diminution in value of investment                                                   | -                             | -                             |
| Impairment of Intangible Asset                                                      | -                             | -                             |
| Interest Income                                                                     | -                             | -                             |
| Dividend Income                                                                     | -                             | -                             |
| Bad Debts Written Off                                                               | -                             | -                             |
| Operating Profit before working capital changes                                     | <b>1,09,88,377</b>            | <b>1,91,41,105</b>            |
| (Increase) / Decrease in Income Tax Liability                                       | 8,95,390                      | 22,69,620                     |
| (Increase) / Decrease in Trade Receivables                                          | (6,77,90,467)                 | (8,11,22,189)                 |
| (Increase) / Decrease in Other Current Assets                                       | 27,80,501                     | (6,64,247)                    |
| Increase / (Decrease) in Trade Payables                                             | 3,43,36,514                   | 5,97,81,789                   |
| Increase / (Decrease) in Other Current Liabilities                                  | (1,72,24,554)                 | 1,25,35,930                   |
| Increase / (Decrease) in Short Term Provisions                                      | (67,42,127)                   | 70,86,063                     |
| Cash generated from Operations                                                      | (4,27,56,362)                 | 1,90,28,072                   |
| Taxes Paid                                                                          | 8,95,390                      | 22,69,620                     |
| Net Cash Generated from Operating activities (A)                                    | <b>(4,36,51,752)</b>          | <b>1,67,58,452</b>            |
| <b>B. Cash Flow from Investing Activities :</b>                                     |                               |                               |
| Purchase of tangible assets/intangible assets (net)<br>including transfer from CWIP | (2,94,499)                    | (35,112)                      |
| Sale of Fixed Assets                                                                | -                             | -                             |
| Decrease in Capital Work In Progress                                                | -                             | -                             |
| Interest Income                                                                     | -                             | -                             |
| Dividend Income                                                                     | -                             | -                             |
| (Increase) in Current Investments                                                   | -                             | -                             |
| (Decrease) in Non Current Investments                                               | (3,15,30,128)                 | -                             |
| (Decrease) in Other Non Current liabilities                                         | -                             | 28,12,191                     |
| Net Cash Flow from Investing Activities (B)                                         | <b>(3,18,24,627)</b>          | <b>27,77,079</b>              |
| <b>C. Cash Flow from Financing Activities :</b>                                     |                               |                               |
| Issue of Share Capital                                                              | -                             | -                             |
| Increase in other Equity                                                            | 3,15,30,130                   | -                             |
| Increase in Short Term Borrowings                                                   | 5,12,04,354                   | (2,08,69,077)                 |
| Interest Paid                                                                       | (65,00,000)                   | (65,00,000)                   |
| Increase in Long Term liabilities                                                   | -                             | -                             |
| Net Cash from Financing Activities ( C )                                            | <b>7,62,34,484</b>            | <b>(2,73,69,077)</b>          |



₹(in INR) Lakhs

|                                                                                                                                                     | As at 31 March 2021<br>Amount | As at 31 March 2020<br>Amount |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)                                                                                        | 7,58,098                      | (78,33,547)                   |
| Cash & Cash Equivalents at the beginning of the year                                                                                                | 4,76,908                      | 83,10,452                     |
| Cash & Cash Equivalents at the end of the year                                                                                                      | 12,35,009                     | 4,76,908                      |
| <b>Notes</b>                                                                                                                                        |                               |                               |
| 1. The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows. |                               |                               |
| 2. The accompanying notes are an integral part of the financial statements.                                                                         |                               |                               |
| 3. Previous year figures have been regrouped /reclassified to conform to current year classification.                                               |                               |                               |
| 4. Cash and Cash Equivalents Comprise                                                                                                               |                               |                               |
|                                                                                                                                                     | As at 31 March 2021           | As at 31 March 2020           |
| Cash on hand                                                                                                                                        | 41,063                        | 54,368                        |
| Balances with Banks on Current and Deposit Accounts                                                                                                 | 11,93,946                     | 4,22,540                      |
| Total                                                                                                                                               | 12,35,009                     | 4,76,908                      |

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S

A. Krishna Rao  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 28th June 2021

For and on behalf of the Board of Orchasp Limited

P.C. Pantulu  
Chairman  
DIN : 01583136

K.S. Shiva Kumar  
Director  
DIN : 02103299

P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212

Sangeeta Mundhra  
Company Secretary  
M.No 59771



## Note 1: Significant Accounting Policies

### 1. Corporate Information

Orchasp Limited is Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Trimulgherry, Secunderabad. India. The Company is listed on the BSE Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to Health Care, Telecom, Manufacturing, Engineering, Energy and Retail. The Company changes its name from Cybermate Infotek Limited to Orchasp Limited with effect from 24-05-2021.

The financial statements for the year ended 31st March 2021 were approved by the Board of Directors on the 28th June 2021.

#### a. Basis of Preparation of Financial Statements:

Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

#### (i) Historical cost convention

These Financial Statements have been prepared under the historical cost convention on the

accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

#### (ii) Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

#### (iii) Functional and Presentation Currency:

The Financial Statements are presented in Indian Rupees (₹) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupee except as otherwise stated.

### 2. Summary of Significant Accounting Policies

#### a. Property, Plant & Equipment:

##### (i) Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.



Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

### **(iii) Depreciation**

The company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

### **b. Intangible Assets:**

#### **(i) Recognition and Measurement**

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity the asset is recognised at cost only if its probable

that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure non purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

#### **(ii) Depreciation**

The company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired

| Particulars      | Useful life |
|------------------|-------------|
| Software License | 2 years     |

Software internally developed

| Particulars      | Useful life |
|------------------|-------------|
| Product/Platform | 4 years     |

#### **c. Impairment:**

The carrying amount of Property, Plant & Equipment, Intangible Assets and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment



loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been an improvement in recoverable amount.

**d. Foreign Currency Transactions:**

**(i) Functional and Presentation currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

**(ii) Transactions and Balances:**

Transactions in foreign currencies are translated into functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates

of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

**e. Revenue Recognition:**

The Company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts and value added taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

**(i) Time and Material Contracts**

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

**(ii) Fixed-price contracts:**

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of-completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

**(iii) Services contracts:**

Revenue from services contracts is recognized

ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

**(iv) Sale of licenses & Subscriptions**

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

**(v) Ecommerce/Retail**

Revenue from Ecommerce transactions i.e sale



of third-party products/applications/services shall be recognized on realization of the merchandise.

**(vi) Other Income**

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 the carrying amount of the investment. Dividend income is recognized when the company's right to receive dividend is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

**f. Income Tax:**

Income Tax comprises current and deferred tax.

**Current tax** is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

**Deferred tax** is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

**Minimum Alternate Tax (MAT)** credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.



**g. Provisions, Contingent Liabilities, Commitments and Contingent Assets:**

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

**h. Earnings per Share:**

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS

is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

**i. Segment Reporting:**

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended 31st March 2021. There are no secondary reportable segments (Geographical Segments).

**j. Financial Instruments:**

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

**(i) Initial Recognition:**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or release of financial assets and financial liabilities respectively, which are not at



fair value through profit or loss are added to the fair value of underlying financial assets and liabilities on initial recognition. Trade receivables and trade payables that do not contain a significant financing component are initially measured at their transaction price.

**(ii) Measurement:**

Non-derivative financial instruments – Financial assets carried at amortised cost.

A financial asset is subsequently measured at amortised cost which is held with objective to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial asset at fair value through other comprehensive income:**

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) to present the subsequent changes

in fair value through profit and loss account.

**Financial assets at fair value through profit or loss:**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) at fair value through profit and loss account.

**(iii) Impairment of financial assets:**

The company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with IND AS 109.

**(iv) Financial Liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

**k. Investment in Subsidiaries, Associates and Joint Ventures:**

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

**l. Earnings per share:**

The basic earnings per share is computed by



dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

**m. Employee Benefits:**

Contributions to Provident and Employee State Insurance etc accruing during the accounting period are charged to the statement of Profit and Loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

**3. Critical Accounting – Estimates, Assumptions and Judgements:**

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the

Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

The company has given due consideration of the possible effects that may result from the pandemic related to covid-19 on the carrying amount of receivables and unbilled revenues.

Estimates and underlying assumptions are reviewed on a regular basis. The following areas of revenues, expenses, assets and liabilities are likely to be impacted by events which give rise to revision of estimates made

**(i) Revenue**

The company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

**(ii) Provisions/Expenses**

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

**(iii) Property, Plant & Equipment:**

External advisor and/or internal technical team



assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

**(iv) Intangibles:**

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

**(v) Income taxes**

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

**(vi) Other Estimates:**

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

In addition to the above the uncertainty due to Covid-19 Pandemic, the company continues to revisit the parameters for the estimates made in computing the income, expenses, assets and liabilities.



## Note 2 : Property, Plant & Equipment

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2021

| in ₹                                          |           |                      |                  |                    |                        |             |
|-----------------------------------------------|-----------|----------------------|------------------|--------------------|------------------------|-------------|
| Particulars                                   | Buildings | Electrical Equipment | Office Equipment | Computer Equipment | Furniture and Fixtures | Total       |
| Gross Carrying Value as of 1st April, 2020    | -         | 58,54,491            | 20,84,298        | 1,46,36,610        | 1,30,04,843            | 3,55,80,242 |
| Additions                                     |           |                      |                  | 2,94,500           | -                      | 2,94,500    |
| Deductions                                    |           |                      |                  |                    |                        | -           |
| Gross Carrying Value as of 31st March, 2021   | -         | 58,54,491            | 20,84,298        | 1,49,31,110        | 1,30,04,843            | 3,58,74,742 |
| Additions                                     |           |                      |                  |                    |                        | -           |
| Deductions                                    |           |                      |                  |                    |                        | -           |
| Accumulated depreciation as of April 1, 2020  | -         | 55,61,765            | 19,80,083        | 1,38,00,708        | 1,19,74,605            | 3,33,17,161 |
| Depreciation                                  |           | 2,92,726             | 1,04,215         | 3,21,383           | 3,26,242               | 10,44,566   |
| Accumulated depreciation on deletions         |           |                      |                  |                    |                        | -           |
| Accumulated depreciation as of March 31, 2021 | -         | 58,54,491            | 20,84,298        | 1,41,22,091        | 1,23,00,847            | 3,43,61,727 |
| Carrying Value as of March 31, 2021           | -         | -                    | -                | 8,09,019           | 7,03,996               | 15,13,015   |
| Carrying Value as of April 1, 2020            | -         | 2,92,726             | 1,04,215         | 8,35,902           | 10,30,238              | 22,63,081   |

## Note 2 : Property, Plant & Equipment

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2020

| in ₹                                          |           |                      |                  |                    |                        |             |
|-----------------------------------------------|-----------|----------------------|------------------|--------------------|------------------------|-------------|
| Particulars                                   | Buildings | Electrical Equipment | Office Equipment | Computer Equipment | Furniture and Fixtures | Total       |
| Gross Carrying Value as of 1st April, 2019    | -         | 5,854,491            | 2,084,298        | 1,46,20,805        | 1,29,99,936            | 3,55,59,531 |
| Additions                                     |           | -                    | -                | 15,805             | 4,907                  | 20,712      |
| Deductions                                    | -         |                      |                  |                    |                        | -           |
| Gross Carrying Value as of 31st March, 2020   | -         | 58,54,491            | 20,84,298        | 1,46,36,610        | 1,30,04,843            | 3,55,80,243 |
| Additions                                     |           |                      |                  |                    |                        | -           |
| Deductions                                    |           |                      |                  |                    |                        | -           |
| Accumulated depreciation as of April 1, 2019  | -         | 55,40,753            | 18,21,724        | 1,35,30,347        | 1,10,48,231            | 3,19,41,055 |
| Depreciation                                  |           | 21,012               | 1,58,359         | 2,70,361           | 9,26,375               | 13,76,106   |
| Accumulated depreciation on deletions         |           |                      |                  |                    |                        | -           |
| Accumulated depreciation as of March 31, 2019 | -         | 55,61,765            | 19,80,083        | 1,38,00,708        | 1,19,74,605            | 3,33,17,161 |
| Carrying Value as of March 31, 2020           | -         | 2,92,726             | 1,04,215         | 8,35,902           | 10,30,238              | 22,63,082   |
| Carrying Value as of April 1, 2019            | -         | 3,13,738             | 2,62,574         | 10,90,458          | 19,51,706              | 36,18,476   |



### Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2021 are as follows:

| Particulars                                    | Total        |
|------------------------------------------------|--------------|
| Gross carrying value as of 1st April, 2020     | 38,48,46,129 |
| Additions                                      | -            |
| Deletions                                      |              |
| Gross carrying value as of March 31, 2021      | 38,48,46,129 |
| Accumulated amortisation as of 1st April, 2020 | 38,47,05,561 |
| Amortisation expenses                          | -            |
| Deletions                                      |              |
| Accumulated amortisation as of March 31, 2021  | 38,47,05,561 |
| Carrying value as of March 31, 2021            | 1,40,568     |
| Carrying value as of March 31, 2020            | 1,40,568     |

### Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2020 are as follows:

| Particulars                                    | Total        |
|------------------------------------------------|--------------|
| Gross carrying value as of 1st April, 2019     | 38,48,31,729 |
| Additions                                      | 14,400       |
| Deletions                                      |              |
| Gross carrying value as of March 31, 2020      | 38,48,46,129 |
| Accumulated amortisation as of 1st April, 2019 | 38,46,96,517 |
| Amortisation expenses                          | 9,044        |
| Deletions                                      |              |
| Accumulated amortisation as of March 31, 2020  | 38,47,05,561 |
| Carrying value as of March 31, 2020            | 1,40,568     |
| Carrying value as of March 31, 2019            | 1,40,568     |



#### Note 4 : Financial Investments

in ₹

| Particulars                                       | As at March 31,2021 | As at March 31,2020 |
|---------------------------------------------------|---------------------|---------------------|
| Investment in Subsidiaries                        |                     |                     |
| Equity Shares                                     |                     |                     |
| Cybermate Infotek Limited Inc, USA                | 2,17,500            | 2,17,500            |
| Cybermate International, Unipessol, LDA, Portugal | 68,25,00,000        | 68,25,00,000        |
| <b>Total Financial Investments</b>                | <b>68,27,17,500</b> | <b>68,27,17,500</b> |

#### Note 5 : Deferred Tax Asset

in ₹

| Particulars                     | As at March 31,2021 | As at March 31,2020 |
|---------------------------------|---------------------|---------------------|
| Opening Deferred tax Asset      | 19,76,199           | 21,00,443           |
| Current year adjustments        | -4,35,900           | -1,24,244           |
| <b>Total Deferred Tax Asset</b> | <b>15,40,299</b>    | <b>19,76,199</b>    |

#### Note 6 : Current Investments

in ₹

| Particulars                                                         | As at March 31,2021 | As at March 31,2020 |
|---------------------------------------------------------------------|---------------------|---------------------|
| Equity instruments of other Companies-Quoted                        |                     |                     |
| Tech Mahindra Ltd @ Rs. 564.95 (5 equity shares of Rs.10/-each)     | 4,956               | 2,825               |
| HCL Infosystems Ltd @ Rs. 3.7 (100 Equity Shares of Rs. 2/- each)   | 888                 | 370                 |
| Syndicate Bank Ltd (100 Equity Shares of Rs.10/- each)              | 15,225              | 5,555               |
| HCL Technologies Ltd @ Rs. 436.75 (10 Equity Shares of Rs.2/- each) | 9,835               | 4,368               |
| APTECH LTD @ Rs. 83.8 (25 Equity Shares of Rs.2/- each)             | 4,666               | 2,095               |
| ITC Ltd @ Rs. 172 (10 Equity Shares of Rs.1/- each)                 | 2,185               | 1,720               |
| Equity instruments of other Companies-UnQuoted                      |                     |                     |
| <b>Total Current Investments</b>                                    | <b>37,755</b>       | <b>16,932</b>       |

**Note 7 : Trade Receivables**

in ₹

| Particulars                    | As at March 31,2021 | As at March 31,2020 |
|--------------------------------|---------------------|---------------------|
| Current                        |                     |                     |
| Unsecured                      |                     |                     |
| Considered good                | 58,19,90,163        | 51,41,99,697        |
| Considered doubtful            |                     |                     |
| <b>Total Trade Receivables</b> | <b>58,19,90,163</b> | <b>51,41,99,697</b> |

**Note 8 : Cash & Cash Equivalents**

in ₹

| Particulars                              | As at March 31,2021 | As at March 31,2020 |
|------------------------------------------|---------------------|---------------------|
| Balances with Banks                      |                     |                     |
| In Current & Deposit accounts            | 11,93,946           | 4,22,540            |
| Cash on hand                             | 41,063              | 54,368              |
| <b>Total Cash &amp; Cash Equivalents</b> | <b>12,35,009</b>    | <b>4,76,908</b>     |

**Note 9 : Other Financial Assets**

in ₹

| Particulars                         | As at March 31,2021 | As at March 31,2020 |
|-------------------------------------|---------------------|---------------------|
| Current                             |                     |                     |
| Security Deposits                   | 2,99,588            | 2,99,588            |
| Rental Deposits                     | 5,03,600            | 8,67,271            |
| <b>Total Other Financial Assets</b> | <b>8,03,188</b>     | <b>11,66,859</b>    |

**Note 10 : Other Current Assets**

in ₹

| Particulars                          | As at March 31,2021 | As at March 31,2020 |
|--------------------------------------|---------------------|---------------------|
| Current                              |                     |                     |
| Advances Recoverable in cash or kind | 20,06,998           | 18,71,149           |
| Advance Taxes & Duties               | 2,51,34,235         | 2,76,18,164         |
| Other Current Assets                 | -                   | 68,750              |
| <b>Total Other Current Assets</b>    | <b>2,71,41,233</b>  | <b>2,95,58,063</b>  |



### Note 11 : Share Capital

in ₹

| Particulars                                                  | As at March 31,2021 | As at March 31,2020 |
|--------------------------------------------------------------|---------------------|---------------------|
| Equity Share Capital                                         |                     |                     |
| Authorised                                                   | 85,00,00,000        | 85,00,00,000        |
| C.Y. 42,50,00,000 ( P.Y. 42,50,00,000) shares of Re.2/- each |                     |                     |
| Issued, Subscribed and Paid up                               | 19,79,16,482        | 19,79,16,482        |
| C.Y. 9,89,58,241 ( P.Y. 9,89,58,241) shares of Re.2/- each   |                     |                     |
| <b>Total Paid up Equity Share Capital</b>                    | <b>19,79,16,482</b> | <b>19,79,16,482</b> |

#### Authorised

The Company's Authorised Capital is of 85,00,00,000 (Previous Year Same) distributed into 42,50,00,000 (Previous Year Same) Equity Shares of Rs. 2/- each

#### Issued, Subscribed & Paid-Up

The Issued and Subscribed Capital of the Company as at 31st March 2021 is of 19,79,16,482, represented by 9,89,58,241 Equity shares of Rs. 2/- each and Paid up Capital as at 31st March 2020 is of 19,79,16,482, represented by 9,89,58,241 Equity Shares of Rs. 2/- each.

The reconciliation of the Equity Share Capital of the Company is given as under:

in ₹

|                               | Issued & Subscribed |              | Fully Paid-up |              | Partly Paid-up |        |
|-------------------------------|---------------------|--------------|---------------|--------------|----------------|--------|
|                               | Number              | Amount       | Number        | Amount       | Number         | Amount |
| Balance as at 31st March 2020 | 9,89,58,241         | 19,79,16,482 | 9,89,58,241   | 19,79,16,482 | -              | -      |
| Add :                         | -                   | -            | -             | -            | -              | -      |
| Add :                         | -                   | -            | -             | -            | -              | -      |
| Balance as at 31st March 2021 | 9,89,58,241         | 19,79,16,482 | 9,89,58,241   | 19,79,16,482 | -              | -      |

The Company's Paid-up Capital of Rs.19,79,16,482 ( Previous Year Same ) Equity Shares of Rs. 2/- each, is distributed as under

| Shareholders holding more than 5 % of the paid up capital | As At 31st March 2021 |       | As At 31st March 2020 |       |
|-----------------------------------------------------------|-----------------------|-------|-----------------------|-------|
|                                                           | Number                | %     | Number                | %     |
| a) Promoter & Promoter Group                              |                       |       |                       |       |
| 1. Mr.P.C.Pantulu                                         | 1,68,01,269           | 16.98 | 1,68,01,269           | 16.98 |
| b) Others-bond holders                                    |                       |       |                       |       |
| 1. Global Focus Fund                                      | 1,39,68,179           | 14.12 | 1,39,68,179           | 14.12 |



## Note 12 : Other Equity

| Particulars                                                                 | Reserves & Surplus         |                     |                 |                |                              | Other Comprehensive Income                            |                                           |                                                         |
|-----------------------------------------------------------------------------|----------------------------|---------------------|-----------------|----------------|------------------------------|-------------------------------------------------------|-------------------------------------------|---------------------------------------------------------|
|                                                                             | Securities Premium Reserve | Retained Earnings   | General reserve | Share Warrants | Business transfer adjustment | Equity Instruments through other comprehensive income | Other items of other comprehensive income | Total Equity attributable equity holders of the Company |
| Balance as at 1st April, 2019                                               | 2,96,27,442                | 11,73,74,881        | -               | -              | -                            | 61,84,85,494                                          | -                                         | 76,54,87,817                                            |
| Changes in equity for the year ended March 31, 2019                         |                            |                     |                 |                |                              |                                                       | -                                         | -                                                       |
| Increase in share capital on account of fresh issue                         | -                          |                     |                 |                |                              |                                                       | -                                         | -                                                       |
| Issue of Share Warrants                                                     | -                          |                     |                 |                |                              |                                                       |                                           | -                                                       |
| Remeasurement of the net defined benefit liability/asset, net of tax effect |                            |                     |                 |                |                              |                                                       |                                           | -                                                       |
| Fair Valuation of investments, net of tax effect                            | -                          |                     |                 |                |                              | -15,622                                               |                                           | -15,622                                                 |
| Equity Instruments through other comprehensive income, net of tax effect    |                            |                     |                 |                |                              | -                                                     |                                           | -                                                       |
| Reversal of Provision                                                       |                            |                     |                 |                |                              |                                                       |                                           | -                                                       |
| Profit for the Period                                                       |                            | 88,62,091           |                 |                |                              |                                                       |                                           | 8,862,091                                               |
| <b>Balance as at 31st March, 2020</b>                                       | <b>2,96,27,442</b>         | <b>12,62,36,972</b> | <b>-</b>        | <b>-</b>       | <b>-</b>                     | <b>61,84,69,872</b>                                   | <b>-</b>                                  | <b>77,43,34,286</b>                                     |
| <b>Balance as at 1st April, 2020</b>                                        | <b>2,96,27,442</b>         | <b>12,62,36,972</b> | <b>-</b>        | <b>-</b>       | <b>-</b>                     | <b>61,84,69,872</b>                                   | <b>-</b>                                  | <b>77,43,34,286</b>                                     |
| Changes in equity for the year ended March 31, 2020                         | -                          | -                   | -               | -              | -                            | -                                                     | -                                         | -                                                       |
| Increase in share capital on account of fresh issue                         | -                          | -                   | -               | -              | -                            | -                                                     | -                                         | -                                                       |
| Issue of Share Warrants                                                     | -                          | -                   | -               | -              | -                            | -                                                     | -                                         | -                                                       |
| Remeasurement of the net defined benefit liability/asset, net of tax effect | -                          | -                   | -               | -              | -                            | -                                                     | -                                         | -                                                       |
| Fair Valuation of investments, net of tax effect                            | -                          | -                   | -               | -              | -                            | 20,823                                                | -                                         | 20,823                                                  |
| Equity Instruments through other comprehensive income, net of tax effect    | -                          | -                   | -               | -              | -                            | -                                                     | -                                         | -                                                       |
| Reversal of Provision                                                       | -                          | -                   | -               | -              | -                            | 3,15,30,128                                           | -                                         | 3,15,30,128                                             |
| Profit for the Period                                                       | -                          | 21,12,521           | -               | -              | -                            | -                                                     | -                                         | 21,12,521                                               |
| <b>Balance as at 31st March, 2021</b>                                       | <b>2,96,27,442</b>         | <b>12,83,49,493</b> | <b>-</b>        | <b>-</b>       | <b>-</b>                     | <b>65,00,20,823</b>                                   | <b>-</b>                                  | <b>80,79,97,758</b>                                     |

**Note 13 : Financial Liabilities**

in ₹

| Particulars                        | As at March 31,2021 | As at March 31,2020 |
|------------------------------------|---------------------|---------------------|
| Other Financial Liabilities        | 49,79,868           | 3,65,09,996         |
| <b>Total Financial Liabilities</b> | <b>49,79,868</b>    | <b>3,65,09,996</b>  |

**Note 14 : Trade Payables**

in ₹

| Particulars                                    | As at March 31,2021 | As at March 31,2020 |
|------------------------------------------------|---------------------|---------------------|
| Dues to other than Micro and small enterprises | 12,10,56,832        | 8,67,20,317         |
| <b>Total Trade Payables</b>                    | <b>12,10,56,832</b> | <b>8,67,20,317</b>  |

**Note 15 : Other Financial Liabilities**

in ₹

| Particulars                                | As at March 31,2021 | As at March 31,2020 |
|--------------------------------------------|---------------------|---------------------|
| Current maturities of Long Term Borrowings | -                   | -                   |
| Short Term Borrowings                      |                     |                     |
| From Others                                | 7,58,16,358         | 2,46,12,004         |
| <b>Total Other Financial Liability</b>     | <b>7,58,16,358</b>  | <b>2,46,12,004</b>  |

**Note 16 : Other Current Liabilities**

in ₹

| Particulars                            | As at March 31,2021 | As at March 31,2020 |
|----------------------------------------|---------------------|---------------------|
| Interest Payable                       |                     |                     |
| Outstanding Expenses Payable           |                     |                     |
| Audit Fee Payable                      | 7,26,250            | 4,50,000            |
| Directors Remuneration Payable         | 3,09,81,177         | 2,88,95,473         |
| Other Payable                          | 1,94,33,578         | 3,90,20,088         |
| <b>Total Other Current Liabilities</b> | <b>5,11,41,005</b>  | <b>6,83,65,558</b>  |

**Note 17 : Provisions**

in ₹

| Particulars                            | As at March 31,2021 | As at March 31,2020 |
|----------------------------------------|---------------------|---------------------|
| <b>Provision for Employee Benefits</b> |                     |                     |
| PF Payable                             | 18,16,089           | 15,41,385           |
| ESI Payable                            | 2,37,074            | 1,73,666            |
| PT Payable                             | 3,21,732            | 3,15,532            |
| Salaries Payable                       | 88,82,411           | 1,61,80,222         |
| <b>Others</b>                          |                     |                     |
| Statutory Liabilities                  | 41,13,297           | 38,75,923           |
| Others                                 | 50,000              | 76,000              |
| <b>Total Provisions</b>                | <b>1,54,20,603</b>  | <b>2,21,62,729</b>  |

**Note 18 : Income Tax Liability**

in ₹

| Particulars                       | As at March 31,2021 | As at March 31,2020 |
|-----------------------------------|---------------------|---------------------|
| Income Tax (Net)                  | 21,894,436          | 19,624,816          |
| Current Income Tax                | 895,390             | 2,269,620           |
| <b>Total Income Tax Liability</b> | <b>22,789,826</b>   | <b>21,894,436</b>   |

**Note 19 : Revenue from operations**

in ₹

| Particulars                          | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|--------------------------------------|-----------------------|-----------------------|
| Revenue from Operations              |                       |                       |
| Domestic Sales                       | 1,51,16,032           | 5,44,500              |
| Export Sales                         | 6,67,15,638           | 51,46,09,193          |
| <b>Total Revenue from Operations</b> | <b>8,18,31,670</b>    | <b>51,51,53,693</b>   |

**Note 20 : Other Income**

in ₹

| Particulars                                                                         | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|-------------------------------------------------------------------------------------|-----------------------|-----------------------|
| (a) Dividend Income                                                                 | -                     | -                     |
| (b) Net Gain on sale of Investments / Assets                                        | -                     | -                     |
| (c) Other non-operating income (net of expenses directly attributed to such income) | -                     | -                     |
| (d) Other income                                                                    | 1,14,00,795           | 19,78,042             |
| <b>Total Other Income</b>                                                           | <b>1,14,00,795</b>    | <b>19,78,042</b>      |

**Note 21 : Employee Benefits Expenses**

in ₹

| Particulars                                 | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|---------------------------------------------|-----------------------|-----------------------|
| (a) Salaries & Wages                        | 6,20,59,063           | 44,18,85,968          |
| (b) Contribution to Provident & Other Funds | 1,51,788              | 3,39,235              |
| (c) Staff Welfare Expenses                  | 1,04,287              | 93,17,798             |
| <b>Total Employee Benefit Expenses</b>      | <b>6,23,15,138</b>    | <b>45,15,43,001</b>   |

**Note 22 : Finance Cost**

in ₹

| Particulars               | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|---------------------------|-----------------------|-----------------------|
| (a) Interest Expense      | 65,00,000             | 65,00,000             |
| <b>Total Finance Cost</b> | <b>65,00,000</b>      | <b>65,00,000</b>      |

**Note 23 : Administrative & Other Operating Expenses**

in ₹

| Particulars                                      | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|--------------------------------------------------|-----------------------|-----------------------|
|                                                  | Amount                | Amount                |
| ((a) Telephone, Postage and Others               | 79,812                | 2,53,245              |
| (b) Business Promotion Expenses                  | 1,62,274              | 1,07,200              |
| (c) Conveyance                                   | 22,294                | 3,97,646              |
| (d) Travelling expenses                          | -                     | 5,27,772              |
| (e) Office Maintenance                           | 55,17,526             | 42,51,850             |
| (f) Printing & Stationery Expenses               | 23,655                | 1,88,644              |
| (g) Service charges                              | -                     | 17,00,346             |
| (h) Managerial Remuneration                      | 23,42,259             | 58,10,000             |
| (i) RTA & Secretarial Expenses                   | 9,89,503              | 11,19,083             |
| (j) Professional Consultancy fee                 | 45,700                | 84,97,723             |
| (k) Board Meeting Expenses                       | 32,500                | 1,07,955              |
| (l) Bank Charges                                 | 7,962                 | 51,269                |
| (m) Rent                                         | 18,53,214             | 17,64,966             |
| (n) Legal Expenses                               | 22,55,000             | 13,27,600             |
| (o) Electricity & Water                          | 7,42,274              | 3,77,065              |
| (p) AGM Expenses                                 | 15,000                | 2,69,450              |
| (q) Auditors Remuneration                        |                       |                       |
| (i) Statutory Audit Fee                          | 2,00,000              | 2,00,000              |
| (ii) For Taxation Matters                        | 50,000                | 50,000                |
| (r) Recruitment charges                          | 43,74,850             | 1,66,62,655           |
| (s) Rates & Taxes                                | -                     | 2,20,742              |
| (t) Repair & maintainance                        | 60,904                | 1,87,942              |
| (u) Operating Expenses                           | 2,50,650              | 5,20,521              |
| v) Net Foreign Exchange Loss                     | 9,03,572              | 18,06,146             |
| <b>Total Administrative &amp; Other Expenses</b> | <b>1,99,28,950</b>    | <b>4,63,99,820</b>    |

**Notes to Accounts.****24. Corporate Insolvency Resolution Process:**

The NCLT Hyderabad passed orders withdrawing the IBC proceedings on the 04th of January 2021.

The company was under the control of the Insolvency Resolution Professional for the period 22nd May 2020 to 04th January 2021.

The Resolution Professional handed over the company back to the promoters/directors on the 08th of January 2021.

During the CIRP Period i.e. from 22nd May 2020 to 4th January 2021, the Resolution Professional did not comply with statutory and Other Compliances. The Board upon, restoration complied with the statutory filings.

The BSE has levied a penalty on 09th July 2021 for delayed filings under SEBI (LODR) Regulations 2015, for which the company has moved an application for waiver.

**25. Statutory Dues- Emphasis of Matter**

The Auditors in their report have laid Emphasis in respect of unpaid statutory dues. The company has just come out of Corporate Insolvency Resolution Process (CIRP), and the company is in the process of clearing the statutory dues.

**26. Covid-19-Pandemic**

On March 11, 2020, the WHO (World Health Organization) declared Covid-19 outbreak as a pandemic. The lockdowns and restrictions imposed on various activities due to COVID-19 pandemic have posed challenges on the businesses of Company. Our Operations were effected and caused a severe strain on our cash flows as well.

**27. Contingent Liabilities:**

The Following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor on the basis of merits.



| Name of the Statute | Name of dues | Under section    | Amount in ₹  | Period to which the amount relates | Forum where dispute is pending |
|---------------------|--------------|------------------|--------------|------------------------------------|--------------------------------|
| Income Tax Act 1961 | Income Tax   | Set Aside        | 3,29,85,990  | A.Y. 2009-10                       | CIT (Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 66,78,883    | A.Y. 2011-12                       | CIT (Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 147 r.w. Sec.144 | 1,70,34,842  | A.Y. 2011-12                       | CIT (Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 1,15,75,170  | A.Y. 2012-13                       | CIT(Appeals)                   |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 3,83,56,680  | A.Y. 2013-14                       | ITAT(Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 2,24,09,220  | A.Y. 2014-15                       | CIT (Appeals)                  |
|                     |              | Total            | 12,90,40,785 |                                    |                                |

## 28. Micro, Small and Medium Enterprises:

The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

## 29. Subsidiary Companies

1. Cybermate Infotek Limited Inc has been re-instated on the records of Delaware Division of Corporations. However due to Covid-19 Pandemic there were no operations during the period 2020

2. Cybermate International, Unipessol, LDA has commenced operations in the year 2019 but due to Covid-19 Pandemic there were no operations during the period 2020

Further a Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form AOC - 1 is annexed to the Directors' Report as **Annexure-I** pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.

## 30. Segment Reporting

In accordance with the requirement of IND AS-



108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, and secondary reportable segments. There are no secondary reportable segments (Geographical Segments).

### 31. Earnings Per Share

|                                                                                                                | 2021        | 2020        |
|----------------------------------------------------------------------------------------------------------------|-------------|-------------|
| Profits attributable to Equity Shareholders (Rs.)                                                              | 21,12,521   | 88,62,091   |
| Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares) | 9,89,58,241 | 9,89,58,241 |
| Basic EPS - Rs.                                                                                                | 0.02        | 0.09        |
| Diluted EPS- Rs.                                                                                               | 0.02        | 0.09        |

### 32. Related Party Disclosures

#### I. Key Management Personnel

1. Mr. P.C. Pantulu – Managing Director
2. Mr. K.S. Shiva Kumar – Director
3. Mr. P. Chandra Sekhar – Director
4. Mr. K.Koteswara Rao – Director
5. Ms. C. Kamakshi Bharathi – Director (upto 13-02-2021)
6. Mr. V.S. Roop Kumar – Director
7. Mr. B. Srinivasa Reddy – Director
8. Mr. Suraj Bharadwaj – Director
9. Ms. G. Ponnari – Director (with effect from 13-02-2021)
10. Ms. Sangeeta Mundhra – Company Secretary & Compliance Officer

#### II. Parties where control exists – Wholly Owned Subsidiary

1. Cybermate Infotek Limited Inc
2. Cybermate International Unipessol, LDA

#### III. Enterprises controlled by Key Management Personnel

1. Orchasp Consulting Pvt. Ltd.
2. Orchasp Securities Pvt. Ltd.
3. CIL Infoserve Ltd.
4. Bilwa Infrastructure Ltd.

#### IV. Relatives of Key Management Personnel

1. Mrs. P. Rajeswari – Wife of Mr. P.C. Pantulu
2. Mrs. P. Sirisha – D/o. Mr. P.C. Pantulu
3. Mr. P. Srikrishna – B/o. Mr. P.C. Pantulu
4. Mrs. K. Sirisha – W/o. Mr. P. Chandra Sekhar
5. Mr. P. Manjush – cousin of Mr. P. Chandra Sekhar
6. Mr. K. Bhujangarao – Father In Law of Mr. P. Chandra Sekhar



| Related Party Transactions 2020-21                       |                                |                              |                                |                              |
|----------------------------------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|
|                                                          | 2020-21                        |                              | 2019-20                        |                              |
|                                                          | Transaction Value<br>INR-Lakhs | Closing Balance<br>INR-Lakhs | Transaction Value<br>INR-Lakhs | Closing Balance<br>INR-Lakhs |
| <b>A Rendering of Services</b>                           |                                |                              |                                |                              |
| (a) CIL Infoserve Ltd.                                   | (33.47)                        | 254.18                       | 3.87                           | 287.65                       |
| (b) Orchasp Securities Pvt. Ltd.                         | 0.73                           | 10.85                        | 2.36                           | 10.11                        |
| (c) Bilwa Infrastructure Ltd.                            | (14.22)                        | 132.48                       | 32.78                          | 146.7                        |
| (d) Orchasp Consulting Pvt. Ltd.                         | (82.9)                         | (102.13)                     | 2.36                           | (19.22)                      |
| <b>Total</b>                                             | <b>(129.86)</b>                | <b>295.38</b>                | <b>41.38</b>                   | <b>425.24</b>                |
| <b>B Advances from</b>                                   |                                |                              |                                |                              |
| (i) Key Management Personnel                             |                                |                              |                                |                              |
| (a) Mr. P.C. Pantulu                                     | 154.23                         | 337.46                       | 0.6                            | 183.23                       |
| (b) Mr. P. Chandra Sekhar                                | 79.67                          | 82.39                        | 21.25                          | 2.72                         |
| <b>Total</b>                                             | <b>233.91</b>                  | <b>419.85</b>                | <b>21.85</b>                   | <b>185.94</b>                |
| (ii) Relatives of Key Management Personnel               |                                |                              |                                |                              |
| (a) Mrs. Rajeswari Pattapurathi                          | -                              | 17.03                        | -                              | 17.03                        |
| (b) Ms. Sirisha Kasukhela                                | -                              | 41.27                        | -                              | 41.27                        |
| (c) Mr. Manjush Pattapurathi                             | -                              | 5.00                         | -                              | 5.00                         |
| (d) Mr. Srikrishna Pattapurathi                          | -                              | 1.77                         | -                              | 1.77                         |
| (e) Mr. K. Bhujanga Rao                                  | -                              | 6.42                         | 6.77                           | 6.42                         |
| <b>Total</b>                                             | <b>-</b>                       | <b>71.48</b>                 | <b>6.77</b>                    | <b>71.48</b>                 |
| (iii) Enterprises Controlled by Key Management Personnel |                                |                              |                                |                              |
| (a) Bilwa Infrastructure Ltd.                            | -                              | -                            | -                              | -                            |
| (b) Orchasp Consulting Pvt. Ltd.                         | -                              | -                            | -                              | -                            |
| (c) Orchasp Securities Pvt. Ltd.                         | -                              | -                            | -                              | -                            |
| (d) CIL Infoserve Ltd.                                   | -                              | -                            | -                              | -                            |
| <b>Total</b>                                             | <b>-</b>                       | <b>-</b>                     | <b>-</b>                       | <b>-</b>                     |
| <b>C Managerial Remuneration</b>                         |                                |                              |                                |                              |
| (a) Mr. K.S. Shiva Kumar                                 | 3.45                           | 88.98                        | 9.6                            | 85.54                        |
| (b) Mr. P. Chandra Sekhar                                | 7.82                           | 108.76                       | 18.5                           | 100.94                       |
| (c) Mr. P.C. Pantulu                                     | 9.59                           | 118.53                       | 30                             | 108.94                       |
| <b>Total</b>                                             | <b>20.86</b>                   | <b>316.27</b>                | <b>58.1</b>                    | <b>295.41</b>                |
| <b>D Directors Sitting Fee</b>                           |                                |                              |                                |                              |
| (a) Mr. K. Koteswara Rao                                 | -                              | -                            | 0.18                           | -                            |
| (b) Ms. C. Kamakshi Bharathi                             | 0.05                           | -                            | 0.38                           | -                            |
| (c) Mr. B. Srinivasa Reddy                               | 0.08                           | -                            | 0.35                           | -                            |
| (d) Mr. V.S. Roop Kumar                                  | 0.08                           | -                            | 0.33                           | -                            |
| (e) Mr. Suraj Bharadwaj                                  | 0.13                           | -                            | 0.23                           | -                            |
| (f) Ms. G. Ponnari -                                     | -                              | -                            | -                              | -                            |
| <b>Total</b>                                             | <b>0.33</b>                    | <b>-</b>                     | <b>1.45</b>                    | <b>-</b>                     |



in ₹

| Aggregated Related party Disclosures |                          |                             |                                             |                                                                             |                 |
|--------------------------------------|--------------------------|-----------------------------|---------------------------------------------|-----------------------------------------------------------------------------|-----------------|
| Nature of Transaction                | Associate/<br>Subsidiary | Key Management<br>Personnel | Relatives of<br>Key Management<br>Personnel | Enterprises<br>controlled by<br>relative, of Key<br>Management<br>Personnel | Total           |
| Remuneration                         | -                        | 20.86(58.10)                | -                                           | -                                                                           | 20.86(58.10)    |
| Trade Payables                       | -                        | -                           | -                                           | -                                                                           | -               |
| Trade Receivables                    | -                        | -                           | -                                           | 144.96(87.32)                                                               | 144.96(87.32)   |
| Advances/Loans/ICDs Received         | -                        | 246.71(21.84)               | NIL (6.76)                                  | NIL (NIL)                                                                   | 246.71 (28.6)   |
| Advances/Loans/ICD, Repaid           | -                        | 12.80(22.74)                | NIL (0.45)                                  | NIL (NIL)                                                                   | 12.80(23.19)    |
| Balance outstanding as on 31.03.2021 | -                        | -                           |                                             |                                                                             |                 |
| Receivable                           | -                        | -                           |                                             | 295.36(425.24)                                                              | 295.36 (425.24) |
| Payable                              | -                        | 419.85(185.94)              | 71.83(71.83)                                | NIL (NIL)                                                                   | 491.68 (257.77) |

Previous years figures have been regrouped where ever necessary

### 33. Audit Fees:

in ₹

|                     | 2021            | 2020            |
|---------------------|-----------------|-----------------|
| As Auditor          |                 |                 |
| For Statutory Audit | 2,00,000        | 2,00,000        |
| For Tax Audit       | 50,000          | 50,000          |
| <b>Total</b>        | <b>2,50,000</b> | <b>2,50,000</b> |

### 34. Foreign Currency Convertible Bonds

| (a) Utilisation of Proceeds                 |            |
|---------------------------------------------|------------|
| No of FCCBs Issued                          | 105        |
| Value of each bond USD                      | 100,000    |
| Total FCCB Offering USD                     | 10,500,000 |
| Investment in Wholly owned Subsidiary - USD | 10,500,000 |
| Balance Unutilised -USD                     | -          |

The Proceeds of the FCCB have been utilized in accordance with the purpose allowed by the Reserve Bank of India as per the LRN No. 201803190 dated 28th March, 2018.

| (b) No of Bonds outstanding              |     |
|------------------------------------------|-----|
| No of FCCBs Issued                       | 105 |
| No of Bonds converted into Equity Shares | 5   |
| Balance FCCBs outstanding                | 100 |



in ₹

| <b>(c) Initial Recognition of Foreign Currency Convertible Bonds(FCCB)</b> |                |
|----------------------------------------------------------------------------|----------------|
| <b>Particulars</b>                                                         | <b>Amount</b>  |
| Total FCCBs issued                                                         | 68,25,00,000/- |
| Less : Converted into Equity                                               | 3,25,00,000/-  |
| Equity Component as on Balance Sheet date                                  | 65,00,00,000/- |

**(d) Disclosure**

The FCCB is disclosed under other Equity as it is treated as an embedded derivative in accordance with IND AS 32, 107 and 109 as mentioned in the accounting policy on Financial Instruments. The FCCBs are repayable or convertible into equity shares on maturity dated 9th July, 2023 vide offering circular dated 9th July, 2018

**35. Earnings in Foreign Currency**

in ₹

| <b>Particulars</b> | <b>2021</b>    | <b>2020</b>     |
|--------------------|----------------|-----------------|
|                    | <b>in Lacs</b> | <b>in Lacs</b>  |
| Export Earnings    | 667.15         | 5146.09         |
| <b>Total</b>       | <b>667.15</b>  | <b>5,146.09</b> |

**36. Expenditure in Foreign Currency**

in ₹

| <b>Particulars</b>             | <b>2021</b>    | <b>2020</b>     |
|--------------------------------|----------------|-----------------|
|                                | <b>in Lacs</b> | <b>in Lacs</b>  |
| Operational Expenses           | 531.24         | 3,933.46        |
| Consultancy & Professional Fee | -              | 84.98           |
| Service Charges                | 10.93          | 17.00           |
| Interest - FCCB                | 65.00          | 65.00           |
| Recruitment & Office Costs     | 43.74          | 184.28          |
| Travel                         | -              | 3.68            |
| Training                       | 21.87          | -               |
| <b>Total</b>                   | <b>672.78</b>  | <b>4,288.40</b> |



**37.** Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

**38.** Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

**As per our report of even date**

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S

A. Krishna Rao  
Partner  
Membership No. 020085

P.C. Pantulu  
Chairman  
DIN : 01583136

K.S. Shiva Kumar  
Director  
DIN : 02103299

P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212

Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 28th June 2021





# Consolidated Financial Statement



## Independent Auditor's Report

**To the Members of M/S. Orchasp Limited (previously known as Cybermate Infotek Limited)**

### Report on the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **M/s.Orchasp Limited (previously known as Cybermate Infotek Limited)** (hereinafter referred to as Holding Company) which includes its two foreign subsidiaries (the Holding company and its Subsidiaries together referred to as "The Group") comprising of the consolidated Balance sheet as at March 31, 2021, the consolidated Statement of Profit and Loss (Including other Comprehensive Income), the consolidated Cash Flow Statement and the Consolidated Statement of Changes of Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (Here in after referred to as "Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India including Ind AS of the financial position of the group as at March 31, 2021, and its Profit including other comprehensive income, its consolidated cash flow and consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) 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 "Consolidated Ind AS financial statements" 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 (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the "Consolidated Ind AS financial statements".

#### Emphasis of Matter:

- a. The company has changed its name from **Cybermate Infotek Limited** to **Orchasp Limited** and got approval from the shareholders in the EGM Conducted on 06/05/2021.



- b. The company M/s Orchasp Limited (previously known as M/s Cybermate Infotek Limited) has came out of IBC Proceedings during the year i.e on 04/01/2021. During the IBC Proceedings i.e from May 22nd 2020 to Jan 4th 2021, the company has not complied SEBI (LODR) and statutory compliances during the period of NCLT proceedings.
- c. The company has not paid the Statutory Dues for a period of more than 6 months from the date they become payable. The details are as given below.(Refer Note No: 25 of Notes to Accounts of Consolidated Financial statements)

| Name of the Statute                                    | Due amount(In Rs) | Nature of Dues            | Remarks                             |
|--------------------------------------------------------|-------------------|---------------------------|-------------------------------------|
| 1.Telangana Profession Act                             | 3,21,732/-        | Professional tax          | Amount has not been paid till date. |
| 2. Employees Provident Fund & Misc Provisions Act 1952 | 18,16,088/-       | Provident Fund            | Amount has not been paid till date. |
| 3. Income Tax Act, 1961                                | 41,63,296/-       | TDS                       | Amount has not been paid till date. |
| 4. Income tax Act, 1961                                | 1,24,07,619/-     | Income Tax for Fy 2018-19 | Amount has not been paid till date. |
| 5. Income Tax Act, 1961                                | 22,69,620/-       | Income Tax for Fy 2019-20 | Amount has not been paid till date. |
| 6. Employee state insurance                            | 2,37,074/-        | ESI                       | Amount has not been paid till date. |

**d. Covid-19 Pandemic:** Due to lockdown restrictions imposed on various activities and due to Covid-19 Pandemic, operations of the company were affected and caused severe strain on the cash flows of the company.

Our opinion is not modified with respect of the above matters.

#### Key Audit Matters

##### • Issue of Foreign Currency Convertible Bonds(FCCB)

The company has issued FCCB of US\$ 1,05,00,000 ( 68,25,000,00),1% coupon Foreign Currency convertible Bond's due upon completion of Five years from the date of issue . The bonds will bear interest at the rate 1% per annum, from the Interest Commencement date up to the date prior to the date of maturity.

#### Auditor's Response

##### Principal Audit Procedures

The recognition of FCCB in Books of Accounts as per "Ind AS 109- Financial Instruments" and "Ind AS 32- Financial Instruments : Presentation " involves Professional Judgment relating to determination of repayment and convertible obligations over the tenure of FCCB's. The FCCB's converted into equity as on 31-03-2020 is for an amount of Rs.3,25,00,000/-

Refer Note No.34 in Notes to Consolidated Financial Statements.

- Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)



The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

#### **Auditor's Response:**

##### **Principal Audit Procedures**

We assessed the Holding Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re performance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- Selected a sample of continuing and new contracts and performed the following procedures:
  - Read, analyzed and identified the distinct performance obligations in these contracts.
  - Compared these performance obligations with that identified and recorded by the Company.
  - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
  - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
  - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
  - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time



recording and budgeting systems. We also tested the access and change management controls relating to these systems.

- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
- We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date

- **Evaluation of uncertain tax positions**

The Holding Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.

**Auditor's Response:**

**Principal Audit Procedures**

Obtained details of completed tax assessments and demands for the year ended March 31, 2021 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax

positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2021 to evaluate whether any change was required to management's position on these uncertainties.

**Information Other than the Ind AS 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 Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS 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.

**Responsibilities of Management for the Consolidated Financial Statements:**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance (including the other comprehensive income), cash flows and Statement of Changes in Equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued there under. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Consolidated Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures



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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of 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 Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the Consolidated Ind AS financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements of the current period and are



therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters:**

We didn't audit the financial statements and other financial information, in respect of the two foreign subsidiaries, whose Ind AS financial statements include total Revenues Rs. Nil and total profit after Tax Rs. Nil total comprehensive profit of Rs. Nil for the year ended 31st March 2021, as considered in financial statements of The Group. The Management of the Holding Company has prepared the financial statements and furnished to us and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of Management and procedures performed by us as stated above.

Our Conclusion on the statement is not modified in respect of the above matter.

#### **Report on Other Legal and Regulatory Requirements**

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

2. As required by Section 143(3) of the Act, we further 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 appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the applicable Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.

e) On the basis of written representations received from the directors as on March 31, 2021, and taken on record by the Board of Directors, none of the directors of The Holding company is disqualified as on March 31, 2021, 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 over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and

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 has disclosed the impact of pending litigations which would impact its financial position in its financial statements. (Refer Note No: 27 of Notes to Accounts The Consolidated Financial statements)
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**For P. Murali & Co,**

Chartered Accountants,  
Firm Registration No: 007257S.

**A. Krishna Rao**

Partner

M.No:020085

UDIN: 21020085AAAAAPV9700

Place: Hyderabad

Date: 28/06/2021



## **Annexure – A**

### **to the Independent Auditor's Report**

#### **Report on the Internal Financial Controls under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')**

We have audited the internal financial controls over financial reporting of

**M/s. Orchasp Limited (previously Known as M/s Cybermate Infotek Limited** ('the Holding Company') as of March 31, 2021 in conjunction with our audit of Consolidated Ind AS financial statements of the company for the year ended on that date in respect of The Holding Company only as the two subsidiaries included in the Group are incorporated outside India.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 Act.

#### **Auditor's 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 prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These Standards and 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 risk 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 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 these 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 Consolidated Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated Ind AS financial statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitation 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 Holding company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the holding 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 P. Murali & Co,**

Chartered Accountants,

Firm Registration No: 007257S.

### **A. Krishna Rao**

Partner

M.No: 020085

UDIN: 21020085AAAAPV9700

Place: Hyderabad

Date: 28/06/2021



**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**  
**Consolidated Balance Sheet as at March 31, 2021**

| Particulars                                                                | Notes | As at 31 March, 2021  | As at 31 March, 2020  |
|----------------------------------------------------------------------------|-------|-----------------------|-----------------------|
|                                                                            |       | in ₹                  | in ₹                  |
| <b>Assets</b>                                                              |       |                       |                       |
| <b>Non-Current Assets</b>                                                  |       |                       |                       |
| (a) Property, Plant and Equipment                                          | 2     | 15,13,015             | 22,63,081             |
| (b) Capital Work-in-Progress                                               |       | -                     | -                     |
| (c) Investment Property                                                    |       | -                     | -                     |
| (d) Goodwill                                                               |       | -                     | -                     |
| (e) Other Intangible Assets                                                | 3     | 1,40,568              | 1,40,568              |
| (f) Intangible Assets under Development                                    |       | -                     | -                     |
| (g) Financial Assets                                                       |       | -                     | -                     |
| (i) Investments                                                            | 4     | 68,25,00,000          | 68,25,00,000          |
| (ii) Receivables                                                           |       | -                     | -                     |
| (iii) Other Financial Assets                                               |       | -                     | -                     |
| (h) Deferred Tax Assets (net)                                              | 5     | 15,40,299             | 19,76,199             |
| (i) Other Non-Current Assets                                               |       | -                     | -                     |
| <b>Current Assets</b>                                                      |       |                       |                       |
| (a) Financial Assets                                                       |       |                       |                       |
| (i) Investments                                                            | 6     | 37,755                | 16,932                |
| (ii) Trade receivables                                                     | 7     | 58,22,07,663          | 52,21,13,420          |
| (iii) Cash and Cash Equivalents                                            | 8     | 12,35,009             | 6,94,410              |
| (iv) Bank Balances other than (iii) above                                  |       | -                     | -                     |
| (v) Loans                                                                  |       | -                     | -                     |
| (vi) Others                                                                | 9     | 8,03,188              | 11,66,859             |
| (b) Current Tax Assets (Net)                                               |       | -                     | -                     |
| (c) Other Current Assets                                                   | 10    | 2,71,41,233           | 2,95,58,063           |
| <b>Total Assets</b>                                                        |       | <b>1,29,71,18,729</b> | <b>1,24,04,29,531</b> |
| <b>Equity and Liabilities</b>                                              |       |                       |                       |
| <b>Equity</b>                                                              |       |                       |                       |
| (a) Equity Share Capital                                                   | 11    | 19,79,16,482          | 19,79,16,482          |
| (b) Other Equity                                                           | 12    | 80,79,97,757          | 78,22,93,119          |
| <b>Liabilities</b>                                                         |       |                       |                       |
| <b>Non-Current Liabilities</b>                                             |       |                       |                       |
| (a) Financial Liabilities                                                  |       |                       |                       |
| (i) Borrowings                                                             |       | -                     | -                     |
| (ii) Trade payables                                                        |       | -                     | -                     |
| (iii) Other Financial Liabilities (other than those specified in item (b)) | 13    | 49,79,868             | 3,65,09,996           |
| (b) Provisions                                                             |       | -                     | -                     |
| (c) Deferred Tax Liabilities (Net)                                         |       | -                     | -                     |
| (d) Other Non-Current Liabilities                                          |       | -                     | -                     |
| <b>Current Liabilities</b>                                                 |       |                       |                       |
| (a) Financial Liabilities                                                  |       |                       |                       |
| (i) Trade Payables                                                         | 14    | 12,10,56,832          | 8,66,75,206           |
| (ii) Other Financial Liabilities (other than those specified in item (c))  | 15    | 7,58,16,358           | 2,46,12,004           |
| (b) Other Current Liabilities                                              | 16    | 5,11,41,002           | 6,83,65,557           |
| (c) Provisions                                                             | 17    | 1,54,20,604           | 2,21,62,729           |
| (d) Current Tax Liabilities (Net)                                          | 18    | 2,27,89,826           | 2,18,94,436           |
| <b>Total Equity and Liabilities</b>                                        |       | <b>1,29,71,18,729</b> | <b>1,24,04,29,531</b> |

Summary of significant accounting policies

1

The accompanying notes 1-24 are integral part of standalone financial statements

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S

*Murali*  
A. Krishna Rao  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 28th June 2021

For and on behalf of the Board of Orchasp Limited

*P. Pantulu*  
P.C. Pantulu  
Chairman  
DIN : 01583136

*K.S. Shiva Kumar*  
K.S. Shiva Kumar  
Director  
DIN : 02103299

*P. Chandra Sekhar*  
P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212

*Sangeeta Mundhra*  
Sangeeta Mundhra  
Company Secretary  
M.No 59771



**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**

**Statement of Consolidated Profit and Loss for the year ended March, 31, 2021**

in ₹

| Particulars                                                                       | Notes | As at<br>31st March, 2021 | As at<br>31 st March, 2020 |
|-----------------------------------------------------------------------------------|-------|---------------------------|----------------------------|
| <b>Income</b>                                                                     |       |                           |                            |
| Revenue from Operations                                                           | 19    | 8,18,31,670               | 82,59,39,385               |
| Other Income                                                                      | 20    | 1,14,00,795               | 19,78,042                  |
| <b>Total Income</b>                                                               |       | <b>9,32,32,465</b>        | <b>82,79,17,427</b>        |
| <b>Expenses</b>                                                                   |       |                           |                            |
| Cost of Consumption                                                               |       | -                         | 47,808                     |
| Purchases of Licenses for Software Applications                                   |       | -                         | 30,31,70,731               |
| Changes in Inventories of Finished Goods,                                         |       | -                         | -                          |
| Stock-in -Trade and Work-in-Progress                                              |       |                           |                            |
| Employee Benefits Expense                                                         | 21    | 6,23,15,138               | 45,15,43,001               |
| Finance Costs                                                                     | 22    | 65,00,000                 | 65,00,000                  |
| Depreciation and Amortization Expenses                                            | 2&3   | 10,44,566                 | 13,85,150                  |
| Other Expenses                                                                    | 23    | 1,99,28,950               | 4,60,55,948                |
| <b>Total Expenses</b>                                                             |       | <b>8,97,88,654</b>        | <b>80,87,02,639</b>        |
| Profit/(Loss) before Exceptional Items and Tax                                    |       | 34,43,811                 | 1,12,55,955                |
| Exceptional Items                                                                 |       |                           |                            |
| Profit/ (Loss) after Exceptions Items and Tax                                     |       |                           |                            |
| Tax Expense:                                                                      |       |                           |                            |
| (1) Current Tax                                                                   |       | 8,95,390                  | 22,69,620                  |
| (2) Deferred Tax                                                                  | 5     | 4,35,900                  | 1,24,244                   |
| Profit (Loss) for the period from Continuing Operations                           |       | 21,12,521                 | 1,68,20,924                |
| Profit/(Loss) from Discontinued Operations                                        |       | -                         | -                          |
| Tax expenses of Discontinued Operations                                           |       | -                         | -                          |
| Profit/(Loss) from Discontinued Operations (After Tax)                            |       | -                         | -                          |
| Profit/(Loss) for the period                                                      |       | 21,12,521                 | 1,68,20,924                |
| Other Comprehensive Income                                                        |       |                           |                            |
| A. (i) Items that will not be reclassified to Profit or Loss                      |       | 20,823                    | -15,622                    |
| (ii) Income Tax relating to items that will not be reclassified to Profit or Loss |       | -                         | -                          |
| B. (i) Items that will be reclassified to Profit or Loss                          |       | -                         | -                          |
| (ii) Income Tax relating to items that will be reclassified to Profit or Loss     |       | -                         | -                          |
| <b>Total Comprehensive Income for the period (XIII+XIV)</b>                       |       | <b>21,33,344</b>          | <b>1,68,05,302</b>         |
| <b>Comprising Profit (Loss) and Other Comprehensive</b>                           |       |                           |                            |
| <b>Income for the period</b>                                                      |       |                           |                            |
| <b>Earnings per equity share (for continuing operation):</b>                      |       |                           |                            |
| (1) Basic                                                                         |       | 0.02                      | 0.17                       |
| (2) Diluted                                                                       |       | 0.02                      | 0.17                       |

Summary of significant accounting policies

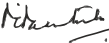
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The accompanying notes 1-24 are integral part of financial statements

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S

For and on behalf of the Board of Orchasp Limited

  
A. Krishna Rao  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 28th June 2021

  
P.C Pantulu  
Chairman  
DIN : 01583136

  
K.S. Shiva Kumar  
Director  
DIN : 02103299

  
P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212

  
Sangeeta Mundhra  
Company Secretary  
M.No 59771



**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**

**Statement of Changes in Equity (Consolidated) for the Year Ended 31st March 2021**

₹ (in INR) Lakhs

| Particulars                                                                 | Equity Share Capital | Other Equity               |                   |                 |                |                                      |                                                       |                            | Total Equity attributable to equity holders of the company | Total Equity attributable to equity holders of the subsidiary |
|-----------------------------------------------------------------------------|----------------------|----------------------------|-------------------|-----------------|----------------|--------------------------------------|-------------------------------------------------------|----------------------------|------------------------------------------------------------|---------------------------------------------------------------|
|                                                                             |                      | Reserves & Surplus         |                   |                 |                |                                      |                                                       | Other Comprehensive Income |                                                            |                                                               |
|                                                                             |                      | Securities Premium Reserve | Retained Earnings | General Reserve | Share Warrants | Business Transfer Adjustment Reserve | Equity Instruments through other comprehensive income |                            |                                                            |                                                               |
| Balance as at 1st April,2020                                                | 19,79,16,482         | 2,96,27,442                | 11,73,74,881      | -               | -              | -                                    | 61,84,85,494                                          | -                          | 76,54,87,817                                               |                                                               |
| Changes in equity for the year ended March 31,2020                          | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          |                                                               |
| Increase in share capital on account of fresh issue                         | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          |                                                               |
| Issue of Share Warrants                                                     | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          |                                                               |
| Remeasurement of the net defined benefit liability/asset, net of tax effect | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          |                                                               |
| Fair Valuation of investments, net of tax effect                            | -                    | -                          | -                 | -               | -              | -                                    | -15,622                                               | -                          | -15,622                                                    |                                                               |
| Equity Instruments through other comprehensive income, net of tax effect    | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          |                                                               |
| Reversal of Provision                                                       | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          |                                                               |
| Profit for the Period                                                       | -                    | -                          | 1,68,20,924       | -               | -              | -                                    | -                                                     | -                          | 1,68,20,924                                                | 79,58,834                                                     |
| Balance as at 31st March, 2021                                              | 19,79,16,482         | 2,96,27,442                | 13,41,95,805      | -               | -              | -                                    | 61,84,69,872                                          | -                          | 78,22,93,119                                               | 79,58,834                                                     |
| Balance as at 1st April, 2020                                               | 19,79,16,482         | 2,96,27,442                | 13,41,95,805      | -               | -              | -                                    | 61,84,69,872                                          | -                          | 78,22,93,119                                               | 79,58,834                                                     |
| Changes in equity for the year ended March 31, 2020                         | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          | -                                                             |
| Increase in share capital on account of fresh issue                         | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          | -                                                             |
| Issue of Share Warrants                                                     | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          | -                                                             |
| Remeasurement of the net defined benefit liability/asset, net of tax effect | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                          | -                                                          | -                                                             |
| Fair Valuation of investments, net of                                       | -                    | -                          | -                 | -               | -              | -                                    | 20,823                                                | -                          | 20,823                                                     | -                                                             |

**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**

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ANNUAL REPORT 2021

Consolidated - Changes in Equity Statement



**Statement of Changes in Equity (Consolidated) for the Year Ended 31st March 2021**

₹ (in INR) Lakhs

| Particulars                                                              | Equity Share Capital | Other Equity               |                   |                 |                |                                      |                                                       |                                           | Total Equity attributable to equity holders of the subsidiary |
|--------------------------------------------------------------------------|----------------------|----------------------------|-------------------|-----------------|----------------|--------------------------------------|-------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------|
|                                                                          |                      | Reserves & Surplus         |                   |                 |                | Other Comprehensive Income           |                                                       |                                           |                                                               |
|                                                                          |                      | Securities Premium Reserve | Retained Earnings | General Reserve | Share Warrants | Business Transfer Adjustment Reserve | Equity Instruments through other comprehensive income | Other items of other comprehensive income |                                                               |
| Equity Instruments through other comprehensive income, net of tax effect | -                    | -                          | -                 | -               | -              | -                                    | -                                                     | -                                         | -                                                             |
| Reversal of Provision                                                    | -                    | -                          | -                 | -               | -              | -                                    | 3,15,30,128                                           | -                                         | 3,15,30,128                                                   |
| Profit for the Period                                                    | -                    | -                          | 21,12,521         | -               | -              | -                                    | -                                                     | -                                         | 21,12,521                                                     |
| Balance as at 31st March, 2021                                           | 19,79,16,482         | 2,96,27,442                | 13,63,08,326      | -               | -              | -                                    | 65,00,20,823                                          | -                                         | 81,59,56,591                                                  |
|                                                                          |                      |                            |                   |                 |                |                                      |                                                       |                                           | 79,58,834                                                     |
|                                                                          |                      |                            |                   |                 |                |                                      |                                                       |                                           | 79,58,834                                                     |
|                                                                          |                      |                            |                   |                 |                |                                      |                                                       |                                           | 2,38,76,502                                                   |

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S  
*A. Krishna Rao*  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 28th June 2021

For and on behalf of the Board of Orchasp Limited

*P.C. Pantulu*  
P.C. Pantulu  
Chairman  
DIN : 01583136  
*K.S. Shiva Kumar*  
K.S. Shiva Kumar  
Director  
DIN : 02103299  
*P. Chandrasekhar*  
P. Chandrasekhar  
Managing Director, CFO  
DIN : 01647212  
*Sangeeta Mundhra*  
Sangeeta Mundhra  
Company Secretary  
M.No 59771



**Orchasp Limited**  
**Formerly Cybermate Infotek Limited**

**Consolidated Cash Flow Statement for the year ended 31st March 2021**

in ₹

|                                                                                     | As at 31 March 2021<br>Amount | As at 31 March 2020<br>Amount |
|-------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| <b>A. Cash Flow from Operating Activities:</b>                                      |                               |                               |
| Profit before taxation                                                              | 34,43,811                     | 1,92,14,788                   |
| Adjustments for : -                                                                 |                               |                               |
| Depreciation                                                                        | 10,44,566                     | 13,85,150                     |
| Interest Expense                                                                    | 65,00,000                     | 65,00,000                     |
| Amortisation of Product Development Cost                                            | -                             | -                             |
| Diminution in value of investment                                                   | -                             | -                             |
| Impairment of Intangible Asset                                                      | -                             | -                             |
| Interest Income                                                                     | -                             | -                             |
| Dividend Income                                                                     | -                             | -                             |
| Bad Debts Written Off                                                               | -                             | -                             |
| Operating Profit before working capital changes                                     | <b>1,09,88,377</b>            | <b>2,70,99,938</b>            |
| (Increase) / Decrease in Income Tax Liability                                       | 8,95,390                      | 22,69,620                     |
| (Increase) / Decrease in Trade Receivables                                          | (6,00,94,243)                 | (8,90,35,912)                 |
| (Increase) / Decrease in Other Current Assets                                       | 27,80,501                     | (6,64,247)                    |
| Increase / (Decrease) in Trade Payables                                             | 3,43,81,626                   | 5,97,36,679                   |
| Increase / (Decrease) in Other Current Liabilities                                  | (1,72,24,555)                 | 1,25,35,930                   |
| Increase / (Decrease) in Short Term Provisions                                      | (67,42,125)                   | 70,86,063                     |
| Cash generated from Operations                                                      | (3,50,15,029)                 | 1,90,28,071                   |
| Taxes Paid                                                                          | 8,95,390                      | 22,69,620                     |
| Net Cash Generated from Operating activities (A)                                    | <b>(3,59,10,419)</b>          | <b>1,67,58,452</b>            |
| <b>B. Cash Flow from Investing Activities :</b>                                     |                               |                               |
| Purchase of tangible assets/intangible assets (net)<br>including transfer from CWIP | -                             | -                             |
| Purchase of Fixed Assets                                                            | (2,94,500)                    | (35,112)                      |
| Decrease in Capital Work In Progress                                                | -                             | -                             |
| Interest Income                                                                     | -                             | -                             |
| Dividend Income                                                                     | -                             | -                             |
| (Increase) in Current Investments                                                   | -                             | -                             |
| (Decrease) in Non Current Investments                                               | -                             | -                             |
| (Decrease) in Other Non Current liabilities                                         | (3,15,30,128)                 | 28,12,191                     |
| Net Cash Flow from Investing Activities (B)                                         | <b>(3,18,24,628)</b>          | <b>27,77,079</b>              |
| <b>C. Cash Flow from Financing Activities :</b>                                     |                               |                               |
| Issue of Share Capital                                                              | -                             | -                             |
| Increase in Other Equity                                                            | 2,35,71,291                   | -                             |
| Increase in Short Term Borrowings                                                   | 5,12,04,354                   | (2,08,69,078)                 |
| Interest Paid                                                                       | (65,00,000)                   | (65,00,000)                   |
| Increase in Long Term liabilities                                                   | -                             | -                             |
| Net Cash from Financing Activities (C)                                              | <b>6,82,75,645</b>            | <b>(2,73,69,078)</b>          |

in ₹

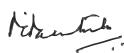
|                                                                                                                                                     | As at 31 March 2021<br>Amount | As at 31 March 2020<br>Amount |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)                                                                                        | 5,40,598                      | (78,33,548)                   |
| Cash & Cash Equivalents at the beginning of the year                                                                                                | 6,94,408                      | 85,27,956                     |
| Cash & Cash Equivalents at the end of the year                                                                                                      | 12,35,009                     | 6,94,408                      |
| <b>Notes</b>                                                                                                                                        |                               |                               |
| 1. The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows. |                               |                               |
| 2. The accompanying notes are an integral part of the financial statements.                                                                         |                               |                               |
| 3. Previous year figures have been regrouped /reclassified to conform to current year classification.                                               |                               |                               |
| 4. Cash and Cash Equivalents Comprise                                                                                                               |                               |                               |
|                                                                                                                                                     | As at 31 March 2021<br>Amount | As at 31 March 2020<br>Amount |
| Cash on hand                                                                                                                                        | 41,063                        | 2,71,868                      |
| Balances with Banks on Current and Deposit Accounts                                                                                                 | 11,93,946                     | 4,22,540                      |
| <b>Total</b>                                                                                                                                        | <b>12,35,009</b>              | <b>6,94,408</b>               |

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S



A. Krishna Rao  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 28th June 2021

For and on behalf of the Board of Orchasp Limited



P.C Pantulu  
Chairman  
DIN : 01583136



K.S. Shiva Kumar  
Director  
DIN : 02103299



P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212



Sangeeta Mundhra  
Company Secretary  
M.No 59771



## **Note 1: Significant Accounting Policies**

### **1. Corporate Information**

Orchasp Limited is a Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Trimulgherry, Secunderabad. India. The Company is listed on the BSE Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to industry segments viz Health Care, Telecom, Manufacturing, Engineering, Energy and Retail. The Company changed its name from Cybermate Infotek Limited to Orchasp Limited with effect from 24-05-2021.

The financial statements for the year ended 31st March 2021 were approved by the Board of Directors on the 28th June 2021.

#### **a. Basis of Preparation of Financial Statements:**

Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Consolidated Financial Statements provide comparative information in respect of previous year.

#### **(i) Historical cost convention**

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

#### **(ii) Current versus Non-Current Classification:**

All assets and liabilities have been classified as current or non-current as per the company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

#### **(iii) Functional and Presentation Currency:**

The Financial Statements are presented in Indian Rupees (₹) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupee except as otherwise stated.

#### **(iv) Principles of Consolidation**

The Consolidated Financial Statements of Orchasp Limited and its overseas subsidiaries viz Cybermate Infotek Limited Inc and Cybermate International, Unipessoal LDA are prepared in accordance with the generally accepted accounting principles as applicable in India and the Indian Accounting Standard (Ind AS) 110 on Consolidated Financial Statements.

The Consolidated financial statements are prepared using uniform accounting accounting policies for similar transactions to the extent in similar circumstances.

The company consolidates financial statements of all entities which are controlled by it.

The financial statements of the company and its subsidiaries are consolidated on a line by line basis by adding together like items of assets and liabilities, income and expenses. Intragroup balances and intra group transactions and



resulting unrealised profits have been eliminated.

List of overseas subsidiaries considered in consolidated financial statements.

| Name of the Subsidiary                   | Country of Incorporation | Extent of Holding as on |            |
|------------------------------------------|--------------------------|-------------------------|------------|
|                                          |                          | 31-03-2021              | 31-03-2020 |
| Cybermate Infotek Limited                | USA                      | 100%                    | 100%       |
| Cybermate International, Unipessoal, LDA | Portugal                 | 100%                    | 100%       |

## 2. Summary of Significant Accounting Policies

### a. Property, Plant & Equipment:

#### (i) Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are

recognized in the statement of Profit & Loss when the asset is discarded/sold.

### (iii) Depreciation

The company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

### b. Intangible Assets:

#### (i) Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost.

Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity, the asset is recognised at cost only if it is probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable non monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

#### (ii) Depreciation

The company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:



#### Software acquired

| Particulars      | Useful life |
|------------------|-------------|
| Software License | 2 years     |

#### Software internally developed

| Particulars      | Useful life |
|------------------|-------------|
| Product/Platform | 4 years     |

#### c. Impairment:

The carrying amount of Property, Plant & Equipment, Intangible Assets and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been an improvement in recoverable amount.

#### d. Foreign Currency Transactions:

##### (i) Functional and Presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

##### (ii) Transactions and Balances:

Transactions in foreign currencies are translated into functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the

settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

#### e. Revenue Recognition:

The Company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts and value added taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met



for each of the company's activities as described below.

The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

**(i) Time and Material Contracts**

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

**(ii) Fixed-price contracts:**

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of-completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers.'

**(iii) Services contracts:**

Revenue from services contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

**(iv) Sale of licenses & Subscriptions**

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

**(v) Ecommerce/Retail**

Revenue from Ecommerce transactions i.e sale of third-party products/applications/services shall be recognized on realization of the merchandise.



#### **(vi) Other Income**

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 the carrying amount of the investment. Dividend income is recognized when the company's right to receive dividend is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

#### **f. Income Tax:**

Income Tax comprises current and deferred tax.

**Current tax** is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

**Deferred tax** is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized or the liability is settled based on the tax rates and the tax laws enacted or

substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

**Minimum Alternate Tax (MAT)** credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

#### **g. Provisions, Contingent Liabilities, Commitments and Contingent Assets:**

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets



are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

#### **h. Earnings per Share:**

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

#### **i. Segment Reporting:**

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended 31st March 2021. There are no secondary reportable segments (Geographical Segments).

#### **j. Financial Instruments:**

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

entity.

#### **(i) Initial Recognition:**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or release of financial assets and financial liabilities respectively, which are not at fair value through profit or loss are added to the fair value of underlying financial assets and liabilities on initial recognition. Trade receivables and trade payables that do not contain a significant financing component are initially measured at their transaction price.

#### **(ii) Measurement:**

Non-derivative financial instruments – Financial assets carried at amortised cost.

A financial asset is subsequently measured at amortised cost which is held with objective to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial asset at fair value through other comprehensive income:**

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount



outstanding. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) to present the subsequent changes in fair value through profit and loss account.

**Financial assets at fair value through profit or loss:**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) at fair value through profit and loss account.

**(iii) Impairment of financial assets:**

The company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with IND AS 109.

**(iv) Financial Liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

**k. Investment in Subsidiaries, Associates and Joint Ventures:**

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the consolidated financial statements.

**l. Earnings per share:**

The basic earnings per share is computed by

dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

**m. Employee Benefits:**

Contributions to Provident and Employee State Insurance etc accruing during the accounting period are charged to the statement of Profit and Loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

**3. Critical Accounting – Estimates, Assumptions and Judgements:**

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the



revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

The company has given due consideration of the possible effects that may result from the pandemic related to covid-19 on the carrying amount of receivables and unbilled revenues.

Estimates and underlying assumptions are reviewed on a regular basis. The following areas of revenues, expenses, assets and liabilities are likely to be impacted by events which give rise to revision of estimates made

**(i) Revenue**

The company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

**(ii) Provisions/Expenses**

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

**(iii) Property, Plant & Equipment:**

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

**(iv) Intangibles:**

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net

book value on transition.

**(v) Income taxes**

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

**(vi) Other Estimates:**

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

In addition to the above the uncertainty due to Covid-19 Pandemic, the company continues to revisit the parameters for the estimates made in computing the income, expenses, assets and liabilities



## Note 2 : Property, Plant & Equipment

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2021

in ₹

| Particulars                                   | Buildings | Electrical Equipment | Office Equipment | Computer Equipment | Furniture and Fixtures | Total       |
|-----------------------------------------------|-----------|----------------------|------------------|--------------------|------------------------|-------------|
| Gross Carrying Value as of 1st April, 2020    | -         | 58,54,491            | 20,84,298        | 1,46,36,610        | 1,30,04,843            | 3,55,80,242 |
| Additions                                     | -         | -                    | -                | 2,94,500           | -                      | 2,94,500    |
| Deductions                                    | -         | -                    | -                | -                  | -                      | -           |
| Gross Carrying Value as of 31st March, 2021   | -         | 58,54,491            | 20,84,298        | 1,49,31,110        | 1,30,04,843            | 3,58,74,742 |
| Additions                                     | -         | -                    | -                | -                  | -                      | -           |
| Deductions                                    | -         | -                    | -                | -                  | -                      | -           |
| Accumulated depreciation as of April 1, 2020  | -         | 55,61,765            | 19,80,083        | 1,38,00,708        | 1,19,74,605            | 3,33,17,161 |
| Depreciation                                  | -         | 2,92,726             | 1,04,215         | 3,21,383           | 3,26,242               | 10,44,566   |
| Accumulated depreciation on deletions         | -         | -                    | -                | -                  | -                      | -           |
| Accumulated depreciation as of March 31, 2021 | -         | 58,54,491            | 20,84,298        | 1,41,22,091        | 1,23,00,847            | 3,43,61,727 |
| Carrying Value as of March 31, 2021           | -         | -                    | -                | 8,09,019           | 7,03,996               | 15,13,015   |
| Carrying Value as of April 1, 2020            | -         | 2,92,726             | 1,04,215         | 8,35,902           | 10,30,238              | 22,63,081   |

## Note 2 : Property, Plant & Equipment

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2020

in ₹

| Particulars                                   | Buildings | Electrical Equipment | Office Equipment | Computer Equipment | Furniture and Fixtures | Total       |
|-----------------------------------------------|-----------|----------------------|------------------|--------------------|------------------------|-------------|
| Gross Carrying Value as of 1st April, 2019    | -         | 58,54,491            | 20,84,298        | 1,46,20,805        | 1,29,99,936            | 3,55,59,531 |
| Additions                                     | -         | -                    | -                | 15,805             | 4,907                  | 20,712      |
| Deductions                                    | -         | -                    | -                | -                  | -                      | -           |
| Gross Carrying Value as of 31st March, 2020   | -         | 58,54,491            | 20,84,298        | 1,46,36,610        | 1,30,04,843            | 3,55,80,243 |
| Additions                                     | -         | -                    | -                | -                  | -                      | -           |
| Deductions                                    | -         | -                    | -                | -                  | -                      | -           |
| Accumulated depreciation as of April 1, 2019  | -         | 55,40,753            | 18,21,724        | 1,35,30,347        | 1,10,48,231            | 3,19,41,055 |
| Depreciation                                  | -         | 21,012               | 1,58,359         | 2,70,361           | 9,26,375               | 13,76,106   |
| Accumulated depreciation on deletions         | -         | -                    | -                | -                  | -                      | -           |
| Accumulated depreciation as of March 31, 2019 | -         | 55,61,765            | 19,80,083        | 1,38,00,708        | 1,19,74,605            | 3,33,17,161 |
| Carrying Value as of March 31, 2020           | -         | 2,92,726             | 1,04,215         | 8,35,902           | 10,30,238              | 22,63,082   |
| Carrying Value as of April 1, 2019            | -         | 3,13,738             | 2,62,574         | 10,90,458          | 19,51,706              | 36,18,476   |



### Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2021 are as follows:

in ₹

| Particulars                                    | Total        |
|------------------------------------------------|--------------|
| Gross carrying value as of 1st April, 2020     | 38,48,46,129 |
| Additions                                      | -            |
| Deletions                                      | -            |
| Gross carrying value as of March 31,, 2021     | 38,48,46,129 |
| Accumulated amortisation as of 1st April, 2020 | 38,47,05,561 |
| Amortisation expenses                          | -            |
| Deletions                                      | -            |
| Accumulated amortisation as of March 31, 2021  | 38,47,05,561 |
| Carrying value as of March 31, 2021            | 1,40,568     |
| Carrying value as of March 31, 2020            | 1,40,568     |

### Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2020 are as follows:

in ₹

| Particulars                                    | Total        |
|------------------------------------------------|--------------|
| Gross carrying value as of 1st April, 2019     | 38,48,31,729 |
| Additions                                      | 14,400       |
| Deletions                                      | -            |
| Gross carrying value as of March 31,, 2020     | 38,48,46,129 |
| Accumulated amortisation as of 1st April, 2019 | 38,46,96,517 |
| Amortisation expenses                          | 9,044        |
| Deletions                                      | -            |
| Accumulated amortisation as of March 31, 2020  | 38,47,05,561 |
| Carrying value as of March 31, 2020            | 1,40,568     |
| Carrying value as of March 31, 2019            | 1,35,212     |



#### Note 4 : Financial Investments

in ₹

| Particulars                                               | As at March 31,2021 | As at March 31,2020 |
|-----------------------------------------------------------|---------------------|---------------------|
| Investment in Non Current Investments                     |                     |                     |
| by the Subsidiary Cybermate International, Unipessol, LDA | -                   | -                   |
| Healthcare Infotek, Togo                                  | 68,25,00,000        | 68,25,00,000        |
| <b>Total Non Current Investments</b>                      | <b>68,25,00,000</b> | <b>68,25,00,000</b> |

#### Note 5 : Deferred Tax Asset

in ₹

| Particulars                     | As at March 31,2021 | As at March 31,2020 |
|---------------------------------|---------------------|---------------------|
| Opening Deferred tax Asset      | 19,76,199           | 21,00,443           |
| Current year adjustments        | -4,35,900           | -1,24,244           |
| <b>Total Deferred Tax Asset</b> | <b>15,40,299</b>    | <b>19,76,199</b>    |

#### Note 6 : Current Investments

in ₹

| Particulars                                             | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------------------------------|----------------------|----------------------|
| Equity instruments of other Companies–Quoted            |                      |                      |
| Tech Mahindra Ltd(5 equity shares of Rs.10/-each)       | 4,956                | 2,825                |
| HCL Infosystems Ltd (100 Equity Shares of Rs. 2/- each) | 888                  | 370                  |
| Syndicate Bank Ltd (100 Equity Shares of Rs.10/- each)  | 15,225               | 5,555                |
| HCL Technologies Ltd 10 Equity Shares of Rs.2/- each)   | 9,835                | 4,368                |
| APTECH LTD (25 Equity Shares of Rs.2/- each)            | 4,666                | 2,095                |
| ITC Ltd (10 Equity Shares of Rs.1/- each)               | 2,185                | 1,720                |
| Equity instruments of other Companies–UnQuoted          |                      |                      |
| <b>Total Current Investments</b>                        | <b>37,755</b>        | <b>16,932</b>        |

**Note 7 : Trade Receivables**

in ₹

| Particulars                    | As at March 31,2021 | As at March 31,2020 |
|--------------------------------|---------------------|---------------------|
| Current                        |                     |                     |
| Unsecured                      |                     |                     |
| Considered good                | 58,22,07,663        | 52,21,13,420        |
| Considered doubtful            | -                   | -                   |
| <b>Total Trade Receivables</b> | <b>58,22,07,663</b> | <b>52,21,13,420</b> |

**Note 8 : Cash & Cash Equivalents**

in ₹

| Particulars                              | As at March 31,2021 | As at March 31,2020 |
|------------------------------------------|---------------------|---------------------|
| Balances with Banks                      |                     |                     |
| In Current & Deposit accounts            | 11,93,946           | 4,22,540            |
| Cash on hand                             | 41,063              | 2,71,868            |
| <b>Total Cash &amp; Cash Equivalents</b> | <b>12,35,009</b>    | <b>6,94,408</b>     |

**Note 9 : Other Financial Assets**

in ₹

| Particulars                         | As at March 31,2021 | As at March 31,2020 |
|-------------------------------------|---------------------|---------------------|
| Current                             |                     |                     |
| Security Deposits                   | 2,99,588            | 2,99,588            |
| Rental Deposits                     | 5,03,600            | 8,67,271            |
| <b>Total Other Financial Assets</b> | <b>8,03,188</b>     | <b>11,66,859</b>    |

**Note 10 : Other Current Assets**

in ₹

| Particulars                          | As at March 31,2021 | As at March 31,2020 |
|--------------------------------------|---------------------|---------------------|
| Current                              |                     |                     |
| Advances Recoverable in cash or kind | 20,06,998           | 18,71,149           |
| Advance Taxes & Duties               | 2,51,34,235         | 2,76,18,164         |
| Other Current Assets                 | -                   | 68,750              |
| <b>Total Other Current Assets</b>    | <b>2,71,41,233</b>  | <b>2,95,58,063</b>  |



### Note 11 : Share Capital

in ₹

| Particulars                                                 | As at March 31,2021 | As at March 31,2020 |
|-------------------------------------------------------------|---------------------|---------------------|
| Equity Share Capital                                        |                     |                     |
| Authorised                                                  | 85,00,00,000        | 85,00,00,000        |
| C.Y 42,50,00,000 ( P.Y. 42,50,00,000) shares of Re.2/- each |                     |                     |
| Issued,Subscribed and Paid up                               | 19,79,16,482        | 19,79,16,482        |
| C.Y 9,89,58,241( P.Y. 9,89,58,241 ) shares of Re.2/- each   |                     |                     |
| <b>Total Paid up Equity Share Capital</b>                   | <b>19,79,16,482</b> | <b>19,79,16,482</b> |

#### Authorised

The Company's Authorised Capital is of Rs. 85,00,00,000 (Previous Year Same) distributed into 42,50,00,000 (Previous Year Same) Equity Shares of Rs 2/- each

#### Issued, Subscribed & Paid-Up

The Issued and Subscribed Capital of the Company as at 31st March 2021 is of Rs. 19,79,16,482, represented by 9,89,58,241 Equity shares of Rs. 2/- each and Paid up Capital as at 31st March 2020 is of Rs. 19,79,16,482, represented by 9,89,58,241 Equity Shares of Rs. 2/- each.

#### The reconciliation of the Equity Share Capital of the Company is given as under:

in ₹

|                               | Issued & Subscribed |              | Fully Paid-up |              | Partly Paid-up |        |
|-------------------------------|---------------------|--------------|---------------|--------------|----------------|--------|
|                               | Number              | Amount       | Number        | Amount       | Number         | Amount |
| Balance as at 31st March 2020 | 9,89,58,241         | 19,79,16,482 | 9,89,58,241   | 19,79,16,482 | -              | -      |
| Add :                         | -                   | -            | -             | -            | -              | -      |
| Add :                         | -                   | -            | -             | -            | -              | -      |
| Balance as at 31st March 2021 | 9,89,58,241         | 19,79,16,482 | 9,89,58,241   | 19,79,16,482 | -              | -      |

The Company's Paid-up Capital of Rs. 19,79,16,482 (Previous Year Same) Equity Shares of Rs. 2/- each, is distributed as under

| Shareholders holding more than 5 % of the paid up capital | As At 31st March 2021 |       | As At 31st March 2020 |       |
|-----------------------------------------------------------|-----------------------|-------|-----------------------|-------|
|                                                           | Number                | %     | Number                | %     |
| a) Promoter & Promoter Group                              |                       |       |                       |       |
| 1. Mr.P.C.Pantulu                                         | 1,68,01,269           | 16.98 | 1,68,01,269           | 16.98 |
| b) Others-bond holders                                    |                       |       |                       |       |
| 1. Global Focus Fund                                      | 1,39,68,179           | 14.12 | 1,39,68,179           | 14.12 |



## Note 12 : Other Equity

in ₹

[illegible]

**Note 13 : Financial Liabilities**

in ₹

| Particulars                        | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|----------------------|----------------------|
| Other Financial Liabilities        | 49,79,868            | 3,65,09,996          |
| <b>Total Financial Liabilities</b> | <b>49,79,868</b>     | <b>3,65,09,996</b>   |

**Note 14 : Trade Payables**

in ₹

| Particulars                 | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------|----------------------|----------------------|
| Trade Payables              | 12,10,56,832         | 8,66,75,206          |
| <b>Total Trade Payables</b> | <b>12,10,56,832</b>  | <b>8,66,75,206</b>   |

**Note 15 : Other Financial Liabilities**

in ₹

| Particulars                                | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------------------|----------------------|----------------------|
| Current maturities of Long Term Borrowings | –                    |                      |
| Short Term Borrowings                      |                      |                      |
| From Others                                | 7,58,16,358          | 2,46,12,004          |
| <b>Total Other Financial Liability</b>     | <b>7,58,16,358</b>   | <b>2,46,12,004</b>   |

**Note 16 : Other Current Liabilities**

in ₹

| Particulars                            | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------------------|----------------------|----------------------|
| Interest Payable                       |                      |                      |
| Outstanding Expenses Payable           |                      |                      |
| Audit Fee Payable                      | 7,26,250             | 4,50,000             |
| Directors Remuneration Payable         | 3,09,81,177          | 2,88,95,473          |
| Other Payable                          | 1,94,33,578          | 3,90,20,088          |
| <b>Total Other Current Liabilities</b> | <b>5,11,41,005</b>   | <b>6,83,65,558</b>   |

**Note 17 : Provisions**

in ₹

| Particulars                            | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------------------|----------------------|----------------------|
| <b>Provision for Employee Benefits</b> |                      |                      |
| PF Payable                             | 18,16,089            | 15,41,385            |
| ESI Payable                            | 2,37,074             | 1,73,666             |
| PT Payable                             | 3,21,732             | 3,15,532             |
| Salaries Payable                       | 88,82,411            | 1,61,80,222          |
| <b>Others</b>                          |                      |                      |
| Statutory Liabilities                  | 41,13,297            | 38,75,923            |
| Others                                 | 50,000               | 76,000               |
| <b>Total Provisions</b>                | <b>1,54,20,603</b>   | <b>2,21,62,729</b>   |

**Note 18 : Income tax Liability**

in ₹

| Particulars                       | As at March 31,2021 | As at March 31,2020 |
|-----------------------------------|---------------------|---------------------|
| Income Tax (Net)                  | 2,18,94,436         | 1,96,24,816         |
| Current Income Tax                | 8,95,390            | 22,69,620           |
| <b>Total Income Tax Liability</b> | <b>2,27,89,826</b>  | <b>2,18,94,436</b>  |

**Note 19 : Revenue from operations**

in ₹

| Particulars                          | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|--------------------------------------|-----------------------|-----------------------|
| Revenue from Operations              | 8,18,31,670           | 82,59,39,385          |
| Domestic Sales                       | 1,5,16,032            | 5,44,500              |
| Export Sales                         | 6,67,15,638           | 82,53,94,885          |
| <b>Total Revenue from Operations</b> | <b>8,18,31,670</b>    | <b>82,59,39,385</b>   |

**Note 20 : Other Income**

in ₹

| Particulars                                                                         | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|-------------------------------------------------------------------------------------|-----------------------|-----------------------|
| (a) Dividend Income                                                                 | -                     | -                     |
| (b) Net Gain on sale of Investments / Assets                                        | -                     | -                     |
| (c) Other non-operating income (net of expenses directly attributed to such income) | -                     | -                     |
| (d) Other income                                                                    | 1,14,00,795           | 19,78,042             |
| <b>Total Other Income</b>                                                           | <b>1,14,00,795</b>    | <b>19,78,042</b>      |

**Note 21 : Employee Benefits Expenses**

in ₹

| Particulars                                 | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|---------------------------------------------|-----------------------|-----------------------|
| (a) Salaries & Wages                        | 6,20,59,063           | 44,18,85,968          |
| (b) Contribution to Provident & Other Funds | 1,51,788              | 3,39,235              |
| (c) Staff Welfare Expenses                  | 1,04,287              | 93,17,798             |
| <b>Total Employee Benefit Expenses</b>      | <b>6,23,15,138</b>    | <b>45,15,43,001</b>   |

**Note 22 : Finance Cost**

in ₹

| Particulars               | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|---------------------------|-----------------------|-----------------------|
| (a) Interest Expense      | 65,00,000             | 65,00,000             |
| <b>Total Finance Cost</b> | <b>65,00,000</b>      | <b>65,00,000</b>      |

**Note 23 : Administrative & Other Operating Expenses**

in ₹

| Particulars                                      | Year Ended 31.03.2021 | Year Ended 31.03.2020 |
|--------------------------------------------------|-----------------------|-----------------------|
|                                                  | Amount                | Amount                |
| (a) Telephone, Postage and Others                | 79,812                | 2,53,245              |
| (b) Business Promotion Expenses                  | 1,62,274              | 1,07,200              |
| (c) Conveyance                                   | 22,294                | 3,97,646              |
| (d) Travelling expenses                          | -                     | 5,27,772              |
| (e) Office Maintenance                           | 55,17,526             | 42,51,850             |
| (f) Printing & Stationery Expenses               | 23,655                | 1,88,644              |
| (g) Service charges                              | -                     | 17,00,346             |
| (h) Managerial Remuneration                      | 23,42,259             | 58,10,000             |
| (i) RTA & Secretarial Expenses                   | 9,89,503              | 11,19,083             |
| (j) Professional Consultancy fee                 | 45,700                | 86,39,080             |
| (k) Board Meeting Expenses                       | 32,500                | 1,07,955              |
| (l) Bank Charges                                 | 7,962                 | 51,269                |
| (m) Rent                                         | 18,53,214             | 17,64,966             |
| (n) Legal Expenses                               | 22,55,000             | 13,27,600             |
| (o) Electricity & Water                          | 7,42,274              | 3,77,065              |
| (p) AGM Expenses                                 | 15,000                | 2,69,450              |
| (q) Payment to Auditors:                         |                       |                       |
| (i) As Auditor                                   | 2,00,000              | 2,00,000              |
| (ii) For Taxation Matters                        | 50,000                | 50,000                |
| (r) Recruitment charges                          | 43,74,850             | 1,66,62,655           |
| (s) Rates & Taxes                                | -                     | 2,20,742              |
| (t) Repairs & Maintenance                        | 60,904                | 1,87,942              |
| (u) Operating Expenses                           | 2,50,650              | 5,20,521              |
| (v) Net Foreign Exchange Loss                    | 9,03,572              | 13,20,917             |
| <b>Total Administrative &amp; Other Expenses</b> | <b>1,99,28,950</b>    | <b>4,60,55,948</b>    |

**Notes to Accounts.****24. Corporate Insolvency Resolution Process:**

The NCLT Hyderabad passed orders withdrawing the IBC proceedings on the 04th of January 2021.

The company was under the control of the Insolvency Resolution Professional for the period 22nd May 2020 to 04th January 2021.

The Resolution Professional handed over the company back to the promoters/directors on the 08th of January 2021.

During the CIRP Period i.e. from 22nd May 2020 to 4th January 2021, the Resolution Professional did not comply with statutory and Other Compliances. The Board upon, restoration complied with the statutory filings.

The BSE has levied a penalty on 09th July 2021 for delayed filings under SEBI (LODR) Regulations 2015, for which the company has moved an application for waiver.

**25. Statutory Dues– Emphasis of Matter**

The Auditors in their Report have laid Emphasis in respect of unpaid statutory dues. The company has just come out of Corporate Insolvency Resolution Process (CIRP), and the company is in the process of clearing the statutory dues.

**26. Covid-19–Pandemic**

On March 11, 2020, the WHO (World Health Organization) declared Covid-19 outbreak as a pandemic. The lockdowns and restrictions imposed on various activities due to COVID-19 pandemic have posed challenges on the businesses of Company. Our Operations were effected and caused a severe strain on our cash flows as well.

**27. Contingent Liabilities:**

The Following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor on the basis of merits.



| Name of the Statute | Name of dues | Under section    | Amount (INR) | Period to which the amount relates | Forum where dispute is pending |
|---------------------|--------------|------------------|--------------|------------------------------------|--------------------------------|
| Income Tax Act 1961 | Income Tax   | Set Aside        | 3,29,85,990  | A.Y. 2009-10                       | CIT (Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 66,78,883    | A.Y. 2011-12                       | CIT (Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 147 r.w. Sec.144 | 1,70,34,842  | A.Y. 2011-12                       | CIT (Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 1,15,75,170  | A.Y. 2012-13                       | CIT (Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 3,83,56,680  | A.Y. 2013-14                       | ITAT(Appeals)                  |
| Income Tax Act 1961 | Income Tax   | 143(3)           | 2,24,09,220  | A.Y. 2014-15                       | CIT (Appeals)                  |
|                     |              | Total            | 12,90,40,785 |                                    |                                |

## 28. Micro, Small and Medium Enterprises:

The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

## 29. Subsidiary Companies

1. Cybermate Infotek Limited Inc has been re-instated on the records of Delaware Division of Corporations. However due to Covid-19 Pandemic there were no operations during the period 2020
2. Cybermate International, Unipessol, LDA has commenced operations in the year 2019 but due to Covid-19 Pandemic there were no operations during the period 2020

Further a Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form AOC – 1 is annexed to the Directors' Report as **Annexure – I** pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.



### 30. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, and secondary reportable segments. There are no secondary reportable segments (Geographical Segments).

### 31. Earnings Per Share

in ₹

|                                                                                                                | 2021        | 2020        |
|----------------------------------------------------------------------------------------------------------------|-------------|-------------|
|                                                                                                                |             |             |
| Profits attributable to Equity Shareholders Rs.                                                                | 21,12,521   | 88,62,091   |
| Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares) | 9,89,58,241 | 9,89,58,241 |
| Basic EPS – Rs.                                                                                                | 0.02        | 0.09        |
| Diluted EPS– Rs.                                                                                               | 0.02        | 0.09        |

### 32. Related Party Disclosures

#### I. Key Management Personnel

1. Mr. P.C. Pantulu – Managing Director
2. Mr. K.S. Shiva Kumar – Director
3. Mr. P. Chandra Sekhar – Director
4. Mr. K. Koteswara Rao – Director
5. Ms. C. Kamakshi Bharathi- Director (upto 13-02-2021)
6. Mr. V.S. Roop Kumar- Director
7. Mr. B. Srinivasa Reddy – Director
8. Mr. Suraj Bharadwaj – Director
9. Ms. G. Ponnari – Director (with effect from 13-02-2021)
10. Ms. Sangeeta Mundhra – Company Secretary & Compliance Officer

#### II. Parties where control exists – Wholly Owned Subsidiary

1. Cybermate Infotek Limited Inc.
2. Cybermate International Unipessol, LDA

#### III. Enterprises controlled by Key Management Personnel

1. Orchasp Consulting Pvt. Ltd.
2. Orchasp Securities Pvt. Ltd.
3. CIL Infoserve Ltd.
4. Bilwa Infrastructure Ltd.

#### IV. Relatives of Key Management Personnel

1. Mrs. P. Rajeswari – Wife of Mr. P.C. Pantulu.
2. Mrs. P. Sirisha – Daughter of Mr. P.C. Pantulu
3. Mr. P. Srikrishna – Brother of Mr. P.C. Pantulu
4. Mrs. K. Sirisha- Wife of Mr. P. Chandra Sekhar
5. Mr .P. Manjush – cousin of Mr. P.Chandra Sekhar
6. Mr. K. Bhujangarao – Father In Law of Mr. P. Chandra Sekhar

in ₹

| Related Party Transactions 2020-21                       |                                |                              |                                |                              |
|----------------------------------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|
|                                                          | 2020-21                        |                              | 2019-20                        |                              |
|                                                          | Transaction Value<br>INR-Lakhs | Closing Balance<br>INR-Lakhs | Transaction Value<br>INR-Lakhs | Closing Balance<br>INR-Lakhs |
| <b>A Rendering of Services</b>                           |                                |                              |                                |                              |
| (a) CIL Infoserve Ltd.                                   | (33.47)                        | 254.18                       | 3.87                           | 287.65                       |
| (b) Orchasp Securities Pvt. Ltd.                         | 0.73                           | 10.85                        | 2.36                           | 10.11                        |
| (c) Bilwa Infrastructure Ltd.                            | (14.22)                        | 132.48                       | 32.78                          | 146.7                        |
| (d) Orchasp Consulting Pvt. Ltd.                         | (82.9)                         | (102.13)                     | 2.36                           | (19.22)                      |
| <b>Total</b>                                             | <b>(129.86)</b>                | <b>295.38</b>                | <b>41.38</b>                   | <b>425.24</b>                |
| <b>B. Advance from</b>                                   |                                |                              |                                |                              |
| (i) Key Management Personnel                             |                                |                              |                                |                              |
| (a) Mr. P.C .Pantulu                                     | 154.23                         | 337.46                       | 0.6                            | 183.23                       |
| (b) Mr. P. Chandra Sekhar                                | 79.67                          | 82.39                        | 21.25                          | 2.72                         |
| <b>Total</b>                                             | <b>233.91</b>                  | <b>419.85</b>                | <b>21.85</b>                   | <b>185.94</b>                |
| (ii) Relatives of Key Management Personnel               |                                |                              |                                |                              |
| (a) Ms. Rajeswari Pattapurathi                           | -                              | 17.03                        | -                              | 17.03                        |
| (b) Ms. Sirisha Kasukhela                                | -                              | 41.27                        | -                              | 41.27                        |
| (c) Mr. Manjush Pattapurathi                             | -                              | 5.00                         | -                              | 5.00                         |
| (d) Mr. Srikrishna Pattapurathi                          | -                              | 1.77                         | -                              | 1.77                         |
| (e) Mr. K. Bhujanga Rao                                  | -                              | 6.42                         | 6.77                           | 6.42                         |
| <b>Total</b>                                             | <b>-</b>                       | <b>71.48</b>                 | <b>6.77</b>                    | <b>71.48</b>                 |
| (iii) Enterprises Controlled by Key Management Personnel |                                |                              |                                |                              |
| (a) Bilwa Infrastructure Ltd.                            | -                              | -                            | -                              | -                            |
| (b) Orchasp Consulting Pvt. Ltd.                         | -                              | -                            | -                              | -                            |
| (c) Orchasp Securities Pvt. Ltd.                         | -                              | -                            | -                              | -                            |
| (d) CIL Infoserve Ltd.                                   | -                              | -                            | -                              | -                            |
| <b>Total</b>                                             | <b>-</b>                       | <b>-</b>                     | <b>-</b>                       | <b>-</b>                     |
| <b>C. Managerial Remuneration</b>                        |                                |                              |                                |                              |
| (a) Mr. K.S. Shiva Kumar                                 | 3.45                           | 88.98                        | 9.60                           | 85.54                        |
| (b) Mr. P. Chandra Sekhar                                | 7.82                           | 108.76                       | 18.50                          | 100.94                       |
| (c) Mr. P.C. Pantulu                                     | 9.59                           | 118.53                       | 30.00                          | 108.94                       |
| <b>Total</b>                                             | <b>20.86</b>                   | <b>316.27</b>                | <b>58.10</b>                   | <b>295.41</b>                |
| <b>D. Directors Sitting Fee</b>                          |                                |                              |                                |                              |
| (a) Mr. K. Koteswara Rao                                 | -                              | -                            | 0.18                           | -                            |
| (b) Ms. C. Kamakshi Bharathi                             | 0.05                           | -                            | 0.38                           | -                            |
| (c) Mr. B. Srinivasa Reddy                               | 0.08                           | -                            | 0.35                           | -                            |
| (d) Mr. V.S. Roop Kumar                                  | 0.08                           | -                            | 0.33                           | -                            |
| (e) Mr. Suraj Bharadwaj                                  | 0.13                           | -                            | 0.23                           | -                            |
| (f) Ms. G. Ponnari                                       | -                              | -                            | -                              | -                            |
| <b>Total</b>                                             | <b>0.33</b>                    | <b>-</b>                     | <b>1.45</b>                    | <b>-</b>                     |



in ₹

| Aggregated Related party Disclosures  |                          |                             |                                             |                                                                             | In Lacs         |
|---------------------------------------|--------------------------|-----------------------------|---------------------------------------------|-----------------------------------------------------------------------------|-----------------|
| Nature of Transaction                 | Associate/<br>Subsidiary | Key Management<br>Personnel | Relatives of<br>Key Management<br>Personnel | Enterprises<br>controlled by<br>relative, of Key<br>Management<br>Personnel | Total           |
| Remuneration                          | -                        | 20.86(58.10)                | -                                           | -                                                                           | 20.86(58.10)    |
| Trade Payables                        | -                        | -                           | -                                           | -                                                                           | -               |
| Trade Receivables                     | -                        | -                           | -                                           | 144.96 (87.32)-                                                             | 144.96(87.32)   |
| Advances/Loans/ICDs Received          | -                        | 246.71(21.84)               | NIL (6.76)                                  | NIL (NIL)                                                                   | 246.71 (28.6)   |
| Advances/Loans/ICD, Repaid            | -                        | 12.80(22.74)                | NIL (0.45)                                  | NIL (NIL)                                                                   | 12.80(23.19)    |
| Balance, outstanding as on 31-03-2021 | -                        | -                           |                                             |                                                                             |                 |
| Receivable                            | -                        | -                           |                                             | 295.36 (425.24)                                                             | 295.36 (425.24) |
| Payable                               | -                        | 419.85 (185.94)             | 71.83(71.83)                                | NIL (NIL)                                                                   | 491.68 (257.77) |

Previous years figures have been regrouped where ever necessary

**33. Audit Fees:**

in ₹

|                     | 2021            | 2020            |
|---------------------|-----------------|-----------------|
| As Auditor          |                 |                 |
| For Statutory Audit | 2,00,000        | 2,00,000        |
| For Tax Audit       | 50,000          | 50,000          |
| <b>Total</b>        | <b>2,50,000</b> | <b>2,50,000</b> |

**34. Foreign Currency Convertible Bonds**

| (a) Utilisation Of Proceeds                |            |
|--------------------------------------------|------------|
| No of FCCBs Issued                         | 105        |
| Value of each bond USD                     | 100,000    |
| Total FCCB Offering USD                    | 10,500,000 |
| Investment in Wholly owned Subsidiary- USD | 10,500,000 |
| Balance Unutilised -USD                    | -          |

The Proceeds of the FCCB have been utilized in accordance with the purpose allowed by the Reserve Bank of India as per the LRN No. 201803190 dated 28th March 2018.

| (b) No of Bonds outstanding              |     |
|------------------------------------------|-----|
| No of FCCBs Issued                       | 105 |
| No of Bonds converted into Equity Shares | 5   |
| Balance FCCBs outstanding                | 100 |



in ₹

| <b>(c) Initial Recognition of Foreign Currency Convertible Bonds(FCCB)</b> |                  |
|----------------------------------------------------------------------------|------------------|
| <b>Particulars</b>                                                         | <b>Amount( )</b> |
| Total FCCBs issued                                                         | 68,25,00,000/-   |
| Less : Converted into Equity                                               | 3,25,00,000/-    |
| Equity Component as on Balance Sheet date                                  | 65,00,00,000/-   |

**(d) Disclosure**

The FCCB is disclosed under other Equity as it is treated as an embedded derivative in accordance with IND AS 32, 107 and 109 as mentioned in the accounting policy on Financial Instruments. The FCCBs are repayable or convertible into equity shares on maturity date 9th July, 2023 vide offering circular dated 9th July, 2018.

**35.Earnings in Foreign Currency**

in ₹

| <b>Particulars</b> | <b>2021</b>    | <b>2020</b>     |
|--------------------|----------------|-----------------|
|                    | <b>in Lacs</b> | <b>in Lacs</b>  |
| Export Earnings    | 667.15         | 5,146.09        |
| <b>Total</b>       | <b>667.15</b>  | <b>5,146.09</b> |

**36. Expenditure in Foreign Currency**

in ₹

| <b>Particulars</b>             | <b>2021</b>    | <b>2020</b>     |
|--------------------------------|----------------|-----------------|
|                                | <b>in Lacs</b> | <b>in Lacs</b>  |
| Operational Expenses           | 531.24         | 3,933.46        |
| Consultancy & Professional Fee | -              | 84.98           |
| Service Charges                | 10.93          | 17.00           |
| Interest – FCCB                | 65.00          | 65.00           |
| Recruitment & Office Costs     | 43.74          | 184.28          |
| Travel                         | -              | 3.68            |
| Training                       | 21.87          | -               |
| <b>Total</b>                   | <b>672.78</b>  | <b>4,288.40</b> |



**37.** Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

**38.** Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

**As per our report of even date**

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn. No. 007257S

A. Krishna Rao  
Partner  
Membership No. 020085

P.C. Pantulu  
Chairman  
DIN : 01583136

K.S. Shiva Kumar  
Director  
DIN : 02103299

P. Chandra Sekhar  
Managing Director, CFO  
DIN : 01647212

Sangeeta Mundhra  
Company Secretary  
M.No 59771

Place: Hyderabad  
Date : 28th June 2021

# Board of Orchasp Limited

|                                |                                        |
|--------------------------------|----------------------------------------|
| <b>Mr. P. C. Pantulu</b>       | Director, Chairman & CEO               |
| <b>Mr. K. S. Shiva Kumar</b>   | Director & COO                         |
| <b>Mr. P. Chandra Sekhar</b>   | Managing Director & CFO                |
| <b>Mr. K. Koteswara Rao</b>    | Independent Director                   |
| <b>Mr. B. Srinivasa Reddy</b>  | Independent Director                   |
| <b>Mr. V. S. Roop Kumar</b>    | Independent Director                   |
| <b>Mr. Suraj Bharadwaj</b>     | Independent Director                   |
| <b>Ms. G. Ponnari</b>          | Independent Director                   |
| <b>Mr. B.V.B. Ravi Kishore</b> | Additional Director                    |
| <b>Ms. Sangeeta Mundhra</b>    | Company Secretary & Compliance Officer |

Auditors  
Statutory Auditor

**P.Murali & Co**  
Chartered Accountants  
6-3-655/2/3, Somajiguda  
Hyderabad. 500 082  
Telangana

Secretarial Auditor

**Y. Koteswara Rao**  
48-345, Ganesh Nagar Colony  
H.M.T. Road, Chintal  
Hyderabad

CIN

L72200TG1994PLC017485

Registered Office

Plot No 19 & 20, Moti Valley  
Trimulgherry  
Secunderabad. 500015  
Telangana.

e-mail  
Investors  
General

**secretarial@orchasp.com**  
**info@orchasp.com**

website

**www.orchasp.com**

Listing

**BSE Ltd**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai - 400 001

ISIN No

**INE215B01022**

Stock Code

**532271**

Registrar &  
Share Transfer Agent

**Aarthi Consultants (P) Ltd**  
Gagan Mahal, Street No 7  
Aravindra Nagar, Domalguda  
Hyderabad - 500 029.  
Telangana



## **Orchasp Limited**

CIN: L72200TG1994PLC017485

(Formerly Cybermate Infotek Limited)

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Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Tirumalghery, Secunderabad - 500 015. Telangana State, INDIA.

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