

# 28<sup>TH</sup> ANNUAL REPORT

## 2021-22



# SOUTHERN INFOSYS LIMITED

#402-A, Arunachal Building, Barakhamba Road New Delhi-110001, India  
Phone: +91-011-23354236, 43045402, Email: [southerninfosys@gmail.com](mailto:southerninfosys@gmail.com)  
CIN: L67120DL1994PLCC059994, Web: [www.southerninfosys.com](http://www.southerninfosys.com)

**BOARD OF DIRECTORS**

MR. RAKESH MOHAN SHARMA DIRECTOR (DIN-02459885)  
MS. DEEPALI SHARMA DIRECTOR (DIN- 05133382)  
MR. SIDDHARTH SHARMA WHOLE TIME DIRECTOR (DIN-07401382)  
MS. KRITI BAREJA DIRECTOR (DIN-08526516)  
MR. DHARMENDRA SINGH INDEPENDENT DIRECTOR (DIN-00158276)  
MR. RAJIV MISHRA INDEPENDENT DIRECTOR (DIN-07051314)

**AUDITORS**

V SAHAI TRIPATHI & CO.,  
Firm Registration No. 000262N  
Chartered Accountants  
C- 593, LGF, Defence Colony, New Delhi -  
110024

**SECRETARIAL AUDITOR**

NITIN BHATIA & CO.,  
Company Secretaries  
B-30, LGF, Lajpat Nagar -1  
New Delhi -110024

**BANKERS**

ICICI BANK LTD.  
BANK OF BARODA  
YES BANK

**REGISTERED OFFICE**

402-A, Arunachal Building,  
19, Barakhamba Road,  
New Delhi- 110001

**REGISTRAR & TRANSFER AGENT**

ALANKIT ASSIGNMENTS LTD.,  
Shop No. 4E/2, Jhandewalan Extension,  
New Delhi -110055

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## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of **SOUTHERN INFOSYS LIMITED** (CIN-L67120DL1994PLC059994) will be held through video conferencing and other audio visual means (VC / OAVM) on Friday, the 30<sup>th</sup> September, 2022 at 01.30 P.M. to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited standalone and consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Siddharth Sharma (DIN-07401382), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to provision of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder (including any modification(s) or re-enactment thereof for time being in force) and in furtherance to resolution passed in the Board Meeting held on 1st April, 2022, approval of the members of the company be and is hereby accorded for revision in the payment of consolidated remuneration to Mr. Siddharth Sharma (DIN:07401382), Whole Time Director with effect from 1<sup>st</sup> April, 2022 till the remaining period of his tenure on the terms and conditions as set out in the explanatory statement attached hereto and forming part to this notice with the liberty to the Board of Directors including the Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and /or remuneration so as the total consolidated remuneration payable to him shall not exceed the limits specified in Schedule V of the Act and as agreed by and between the Board and Mr. Siddharth Sharma.”

**“RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act, where in any financial year the Company has no profits or inadequate profits, Mr. Siddharth Sharma will be paid minimum consolidated remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.”

By Order of the Board  
For **Southern Infosys Limited**

Sd/-  
Shivani Mehra  
Company Secretary

Place: New Delhi  
Delhi: 01.09.2022

NOTES:

1. The 28<sup>th</sup> Annual General Meeting (AGM) is being held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, and all other relevant circulars issued from time to time followed by Circular No. 2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs and „SEBI“ Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter referred collectively as “e-AGM circulars”), physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 28th AGM shall be the registered office of the company viz..402-A, Arunachal Building, 19, Barakhamba Road, New Delhi – 110 001
2. National Securities Depositories Limited (“NSDL”) will be providing facility for remote e - Voting, for participation in the 28th AGM through VC/OAVM Facility and e-Voting during the 28th AGM.
3. Since the 28th AGM of the Company will be held through VC/OAVM and personal presence is not required, the route map is not annexed herewith.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members are requested to note that the Company’s shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and “MCA circulars” and “SEBI circulars”, the Company is providing facility of remote e - Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.southerninfosys.com](http://www.southerninfosys.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and 10/2021 dated June 23, 2021.
11. The MCA in continuation to its previous General Circulars (including General Circular No. 21/2021 dated 14th December, 2021) issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2022 on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 & 4 of General Circular No. 20/2020 dated. 05.05.2020.
12. SEBI vide Circular dated November 3, 2021 and December 14, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile no., bank account details, signature specimen) and nomination details by Members holding physical shares through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [www.southerninfosys.com](http://www.southerninfosys.com) and also prescribed that wherein even anyone of the aforesaid details are not available on or after April 01, 2023, then it shall be frozen by the RTA. In terms of the aforesaid SEBI Circular, effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by Company's RTA till the aforesaid details/ documents are provided to RTA. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in dematerialised form and to the Company's RTA in case the shares are held in physical form, in the prescribed form, pursuant to the SEBI Circular dated November 3, 2021.
13. In accordance with Regulation 40 of the SEBI (LODR) Regulations, 2015, as amended, all requests for transfer of securities shall be processed only if the securities are held in dematerialised form. Therefore, Members holding shares of the Company in physical form are requested to kindly get their shares dematerialised in case they wish to transfer their shares since physical transfer/issuance of equity shares have been disallowed by SEBI. Members can contact Company's RTA for assistance in this regard. Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which can be downloaded from the Company's website at [www.southerninfosys.com](http://www.southerninfosys.com)
14. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by

submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR3 or Form SH-14. The said form can be downloaded from the Company's website at [www.southerninfosys.com](http://www.southerninfosys.com). Members are requested to submit the said form to their Depository Participant in case the shares are held in dematerialised form and to the Company's RTA in case the shares are held in physical form, quoting your folio no.

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

The remote e-voting period begins on Tuesday, the 27th September, 2022 at 09:00 A.M. and ends on Thursday the 29th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2022.

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

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





**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile</li> </ol>



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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nitinbhatia90@gmail.com](mailto:nitinbhatia90@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting"; tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to [southerninfosys@gmail.com](mailto:southerninfosys@gmail.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to southerninfosys@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at southerninfosys@gmail.com. The same will be replied by the company suitably.
  6. Shareholders who would like to ask questions on the specific items in the notice during the meeting need to register themselves as speaker by sending their request in advance along with the query(s) at least **5 days prior to meeting i.e. till 25<sup>th</sup> September 2022** mentioning their name, demat account number/folio number, email id, mobile number at "southerninfosys@gmail.com". The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at "southerninfosys@gmail.com". These queries will be replied to by the company suitably by email.
  7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  8. The Company reserves the right to restrict the number of questions and number of speakers, as may be deemed appropriate, for smooth conduct of the AGM.
- 
15. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 23<sup>rd</sup> day of September, 2022 to Friday, the 30<sup>th</sup> day of September, 2022 (both days inclusive).
  16. Members who hold shares in physical mode are requested to update their e-mail id with the registrar and transfer agent by writing to M/s Alankit Assignments Limited, 4E/2, Jhandewalan Extension, New Delhi -110055 India, for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
  17. The relevant details as required in sub regulation 36(3) of SEBI (Listing Obligation and disclosure requirements), 2015 and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of director seeking appointment/ re-appointment at the Annual general Meeting, are given in Annexure-A, which forms integral part of the notice. Requisite declarations have been received from directors for their appointment and re-appointment.
  18. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote through e-voting or remote e-voting.
  19. All documents referred to in the accompanying Notice shall be available for inspection electronically. Members seeking to inspect such documents can send an email to southerninfosys@gmail.com with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 28<sup>th</sup> AGM on the website of the service provider. Shareholder would be able to view documents under the EVEN of the Bank after entering their login credentials. This notice and the Annual Report will also be available on the company's website.
  20. Members holding share in electronic mode are requested to intimate any change in their address or bank account details to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested

to advise any change in their address or bank account details immediately to the Company/Alankit Assignments Limited.

21. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. **Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat account. Members holding shares in physical mode shall submit their PAN to the Company / Registrar and transfer Agent.**
22. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
23. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. [www.southerninfosys.com](http://www.southerninfosys.com) and on the website of NSDL i.e. [www.evotingindia.com](http://www.evotingindia.com), immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange

By Order of the Board  
For **Southern Infosys Limited**

Sd/-  
Shivani Mehra  
Company Secretary

Place: New Delhi  
Date: 01.09.2022

### **Explanatory Statement**

(Pursuant to Section 102 of Companies Act, 2013 and corresponding rules thereto)

#### **Item No. 3.**

Members at the Annual General Meeting held on 30<sup>th</sup> September' 2019 appointed Mr. Siddharth Sharma as Whole Time Director of the company with effect from 13<sup>th</sup> August'2019 for a period of 5 years at an initial consolidated remuneration of Rs. 40,000/- per month.

Mr. Siddharth Sharma is responsible for overall management the company. He has provided dedicated services and significant contribution to expand the business of the company. The company has achieved to secure orders under his leadership and direction besides exploring the new business options in e-commerce industry. In view of this, the Board of Directors, on the recommendation of Nomination and Remuneration committee at its meeting held on 1<sup>st</sup> April'2022 has approved the revision in consolidated remuneration of Mr. Siddharth Sharma as Whole Time Director till the remaining period of his tenure with effect from 1<sup>st</sup> April'2022 with a liberty to the Board or the Nomination and Remuneration Committee to revise the remuneration within the prescribed ceiling limits of Schedule V and other applicable provisions of the Act.

Consolidated Salary Rs. 50,000/- per month in the grade of Rs. 50,000-15,000-80,000.

In the event of absence or inadequacy of profits of the company in any Financial year, Mr. Siddharth Sharma will be entitled to receive the consolidated remuneration subject to the compliance of the applicable provisions of Schedule V of the Act and the provision of Section 196, 197 and other applicable provisions, if any of the Act.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 4 of this Notice.

None of the director or key managerial person other than Shri Rakesh Mohan Sharma, director and Mrs. Deepali Sharma, director, is directly or indirectly interested or concerned in this item of business

**Annexure-A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT FORTH COMING ANNUAL GENERAL MEETING**

(In pursuance of regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015

<b>Name of the Director</b>	<b>Mr. Siddharth Sharma</b>
DIN	07401382
Date of birth and age	February 20, 1993, and 29years
Date of first appointment	13/08//2019
Nationality	Indian
Father's Name	Shri Rakesh Mohan Sharma
Qualifications	BA, LLB
Expertise in Specific functional areas	Experience in business management, Finance & Corporate Laws
Experience	05 years
Terms & Conditions of Appointment	As per the resolution passed by shareholder at their Annual General Meeting
Remuneration	50,000/- per month
Board Membership of other companies as on 31stMarch, 2021.	- Disha Investment Centre Private Limited - Disha Capital Services Limited - Zipzapdeals Internet Private Limited
Chairmanship(s) / Membership(s) of Committees of other Companies as on 31stMarch, 2021.	NA
Shareholding	311010 equity shares
Relationship of director inter-se	Son of Mr. Rakesh Mohan Sharma & Mrs. Deepali Sharma  Dishalnvvetment Insurance Brokers Private Zipzapdeals Internet Private Limited



## **DIRECTORS' REPORT**

To,  
The Members,

Your Directors have immense pleasure in presenting the 28<sup>TH</sup> Annual Report together with the standalone and consolidated financial statements of the company for the financial year ended 31<sup>st</sup> March, 2022.

### **1. SUMMARY OF FINANCIAL RESULTS**

The summarized financial result for the year ended 31<sup>st</sup> March, 2022 and corresponding previous year ended 31<sup>st</sup> March, 2021 are as follows:

(Amounts in Lakhs)		
Particulars	2021-22	2020-21
Total Revenue	1507.17	1613.71
Profit before depreciation and taxes	16.77	13.97
Profit before taxes	9.57	11.04
Provision for taxes ( Inc. Deferred taxes)	3.17	3.57
Profit for the year after taxes	6.40	7.47

### **2. FINANCIAL PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY**

During the year under review, your Company has earned a total revenue of Rs 15,07,17,819/- as compared to total revenue of Rs 16,13,71,611 in the preceding financial year. However, due to change in priority in the business module i.e. more focus on services, the company has earned higher profits before depreciation and tax as compared to the previous financial year

On consolidated basis, total Net profits earned by your company is Rs. 7,49,884/- as compared to total Profit of Rs. 7,41,998/- in last financial year. Directors of your company have been vigorously working on to acquire more order to increase the company"s profits.

### **3. VOLUNTRY DELISTING**

During the year under review the Equity Shares of the company were delisted from The Calcutta Stock Exchange Limited (CSE) with effect from March 04, 2022 in terms of Regulation 6 of SEBI (Delisting of Equity Shares) Regulations, 2021. The proposal for voluntary delisting was approved by board in its board meeting held on 28.07.2021 in view of no trading carried in respect of the Company's equity shares on said stock exchange. The Company continues to remain listed on "BSE" Limited (a stock exchange having a nation wide trading terminals)

### **4. DIVIDEND**

In view of the increased requirement of funds for the future business growth, the entire profits are retained for the operations and working of the company. Therefore, Board does not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2022.

### **5. CHANGE IN NATURE OF BUSINESS**

There is no change in the nature of Business during the financial year

## **6. SHARE CAPITAL**

The paid up equity share capital as on 31<sup>st</sup> March, 2022 is Rs 5,02,00,000/-. During the year under review there is no change in the paid up, issued, or subscribed share capital of the company. Further the company has neither issued any other class of share such as shares with Differential Rights nor granted any stock options etc during the year.

Equity Shares of your Company are listed presently at BSE Limited (BSE)

## **7. TRANSFER TO RESERVES**

For the Financial Year under review your Directors recommend the transfer of entire net profit of Rs 6,40,424/- to the reserve and surplus. With this transfer, the total reserves of the company shall stand at Rs. 24,82,223.

## **8. DIVIDEND DISTRIBUTION POLICY ( TOP 500)**

Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Second Amendment) Regulations, 2016, is not applicable on your company during the year under review.

## **9. DEPOSITS**

The Company has neither invited nor accepted any deposits from the public falling within the preview of section 73 of The Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rule 2014 during the year. There is no unclaimed or unpaid deposit lying with the Company.

## **10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report (MD&A)" for the year under review, as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed as part of this report at **Annexure- I**

## **11. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSON**

### **DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**

1. In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Siddharth Sharma, Whole Time Director of the Company retires by rotation and being eligible, offers himself for re-appointment in the ensuing Annual General Meeting.

Brief resume of Mr. Siddharth Sharma, nature of his expertise in functional areas and the name of the companies in which he holds Directorship and the Chairmanship/Membership of the Committees of the Board, as stipulated under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Companies Act, 2013 and applicable Secretarial Standards are given in the notice convening the Annual General Meeting.

The enabling resolution for approval is appearing in the Notice calling 28<sup>th</sup> Annual General Meeting of the company.

2. Ms. Shivani Mehra was appointed as the Company Secretary and Compliance Officer and designated as Key Managerial Personnel with effect from January 24, 2022.

## **DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors have given declarations to the effect that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing obligations and Disclosures Requirements), Regulations 2015. In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made there under and Listing Regulations.

## **BOARD EVALUATION**

Pursuant to the corporate governance requirements as prescribed in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and of individual directors.

In a separate meeting of independent directors, performance of non-independent directors, performance of the Board as a whole, performance of the Committee(s) of the Board and performance of the Chairman was evaluated, taking into account the views of other directors. Performance evaluation of independent directors was done by the entire Board, excluding the independent directors being evaluated.

## **BOARD AND COMMITTEE MEETINGS**

During the year under review 07 (Seven) Board Meetings and 04 (Four) Audit Committee Meetings were convened and held apart from other Committees" meetings of the Company. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **COMMITTEES OF THE BOARD**

As on March 31, 2022, the Board has the following 3 (Three) Committees viz: Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

### **1. AUDIT COMMITTEE**

Presently, the Audit Committee comprises of Three Member Directors viz.

1. Mr. Dharemndra Singh, Independent Director, (Chairman)
2. Mr. Rajiv Mishra, Independent Director, (Member)
3. Mr. R.M. Sharma, Non-Executive Director, (Member)

The Committee met four times during the year and not more than four months elapsed between two meetings.

All recommendations made by the Audit Committee were accepted by the Board during the year 2021-22.

### **2. NOMINATION AND REMUNRATION COMMITTEE**

The Company had constituted a Nomination and Remuneration Committee comprising of three Member Directors viz.

1. Mr. Dharmendra Singh, Independent Director (Chairman)
2. Mr. Rajiv Mishra Independent Director (Member)
3. Mr. R.M. Sharma, Non-Executive Director (Member)

All are non-executive directors and more than half are independent. Chairman of the committee is an independent director.

The Committee met once (01) during the year, which was attended by all the members of the committee and discussed the remuneration policy

### **3. STAKEHOLDERS RELATIONSHIP COMMITTEE**

Presently the Stakeholders" Relationship Committee consists of

1. Mr. Rajiv Mishra, Independent Director, (Chairman)
2. Mr. Dharmendra Singh, Independent Director. (Member)
3. Mr. Rakesh Mohan Sharma, Non Executive Director (Member)

The Committee, inter-alia, approves issue of duplicate certificates, oversees and reviews all matters connected with the securities transfers. The Committee also looks into Redressal of shareholders"/investors" complaints. The Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services. The Company Secretary acts as the Secretary to the Committees. In order to expedite the process of share transfers, the Board of Directors have nominated a Committee, who normally attends to the transfer and other related matters within a period of 10 days. The Committee of Officers operates subject to overall supervision and directions of Stakeholders" Relationship Committee.

Company Secretary cum Compliance Officer acts as Secretary to the Committee. The company is registered on SCORES (SEBI Complaints Redress System). Details of Complaints received and addressed during the year are given below:

<b>Particulars</b>	<b>No. of Complaints</b>
Total Compliant Received	NIL
Total Compliant Replied	NIL
Total Compliant Pending	NIL

### **POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

Pursuant to the provisions of section 134(3)(e) and Section 178(3) of the Companies Act, 2013 and the SEBI Listing Regulations, the policy of the Company on Directors" appointment and remuneration, including the criteria for determining qualification, positive attributes, independence of directors and other matters is governed by the Nomination and Remuneration Committee.

### **11. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors" Responsibility Statement, your Directors confirm:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departure was made for the same. The financial statements of the Company for the financial year ended March 31, 2022, have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 (the "Act"), read with the relevant rules made there under and other accounting principles generally accepted in India;

- b) That Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period ended on March 31, 2022;
- c) That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements have been prepared on a going concern basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) Those proper systems had been devised to ensure compliance with the provisions of all applicable laws and were adequate and operating effectively.

**12. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETING**

The Board has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

**13. ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed herewith as **Annexure -II**

**14. RELATED PARTY TRANSACTION**

All Related Party Transactions that were entered into during the financial year ended on March 31, 2022 were on an arm's length basis and in the ordinary course of business under Section 188(1) of the Act and the Listing Regulations.

Details of the transactions with Related Parties are provided in the accompanying financial statements in compliance with the provision of Section 134(3)(h) of the Act.

During the year, the company has entered into the contracts / arrangements with the Related Parties pursuant to Section 188 (1) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Disclosures as required under form AOC-2 are annexed herewith as **Annexure – III**

**15. PARTICULARS OF INVESTMENTS MADE, LOANS GIVEN, GUARANTEES GIVEN AND SECURITIES PROVIDED.**

Pursuant to Section 134(3) (g) of the Companies Act, 2013 particulars of loans, guarantees or investments and securities provided under Section 186 of the Companies Act, 2013 along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the accompanying financial statements.

**16. CORPORATE SOCIAL RESPONSIBILITY**

The provision of section 135 of the Companies Act, 2013 is not applicable on your company during the under review.

## **17. PARTICULARS OF HOLDINGS, SUBSIDIARY AND ASSOCIATES COMPANIES**

The Board reviews the affairs of the Company's Associates at regular intervals. In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company which form part of this Annual Report. Further, a statement containing salient features of the Financial Statement of the Company's associate is given in prescribed form AOC- 1 and is annexed as part of this report as **Annexure – IV**.

## **18. CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS.**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed as part of this report as **Annexure- V**.

## **19. STATUTORY AUDITORS AND REPORTS**

In 26<sup>TH</sup> Annual General Meeting of the company, M/s V. Sahai Tripathi & Co. Chartered Accountants, (ICAI Firm Registration No. 000262N) were re-appointed as Statutory Auditors of the Company to hold office till the conclusion of the 31<sup>ST</sup> Annual General Meeting to be held in the calendar year 2026. There is no change envisaged in their position. The requirement of seeking ratification of appointment of statutory auditors at every annual general meeting is no more required pursuant to amendments brought by the Companies Amendment Act, 2017.

All observations made in the Audit Report on Financial Statements are self-explanatory and do not call for any further comments under section 134 of the Companies Act, 2013. The qualifications reported by auditor were properly explained by directors in statement of impact submitted to stock exchange.

## **20. SECRETARIAL AUDITORS AND REPORT**

M/s Nitin Bhatia & Co., practicing company secretary, were appointed to conduct the secretarial audit of the Company for the financial year 2021-22 pursuant to Section 204 of the Companies Act, 2013 and Rules made there under. The Secretarial Audit Report for financial year 2021-22 forms part of the Annual Report as Annexure to this Directors' Report as **Annexure- VI**

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **21. COST AUDITOR**

Section 148 of the Companies Act is not Applicable to the Company. Hence company is not required to appoint a cost auditor.

## **22. INTERNAL FINANCIAL CONTROL**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

## **23. CORPORATE GOVERNANCE**

Since the paid up capital of the company is less than Rs. 10 Crores and the net worth of the Company is less than Rs. 25 Crores, the relevant provisions of Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, and

clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, are not applicable to the Company, hence corporate governance report is not enclosed to Directors Report.

**24. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 2021-22 AND THE DATE OF THIS REPORT**

There has been no material change and commitments occurred, between the end of the Financial year of the Company i.e. 31st March, 2022 and the date of this report affecting financial position of the Company

**25. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POLICY.**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 („Act“) and Rules made there-under, your Company has constituted Internal Complaint Committees (ICC). The Company has zero tolerance for sexual harassment at work place. During the year, the Company has not received any complaint of sexual harassment.

There was no case filed during the year under the Sexual Harassment of women at workplace under the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, company ensures that there is a healthy and safe atmosphere for women employees at workplace and made the necessary policy for staff and secure environment for women employee.

No. of complaints received: Nil • No. of complaints disposed off: Nil

**26. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, Vigil Mechanism/Whistle Blower Policy was formulated which provides a robust framework for dealing with genuine concerns & grievances. The Policy provides for adequate safeguard against victimization of employees who avail the mechanism and also provides direct access to the Chairperson of the Audit Committee. Specifically, employee can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. The same has also been displayed on the website of the Company.

**27. RISK MANAGEMENT**

The Company has laid down the procedures to inform Board Members about risk assessment and mitigation procedures. The Board of Directors of the Company has framed risk management policy and created appropriate structures with proper delegation of duties and responsibilities of employee at each level on enterprise basis for compliance's thereof which are periodically reviewed by the management, internal auditors, statutory auditors and the Audit Committee.

**28. LISTING OF EQUITY SHARES**

Your company"s shares are listed with the BSE Limited. The listing fee has been paid for the financial year 2022-2023 in respect of BSE Ltd.

## **29.REMUNERATION TO DIRECTOR AND KEY MANAGERIAL PERSONS.**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The ratio of remuneration of each Director to the median employee"s remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Sr. No.	Information Required	Input
1.	The ratio of the remuneration of each director to the median remuneration  *These ratios are calculated on the basis of median salary of Rs. 2.79 lakh	Mr. Siddharth Sharma: 1.72:1  Mrs. Kriti Bareja: 0.43:1
2.	The percentage increase in remuneration of each Director, chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	NIL
3	The percentage increase in the median remuneration of employees in the financial year	Nil
4.	The number of permanent employees on the rolls of company	06
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out, if there are any exceptional circumstances for increase in the managerial remuneration.	NA
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes
7.	Statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee who-  (I) if employed throughout the financial year, was in receipt remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;  (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;  (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.	NIL  NIL  NIL



**30. GENERAL**

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

- I. Details relating to deposits covered under Chapter V of the Act.
  - II. Issue of equity shares with differential rights as to dividend, voting or otherwise.
  - III. Issue of shares (including sweat equity shares and ESOP) to employees of the Company under any scheme.
  - IV. No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future.
31. CEO / CFO Certification in terms of Regulation 17(8) of Listing Regulations, Managing Director and CFO has given a compliance certificate to the Board of Directors as specified in Part B of Schedule II of Listing Regulations and forming part of this report as **Annexure - VII**.

**32. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the period under review, there were no applications made or proceeding in the name of the company under Insolvency and Bankruptcy Code, 2016.

**33. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institution

**34. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by any Regulator or Court, which would impact the going concern status of the company and its future projections.

**35. APPRECIATION AND ACKNOWLEDGMENTS.**

We thank our customers, business associates and bankers for their continued support during the financial year. We also place on record our sincere appreciation for the enthusiasm and commitment of Company"s employees for the growth of the Company and look forward to their continued involvement and support.

**For and on behalf of Board  
SOUTHERN INFOSYS LIMITED**

**(Siddharth Sharma)**  
Director  
DIN: 07401382  
Date:01.09.2022

**(Deepali Sharma)**  
Director  
DIN: 05133382  
Date: 01.09.2022

## ANNEXURE - I

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT FORMS PART OF THE ANNUAL REPORT.**

#### **A. INDUSTRY STRUCTURE AND DEVELOPMENT**

The software industry is growing rapidly and your company shall endeavor to use every possible opportunity in its favor. The company is exploring the opportunity in the e-commerce industry as well which is also showing quantum jumps. The Company expects to launch its unique informative cum e-commerce site shortly.

#### **B. SEGMENT WISE / PRODUCT WISE PERFORMANCE**

The company has only one segment i.e. IT and IT related Services including Hardware supplies.

#### **C. ADEQUACY OF INTERNAL CONTROLS**

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

#### **D. HUMAN RESOURCES / INDUSTRIAL RELATIONS**

Your Company acknowledges the commitment, competence and dedication of its employees at all level. The company is committed to nurture, enhance and retain best talent through investment in its people to upgrade their technical, domain and leadership capability. To retain leadership position, the company continuously innovates and customizes its Human Resource (HR) strategy to meet changing employee need.

#### **E. OPERATING PERFORMANCE, FUTURE OUTLOOK ETC.**

During the year the company has mainly rendered IT related services besides supplies of Hardware and despite the fall in the turnover of the company, your company has made higher profit before Depreciation and Tax of Rs 16.77 as compared to Rs 13.97 in the preceding financial year. The Board is putting efforts to enhance its operations through expanding viability in other domain.

#### **F. RISK AND CONCERN**

The management periodically carries out risk assessment exercises. Risk factors are also discussed in Audit Committee Meetings. However, an economic slowdown can adversely affect the demand-supply equation in the industry. The rapid innovation in technology is always a threat for the industry. The Board is aware of this threat and takes steps continually to advance with the time.

**Annexure –III**

**FORM NO. AOC 2**

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL
2. Details of material contracts or arrangement or transactions at arm's length basis
  - (a) Name(s) of the related party and nature of relationship : Mr. Rakesh Mohan Sharma - NED
  - (b) Nature of contracts/arrangements/transactions : Consultancy Fee and Advance
  - (c) Duration of the contracts/arrangements/transactions : 1 year
  - (d) Salient terms of the contracts or arrangements or transactions including the value: 20,75,000 (including advance)
  - (e) Date(s) of approval by the Board: NA
  - (f) Amount paid as advances: NIL

**Annexure –IV**

**FORM NO. AOC 1**

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

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

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs) : NIL

**Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of Associates/Joint Ventures	Disha Capital Services Ltd.
<b>1. Latest audited Balance Sheet Date</b>	30.05.2022
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>	
No.	13,13,850
Amount of Investment in Associates/Joint Venture	Rs. 1,31,38,500/-
Extent of Holding %	44.54%
<b>3. Description of how there is significant influence</b>	Majority shareholder
<b>4. Reason why the associate/joint venture is not consolidated</b>	NA
<b>5. Networth attributable to Shareholding as per latest audited Balance Sheet</b>	1,40,28,569/-
<b>6. Profit / Loss for the year</b>	
i. Considered in Consolidation	7,49,884/-
i. Not Considered in Consolidation	6,40,424/-

1. Names of associates or joint ventures which are yet to commence operations. NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

## **Annexure –V**

### **A. CONSERVATION OF ENERGY**

The Following measures were continued by the Company for conservation of energy

- i)** Optimizing the lighting in the premises and reducing the power consumption through installation of LEDlights.
- ii)** Installation of energy saver in lightingcircuit.
- iii)** Continual exploration of various avenues to reduce and optimizeenergy.

### **B. RESEARCH AND DEVELOPMENT(R&D)**

Company has not claimed / incurred any specific expenditure under this head. However, Company constantly endeavors through its highly skilled and committed workforce to develop products and services to be launched at an opportune time.

### **C. TECHONOLOGY ABSORPTION, ADAPTION &INNOVATION**

Company is not into any manufacturing activity and as such absorption of any particular technology or its adaptation is not applicable.

### **D. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Inflow, if any NIL

Foreign Outflow, if anyNIL

**Annexure-VI**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31.03.2022**

[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,**

**Southern Infosys Limited,**

**402-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110 001**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s SOUTHERN INFOSYS LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **M/s SOUTHERN INFOSYS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31.03.2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2022 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 („SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable as the company did not have any transaction covered under Foreign Exchange Management Act, 1999.)**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 („SEBI Act"): -

**(a)** The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

**(b)** The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

**(c)** The Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018; **(Not applicable to the company during the audit period)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **(Not applicable to the company during the audit period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **(Not applicable as the company has not issued any kind of debt securities);**

(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; - **(Not applicable to the company during the audit period);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 to extent applicable;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the audit period)and**

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time.

- vi) Other laws as may be applicable to the Company as per the representation made by the Company.

We have been informed by the Company that there are no laws specifically applicable to the Company

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with CSE (Calcutta Stock Exchange) & BSE Ltd. (Bombay Stock Exchange).

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors. The changes in the composition of the Board that took place during the period under review as mentioned below was carried out in compliance with the provision of the Act.

During the period under review, Mrs. Kriti Bareja (DIN:08526516) who was earlier appointed as a Whole Time Director of the company with effect from 13<sup>th</sup> Aug 2019, ceased to be a whole time director of the company effective from 27.07.2021. She however, continues to be non-executive director of the company.

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

On inspection of the minutes as captured and recorded it was ascertained that majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period no major action except Voluntary Delisting of Equity Shares (CSE) pursuant to Regulation 6 of SEBI (Delisting of Equity Shares) Regulations, 2021 dated March 03, 2022, having a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards etc. have taken the place.

**For Nitin Bhatia & Co.**  
Company Secretaries

S/d  
(Nitin Bhatia)  
FCS No.: 10285  
C.P. No.: 12902

UDIN: F010285D000892463

Date: 01.09.2022  
Place: New Delhi

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,  
Southern Infosys Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management's 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 law, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Nitin Bhatia & Co**  
Company Secretaries

S/d  
(Nitin Bhatia)  
FCS No.: 10285  
C.P. No.: 12902  
UDIN: F010285D000892463

Date: 01.09.2022  
Place: New Delhi



**Annexure –VII**

**CEO / CFO CERTIFICATION**

To,  
The Board of Directors  
Southern Infosys Limited

This is to certify with reference to the Annual Accounts of the Company for the year ended 31<sup>ST</sup> March, 2022 that:-

- a. We have reviewed financial statements and the cash flow statement for the year ended on 31<sup>ST</sup> March, 2022 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- d. We have indicated to the Auditors and the Audit committee:
  - i. That there is no significant changes in internal control over financial reporting during the year;
  - ii. That no changes in accounting policies during the year other than those disclosed in the notes to the financial statements; and
  - iii. That there is no instance of any fraud which we have become aware of for Southern Infosys Limited

For and on behalf of the Board

S/d  
(Deepika)  
CFO

Place: New Delhi  
Dated:01.09.2022

## **INDEPENDENT AUDITOR’S REPORT**

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**To  
The Members Of  
SOUTHERN INFOSYS LIMITED**

### **Report on the Audit of the Standalone Financial Statements**

#### **Qualified Opinion**

We have audited the standalone financial statements of **SOUTHERN INFOSYS LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter paragraph, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the 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, of the state of affairs of the Company as at March 31, 2022 and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Qualified Opinion**

Gratuity Provision is required in respect of employees as required under Payment of Gratuity Act, 1972 by following independent actuarial valuations as at the balance sheet date by using the project unit cost method as mandated by Ind AS 19, “Employee Benefits” prescribed under Companies (Indian Accounting Standards) Rules, 2015. The Company has not made any provision for Gratuity and the same is in contravention of Ind AS 19, Employee Benefits. We are unable to ascertain the financial implication of the same. The net profit for the year and cumulative net profits are overstated and the provisions are understated to that extent.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Emphasis of Matter**

a. We draw your attention to the responsibility of the Company to arrange balance confirmations in

respect of Accounts Receivable, Accounts Payable and other receivables/payables. Balance confirmations have not been received from the said parties up to the date of signing of financials. The balances of such parties have been incorporated in the financial statements at the value as per the books of account. The company, to the extent stated, has considered them as good and no provisions have been made in respect of debtors / advances. Accordingly, Accounts Receivables and Payables balances and other receivables / payables are subject to confirmation and reconciliation. To that extent, we are unable to ascertain financial implication of same in the financial statements. Our report is not modified in respect of the matter.

- b. We draw attention to Note 33 to the standalone financial statements, regarding management's assessment of Covid-19 impact on the future performance of the company. Our report is not modified in respect of the matter.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key matters to be communicated in our report.

### **Information Other than the Standalone 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 Board's Report including Annexure to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

### **Management's Responsibilities for the Standalone financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Standalone financial statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative

factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

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

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

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

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- (1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, 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, based on our audit we report that:
  - a. Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, 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. Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, 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. Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rule 2015, as amended.
  - e. On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022, 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**".

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

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

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations as at March 31, 2022 which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company has neither declared nor paid any dividend during the year ending March 31, 2022. Also, no dividend has been proposed by the Board for the year ending March 31, 2022. Accordingly, reporting under Rule 11(f) is not applicable.
- 

**For V Sahai Tripathi & Co.**  
Chartered Accountants  
FRN -000262N

**Vishwas Tripathi**  
Partner  
Membership No. – 086897

Place: New Delhi  
Date: 30<sup>th</sup> May, 2022

## **ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT**

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### **Referred to in paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date**

- i. In respect of Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has no intangible assets. Accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable.
  - (b) The company has a phased program of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with such program, the management has physically verified its fixed assets during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) The company does not have any immovable properties. Accordingly, reporting under clause 3(i)(c) of the Order is not applicable.
  - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.
- ii.
  - (a) The company does not have any inventory and hence reporting under clause 3(ii)(a) of the order is not applicable.
  - (b) The company has not been sanctioned any working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has made investments in but not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, during the year.
  - (a) The company has not provided any loans or advances in the nature of loans or provided any guarantee or security to any other entities during the year. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable.
  - (b) In our opinion, the investments made by the company during the year and loans granted by the Company in earlier years are, prima facie, not prejudicial to the Company's interest.
  - (c) In respect of loans granted by the Company in earlier years, the schedule of repayment of principal and payment of interest has been stipulated and as per the information and explanations provided and on the basis of records examined by us, the repayments of principal and interest have not been fallen due during the year.
  - (d) In respect of loans granted by the Company in earlier years, there is no overdue amount remaining outstanding as at the balance sheet date.
  - (e) No loans granted by the Company which has fallen due during the current year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given



to the same parties.

- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) of the Order is not applicable.
- iv. The Company has not made any transactions in respect of loans, investments, guarantees and securities covered under section 185 of the Act during the year. In respect of investments covered under section 186 of the Companies Act, 2013, the provisions of the said section 186 have been duly complied with.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
  - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of statutory dues that are in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us and the records of the company examined by us, there were no statutory dues which have not been deposited on account of any dispute as at March 31, 2022.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. In respect of loans and borrowings:
  - (a) The company has not taken any loans or borrowings from any lender and hence reporting under clause 3(ix)(a) of the Order is not applicable.
  - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - (c) The Company has not taken any term loan during the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
  - (d) On an overall examination of the standalone financial statements of the Company, no funds have been raised on short term basis by the company during the year and hence, reporting under clause 3(ix)(d) of the Order is not applicable.
  - (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person during the year on account of or to meet the obligations of its associate.
  - (f) The company has not raised any loans during the year on the pledge of securities held in its associates and hence reporting under clause 3(ix)(f) of the Order is not applicable.

- x. In respect of IPO / FPO and Private Placement / Preferential Allotment :
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. In respect of fraud and whistle blower complaints:
- (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
  - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act 2013, to the extent applicable, with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv. In respect of Internal Audit System:
- (a) In our opinion and based on our examination, the company does not have an internal audit system though the company is required to have an internal audit system as per section 138 of the Companies Act, 2013.
  - (b) The company did not have an internal audit system for the year covered under audit.
- xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In respect of registration with RBI and reporting for Core Investment Company:
- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
  - (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our

attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In our opinion, section 135 of the Companies Act 2013 is not applicable to the company. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

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**For V Sahai Tripathi & Co.**  
Chartered Accountants  
FRN -000262N

**Vishwas Tripathi**  
Partner  
Membership No. – 086897

Place: New Delhi  
Date: 30<sup>th</sup> May, 2022

## **ANNEXURE-' B' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2(f) under „Report on Other Legal and Regulatory Requirements“ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub- section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of **SOUTHERN INFOSYS LIMITED** (the “Company”) as of March 31, 2022 in conjunction with our audit of standalone financial statements of the Company for the year ended on that date.

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

The Management of the Company 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 (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention and timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

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

Because of the inherent limitations of 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, to the best of our information and according to the explanations given to us, 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, 2022, based on the criteria for internal financial control over financial reporting 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 ICAI.

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**For V Sahai Tripathi & Co.**  
Chartered Accountants  
FRN -000262N

**Vishwas Tripathi**  
Partner  
Membership No. – 086897

Place: New Delhi  
Date: 30<sup>th</sup> May, 2022

**SOUTHERN INFOSYS LIMITED**  
**Balance Sheet as at 31st March 2022**

		(Amt. in Lakhs)	
	Note	As at 31st March 2022	As at 31st March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	1	59.94	46.06
Financial Assets			
(i) Investments	2	209.18	170.57
(ii) Loans	3	169.96	178.62
(iii) Others	4	105.75	105.75
Deferred Tax Asset (Net) including MAT credit	5	-	0.10
Other Non Current Assets	6	34.70	52.78
<b>Current assets</b>			
Financial Assets			
(i) Trade receivables	7	1,549.51	1,639.57
(ii) Cash and Cash Equivalents	8	60.21	32.71
(iii) Other Bank Balances	9	6.32	5.99
Other Current Assets	10	31.69	1.52
<b>TOTAL ASSETS</b>		<b>2,227.26</b>	<b>2,233.67</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	502.00	502.00
Other Equity	12	24.82	18.42
<b>Non Current Liabilities</b>			
Deferred Tax Asset (Net) including MAT credit	5	0.77	-
<b>Current liabilities</b>			
Financial Liabilities			
(i) Trade Payables	13		
(A) Total outstanding dues of micro enterprise and small enterprises		-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,696.19	1,708.65
(ii) Other Financial Liabilities	14	0.34	0.35
Other Current Liabilities	15	3.14	4.25
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,227.26</b>	<b>2,233.67</b>

**Notes forming part of the financial statements**

This is the Balance Sheet referred to in our report of even date

**For V Sahai Tripathi & Co.**

Chartered Accountants  
**Firm Regn No. 000262N**

**Siddharth Sharma**  
**Director**  
**DIN: 07401382**

**Deepali Sharma**  
**Director**  
**DIN: 05133382**

Vishwas Tripathi  
(Partner)  
Membership No. 086897

Place : New Delhi  
Date : 30th May ,2022

**Deepika**  
**Chief Finance Officer**

**Shivani Mehra**  
**Company Secretary**

**SOUTHERN INFOSYS LIMITED**

**Statement of Profit and Loss for the period ended 31st March 2022**

(Amt. in Lakhs)

Particulars	Note	For the year ending 31st March 2022	For the year ending 31st March 2021
I. Revenue From Operations	16	1,488.23	1,576.92
II. Other Income	17	18.96	36.81
III. Total Revenue (I + II)		<b>1,507.19</b>	<b>1,613.73</b>
IV. Expenses:			
Purchase of Stock-in Trade/ Services	18	1,406.41	1,528.63
Employee Benefits Expense	19	25.19	26.93
Finance Costs	20	0.65	1.08
Depreciation and Amortization Expense	1	7.20	2.93
Other Expenses	21	58.17	43.09
Total Expenses		<b>1,497.62</b>	<b>1,602.65</b>
V. Profit before exceptional items and tax (III-IV)		9.57	11.07
VI. Exceptional Item		-	-
VII. Profit before tax (V - VI)		9.57	11.07
VIII. Tax expense:			
(1) Current Tax		1.80	2.42
(2) Deferred Tax		0.86	1.16
(3) Earlier Year Tax Expense		0.51	-
IX Profit (Loss) for the period		<b>6.39</b>	<b>7.50</b>
X Other Comprehensive income			
A (i) Items that will not be reclassified to profit or loss		-	-
(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		-	-
XI Total Comprehensive Income for the year (X+XI) (Comprising profit (loss) and Other Comprehensive Income for the year)		6.39	7.50
XII Earnings per equity share (for continuing operation):			
- Basic		0.13	0.15
- Diluted		0.13	0.15

**Notes forming part of the financial statements**

This is the Balance Sheet referred to in our report of even date

**For V. Sahai Tripathi & Co.**

Chartered Accountants  
Firm Regn No. 000262N

**Siddharth Sharma**  
Director  
DIN: 07401382

**Deepali Sharma**  
Director  
DIN: 05133382

**Vishwas Tripathi**  
(Partner)

Membership No. 086897

Place : New Delhi  
Date : 30th May ,2022

**Deepika**  
Chief Finance Officer

**Shivani Mehra**  
Company Secretary

**SOUTHERN INFOSYS LIMITED**

**Statement of Cash Flow for the period ended 31st March 2022**

(Amt. in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
<b>(A) Cash flow from Operating Activities</b>		
Profit Before Tax	9.57	11.04
<b>Add:</b>		
Depreciation	7.20	2.93
Interest Received	(11.93)	(34.00)
(Profit)/Loss on sale of Investments	(0.57)	(2.80)
Profit on Fair Valuation of Investment	(1.19)	0.22
Operating Profits before working Capital changes	3.08	(22.61)
Adjustment for:		
Change in Trade Payable	(12.46)	-435.26
Change in Other Liabilities	(1.13)	-23.21
Change in Trade receivable	90.07	492.48
Change in Loans & Advances	8.66	34.58
Change in Current Assets	(30.16)	-41.29
Cash generation from Operating Activities	58.05	4.69
Income Tax	(15.76)	20.39
<b>Net Cash generation from Operating Activities</b>	<b>73.82</b>	<b>(15.68)</b>
<b>(B) Cash Flow from Investing Activities</b>		
Interest Income	11.93	34.00
Purchase of Fixed Assets	(21.07)	(48.15)
Purchase of Investment	-223.01	-176.85
Sale of Investment	186.15	207.65
Movement in Deposits	0.33	-0.47
<b>Net Cash from Investing Activities</b>	<b>(46.32)</b>	<b>16.19</b>
<b>(C) Cash Flow from Financing Activities</b>		
Interest Paid	-	-
<b>Net Cash flow in Financing Activities</b>	<b>-</b>	<b>-</b>
Net increase decrease in cash & cash equivalents	<b>27.49</b>	<b>-0.49</b>
Cash and Cash equivalents (Opening Balance)	<b>32.71</b>	<b>32.21</b>
Cash and Cash equivalents (Closing Balance)	<b>60.20</b>	<b>32.71</b>

**Notes forming part of the financial statements**

This is the Balance Sheet referred to in our report of even date

**For V. Sahai Tripathi & Co.**

Chartered Accountants  
Firm Regn No. 000262N

Siddharth Sharma  
Director  
DIN: 07401382

Deepali Sharma  
Managing Director  
DIN: 05133382

Vishwas Tripathi  
(Partner)  
Membership No. 086897

Place : New Delhi  
Date : 30th May ,2022

Deepika  
Chief Finance Officer

Shivani Mehra  
Company Secretary



**SOUTHERN INFOSYS LIMITED**  
**Statement of Change in Equity as at March 31, 2022**

**(A) Equity Share Capital** **(Amt. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Balance as per last financial statements	502.00	502.00
Change in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the year	502.00	502.00
Changes in equity share capital during the current year	-	-
Balance at the end of the year	<b>502.00</b>	<b>502.00</b>

**(B) Other Equity**

Particulars	Retained Earnings	Total
As at 1st April, 2020	10.95	10.95
Net Profit for the year	7.47	7.47
<b>As at 31st March, 2021</b>	<b>18.42</b>	<b>18.42</b>
As at 1st April, 2021	18.42	18.42
Net Profit for the year	6.40	6.40
<b>As at 31st March, 2022</b>	<b>24.82</b>	<b>24.82</b>

Notes forming part of the financial statements  
This is the Balance Sheet referred to in our report of even date

**For V. Sahai Tripathi & Co.**

Chartered Accountants  
Firm Regn No. 000262N

**Siddharth Sharma**  
**Director**  
**DIN: 07401382**

**Deepali Sharma**  
**Director**  
**DIN: 05133382**

**Vishwas Tripathi**  
**(Partner)**  
**Membership No. 086897**

Place : New Delhi  
Date : 30th May ,2022

**Deepika**  
**Chief Finance Officer**

**Shivani Mehra**  
**Company Secretary**

**1 Property, Plant and Equipment**

Property, plant and equipment consist of the following :

Particulars	Computers And Data Processing Units	Data processing machine	Data processing machine	Data processing machine	Air conditioner	Furniture & fixture	Software	Vehicle	Total
<b>Year ended 31 March 2022</b>									
<b>Opening gross carrying amount</b>									
Additions	0.11	0.04	0.24	0.05	1.65	0.11	0.11	48.15	50.35
Disposals	-	-	-	8.52	-	-	-	12.55	21.07
<b>Closing gross carrying amount as at March 31, 2022</b>	<b>0.11</b>	<b>0.04</b>	<b>0.24</b>	<b>8.57</b>	<b>1.65</b>	<b>0.11</b>	<b>0.11</b>	<b>60.70</b>	<b>71.42</b>
Opening accumulated depreciation	0.05	-0.16	0.20	0.49	1.23	0.11	0.11	2.85	4.28
Depreciation charged during the year 2021-22					0.08			6.62	7.20
Depreciation on Disposals									
Adjustment/ Reversal of Depreciation									
<b>Closing accumulated depreciation as at March 31, 2022</b>	<b>0.05</b>	<b>-0.163</b>	<b>0.20</b>	<b>0.49</b>	<b>1.31</b>	<b>0.11</b>	<b>0.11</b>	<b>9.48</b>	<b>11.48</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>0.07</b>	<b>0.20</b>	<b>0.03</b>	<b>8.08</b>	<b>0.33</b>	<b>-</b>	<b>-</b>	<b>51.22</b>	<b>59.94</b>
<b>Year ended 31 March 2021</b>									
<b>Opening gross carrying amount</b>									
Additions	0.11	0.04	0.24	0.05	1.65	0.11	0.11	-	2.20
Disposals								48.15	48.15
<b>Closing gross carrying amount as at March 31, 2021</b>	<b>0.11</b>	<b>0.04</b>	<b>0.24</b>	<b>0.05</b>	<b>1.65</b>	<b>0.11</b>	<b>0.11</b>	<b>48.15</b>	<b>50.35</b>
Opening accumulated depreciation	0.05	-0.16	0.20	0.05	1.15	0.11	0.11	2.85	1.35
Depreciation charged during the year 2020-2021					0.08				2.93
Depreciation on Disposals									
Adjustment/ Reversal of Depreciation									
<b>Closing accumulated depreciation as at March 31, 2021</b>	<b>0.05</b>	<b>-0.16</b>	<b>0.20</b>	<b>0.05</b>	<b>1.23</b>	<b>0.11</b>	<b>0.11</b>	<b>2.85</b>	<b>4.28</b>
<b>Net carrying amount as at March 31, 2021</b>	<b>0.07</b>	<b>0.20</b>	<b>0.03</b>	<b>0.05</b>	<b>0.42</b>	<b>-</b>	<b>-</b>	<b>45.30</b>	<b>46.06</b>

**SOUTHERN INFOSYS LIMITED**

Notes to the financial statement for the year ended March 31, 2022

**2 Investments (Non-current)**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Investment Carried at Fair Value through Profit &amp; Loss</b>		
- Investments in Equity Shares (Refer 2A)	0.13	0.11
<b>Investment Carried at Fair Value through Profit &amp; Loss</b>		
- Investments in DSP Liquidity Mutual Fund	77.67	39.07
<b>Investment Carried at cost (in Associate)</b>		
- Investments in Equity Shares -Unquoted	131.39	131.39
	<b>209.19</b>	<b>170.57</b>

**2A Investments in Equity**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Quoted Shares</b>		
Arcee Industries Ltd.	0.08	0.06
Shiva Medicare Ltd.	0.00	0.04
Pasupati Acrylic Ltd.	0.03	0.01
Arcotech	0.00	0.00
	<b>0.13</b>	<b>0.11</b>

**3 Loans (Non-current)**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Loans (refer 3A)</b>	169.96	178.62
	<b>169.96</b>	<b>178.62</b>

**3A Particulars**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
SMB Holdings*	46.60	64.31
Vinod Kumar*	58.23	54.02
Gyatri Impex*	65.13	60.29
	<b>169.96</b>	<b>178.62</b>

\* Loans balances are inclusive of interest receivables as at March 31, 2022/ 2021

**4 Other Financial Assets (Non-Current)**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Security Deposits</b>	105.75	105.75
	<b>105.75</b>	<b>105.75</b>

**SOUTHERN INFOSYS LIMITED**

Notes to the financial statement for the year ended March 31, 2022

**5. Deferred Tax Assets/ (Liabilities) (Net)**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
Property, Plant and Equipment	-1.74	-1.05
Investment	-0.18	0.00
<b>Total Deferred Tax Assets/(Liabilities)</b>	<b>(1.92)</b>	<b>(1.05)</b>
MAT credit available	1.15	1.15
	<b>(0.77)</b>	<b>0.10</b>

**Movement in Deferred Tax Assets/(Liabilities)**

Particulars	Property, Plant and Equipment	Investment	Total
At 31st March, 2020	0.10		0.10
(Charged) / credited			
– to Statement of Profit and Loss	-1.15	-0.00	-1.16
– to Other Comprehensive Income	-	-	-
<b>As at 31st March, 2021</b>	<b>(1.05)</b>	<b>(0.00)</b>	<b>-1.06</b>
(Charged) / credited during the year 2021-22			
– to Statement of Profit and Loss	(0.69)	(0.17)	-0.85
– to Other Comprehensive Income	-	-	-
<b>As at 31st March, 2022</b>	<b>(1.74)</b>	<b>(0.17)</b>	<b>(1.91)</b>

**SOUTHERN INFOSYS LIMITED**

Notes to the financial statement for the year ended March 31, 2022

**6 Other Non Current Assets**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
Balance with Statutory Authorities	0.23	0.18
Tax Recoverable (Net of Provision) (Refer 6A)	34.47	52.60
	<b>34.70</b>	<b>52.78</b>

**6A Status as at 31st March, 2022**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
TDS recoverable/tax deducted at source	38.86	57.53
Provision for tax	-4.39	-4.94
Tax Refundable/(Tax Payable)	<b>34.47</b>	<b>52.59</b>

**SOUTHERN INFOSYS LIMITED**

**Notes to the financial statement for the year ended March 31, 2022**

**7 Trade Receivables**

Trade receivables consist of the following:

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered good(Refer Note 7A)	1,549.51	1,639.57
Doubtful	-	-
	<u>1,549.51</u>	<u>1,639.57</u>
<b>Less: Allowance for expected credit loss</b>	<b>-</b>	<b>-</b>
	<b><u>1,549.51</u></b>	<b><u>1,639.57</u></b>

The company applies the implied and life time approach to provide for expected credit loss prescribed by Ind AS 109, which permits the use of expected loss provision for all trade receivables. The company uses expected credit loss model to assess the impairment loss and make allowance on doubtful debts using expected credit loss model on case to case basis.

**8 Cash and Cash Equivalent**

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
(a) Cash in Hand	19.98	14.14
(b) Balances with banks	-	-
- In Current Accounts	40.23	18.57
	<u>60.21</u>	<u>32.71</u>

**9 Other Bank Balances**

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Bank deposit (deposits with original maturity more than 3 month having remaining maturity less than 12 months form Reporting date)	6.32	5.99
	<u>6.32</u>	<u>5.99</u>

**10 Other Current Assets**

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Advance to Suppliers	25.65	0.95
Advance to staff	2.56	-
Advance for Consultancy	2.75	-
Prepaid Expense	0.73	0.57
Interest Recoverable on FD	-	0.00
	<u>31.69</u>	<u>1.52</u>

**SOUTHERN INFOSYS LIMITED****Notes to the financial statement for the year ended March 31, 2022****11 Share Capital**

The authorised, issued, subscribed and fully paid up share capital of equity shares having a par value of Rs10 each as follows:

Share Capital	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
Authorised		
60,00,000 Equity Shares of Rs 10 each	600.00	600.00
	-	-
<b>Issued, Subscribed &amp; Fully Paid</b>		
50,20,000 equity Shares of Rs 10 each	502.00	502.00
	<b>502.00</b>	<b>502.00</b>

(i) Equity Shares :- The company has one class of equity shares having a par value of Rs 10 each. Each share holder of equity is entitled to one vote per share.

(ii) In the event of liquidation of the company, holders of equity shares will be entitled to receive remaining assets of the company after distributing of all preferential amounts.

**11A Reconciliation of number of shares**

Particulars	As at 31st March 2022		As at 31st March 2021	
	Amount(in Rs)	Amount(In Rs.)	Amount(in Rs)	Amount(In Rs.)
Shares outstanding at the beginning of the year	5,020,000	50,200,000	5,020,000	50,200,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>5,020,000</b>	<b>50,200,000</b>	<b>5,020,000</b>	<b>50,200,000</b>

**11B Details of shares held by shareholders holding more than 5% of aggregate shares in the Company**

Name of Shareholder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Rakesh Mohan Sharma	412,450	8%	412,450	8%
Disha Capital Services Limited	598,000	12%	598,000	12%
Disha Investment Centre Pvt Ltd	1,483,800	30%	1,483,800	30%
Mr. Tarun Sharma	317,120	6%	317,120	6%
Mr. Siddharth Sharma	311,010	6%	311,010	6%
Deepali Sharma	265,000	5%	265,000	5%
Rakesh Sharma Jointly held with Shivani Sharma	247,500	5%	247,500	5%
Others	1,385,120	28%	1,385,120	28%
<b>Total</b>	<b>5,020,000</b>	<b>100%</b>	<b>5,020,000</b>	<b>100%</b>

**11C Shareholding of promoters**

Name of Promoter	As at 31st March 2022		
	No. of Shares held	% of Holding	% Change during the year
RAKESH MOHAN SHARMA	412,450	8%	-
DEEPAI SHARMA	265,000	5%	-
TARUN SHARMA	317,120	6%	-
SIDDHARTH SHARMA	311,010	6%	-
RAKESH MOHAN SHARMA JOINTLY WITH SHIVANI SHARMA	247,500	5%	-
DISHA INVESTMENT CENTRE PRIVATE LIMITED	1,483,800	30%	-
DISHA CAPITAL SERVICES LIMITED	598,000	12%	-
Total	<b>3,634,880</b>	<b>72%</b>	<b>0%</b>

**12 OTHER EQUITY**

Other Equity	(Amt. in Lakhs)	
	Retained Earnings	Total
Balance as at 01.04.2020	10.95	10.95
Total comprehensive income for the year	7.47	7.47
<b>Balance as at 31.03.2021</b>	<b>18.42</b>	<b>18.42</b>
Total comprehensive income for the year	6.40	6.40
<b>Balance as at 31.03.2022</b>	<b>24.82</b>	<b>24.82</b>

<b>13 Trade payables</b>		(Amt. in Lakhs)	
Particulars	As at 31st March 2022	As at 31st March 2021	
Trade Payables			
- Due to MSME	-		
- Due to others	1,696.19		1,708.65
	<b>1,696.19</b>		<b>1,708.65</b>

<b>14 Other Financial Liabilities (Current)</b>		(Amt. in Lakhs)	
Particulars	As at 31st March 2022	As at 31st March 2021	
Audit fee Payable	0.30		0.15
Expenses Payable	0.04		0.20
	<b>0.34</b>		<b>0.35</b>

<b>15 Other Current Liabilities</b>		(Amt. in Lakhs)	
Particulars	As at 31st March 2022	As at 31st March 2021	
Balance with Statutory Authorities			3.70
Salary Payable	3.14		0.55
	<b>3.14</b>		<b>4.25</b>

<b>16 Revenue from Operations</b>		(Amt. in Lakhs)	
Particulars	For the year ending 31st March 2022	For the year ending 31st March 2021	
Sale of products / rendering of services	1,488.23		1,576.92
	<b>1,488.23</b>		<b>1,576.92</b>

<b>17 Other Income</b>		(Amt. in Lakhs)	
Particulars	For the year ending 31st March 2022	For the year ending 31st March 2021	
Interest Income on FD	0.33		0.36
Gain on sale of Investment (Net)	0.57		2.80
Interest Income on Loans	11.60		33.65
Interest on income tax refund	3.48		
Sundry Balances write back	1.79		0.00
Profit on account of Fair Valuation of Investments	1.19		
	<b>18.96</b>		<b>36.81</b>

<b>18 Purchase of Stock-in Trade/Services</b>		(Amt. in Lakhs)	
Particulars	For the year ending 31st March 2022	For the year ending 31st March 2021	
Trading goods	1,406.41		1,528.63
	<b>1,406.41</b>		<b>1,528.63</b>

<b>19 Employee Benefit Expense</b>		(Amt. in Lakhs)	
Particulars	For the year ending 31st March 2022	For the year ending 31st March 2021	
Salaries & Wages	25.19		25.95
Employees Welfare expenses			0.98
	<b>25.19</b>		<b>26.93</b>

<b>20 Finance Cost</b>		(Amt. in Lakhs)	
Particulars	For the year ending 31st March 2022	For the year ending 31st March 2021	
Interest on late payment of TDS/ GST	0.65		1.08
	<b>0.65</b>		<b>1.08</b>

**21 Other Expenses****(Amt. in Lakhs)**

<b>Particulars</b>	<b>For the year ending 31st March</b>	<b>For the year ending 31st March</b>
	<b>2022</b>	<b>2021</b>
Advertisement expenses	0.63	1.13
Loss on fair valuation of investments		0.22
Fees and subscription	4.24	3.99
Delisting Charges at Calcutta Stock Exchange	4.09	
Travelling Expenses	1.00	3.70
Rates & Taxes	0.03	0.15
Repair & Maintenance	7.71	0.71
Sundry Balances Written off	2.87	
Telephone	0.68	0.88
Electricity	0.48	0.41
Conveyance & Car Running Exp.	0.37	1.34
Legal & Professional Expenses	27.00	25.05
General Expenses	7.78	4.56
Auditors Remuneration:		
-Statutory/Tax Audit	0.15	0.15
Other Expenses	1.14	0.80
	<b>58.17</b>	<b>43.09</b>



## **22. Significant Accounting Policies**

### **A. Statement of Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted Ind AS from 1st April, 2017.

Up to the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006.

### **B. Basis of Preparation**

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the following fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

All the amounts included in the financial statements are reported in Indian Rupees ('Rupees' or 'Rs.'), except per share data and unless stated otherwise and rounded off to nearest Rupees.

### **C. Basis of classification of Current and Non-Current**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) Expected to be realized or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

#### **D. Operating Cycle**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements.

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### **E. Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period; they are recognized in the period of the revision and future periods if the revision affects both current and future periods.

#### **F. Property, Plant and Equipment – Tangible Assets**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational

expenses form part of the value of assets capitalized. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All up-gradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight-line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Company are as follows:

<b>Asset</b>	<b>Life of Asset</b>
Computers & Peripherals	3 – 6 Years
Furniture and Fixtures	10 Years
Office Equipment	5 Years

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

#### **G. Impairment of Assets**

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognized in prior years are reversed when there is an indication that the impairment losses recognized no longer exist or have decreased. Such reversals are recognized as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognized in previous years.

#### **H. Inventories**

Inventories are stated at lower of cost and net realizable value. The cost is calculated on First in First Out method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realizable value is the estimated selling price less estimated costs for completion and sale.

#### **I. Financial Assets**

**Recognition:** Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognized at transaction price

when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- a) **Amortized cost**, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.
- b) **Fair value through other comprehensive income (FVTOCI)**, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in other comprehensive income.
- c) **Fair value through profit or loss (FVTPL)**, where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in the Statement of Profit and Loss in the period in which they arise. Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortized cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

**Impairment:** The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**Reclassification:** When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortized cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognized gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

**De-recognition:** Financial assets are de-recognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

Concomitantly, if the asset is one that is measured at:

- a) Amortized cost, the gain or loss is recognized in the Statement of Profit and Loss;

- b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

**Income Recognition:** Interest income is recognized in the Statement of Profit and Loss using the effective interest method. Dividend income is recognized in the Statement of Profit and Loss when the right to receive dividend is established.

**J. Financial Liabilities**

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Any discount or premium on redemption/ settlement is recognized in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are de-recognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

**K. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**L. Cash Flow Statement**

Cash Flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

**M. Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

**N. Equity Instruments**

Equity instruments are recognized at the value of the proceeds, net of direct costs of the capital issue.

**O. Revenue**

**i. Sale of goods**

Revenue is recognized when an entity transfers the control of goods to customers at an amount that the entity expects to receive in exchange for those goods. Volume discounts and incentives to customers are accounted for as reduction of revenue based on the allocation of the discounts/ incentives amount to each of the underlying performance obligation. when the level of discount varies with increases in levels of revenue transactions, the company recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be

estimated reliably. The company recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

**ii. Interest income**

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**iii. Dividend Income**

Dividends from investments are recognized in profit or loss when the right to receive payment is established.

**iv. Other revenues:**

These are recognised on accrual basis, except where there are uncertainties in realisation / determination of income and in such case income is recognised on realisation / certainty.

**P. Employee Benefits**

**Short-term benefits:**

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

**Q. Leases**

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

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the

Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

## **R. Taxes on Income**

Income tax expense represents the sum of the tax currently payable and deferred taxation.

### **a) Current Tax**

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

### **b) Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

### **c) Minimum Alternate Tax**

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**S. Provisions**

Provisions are recognized when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognized is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

**T. Operating Segment**

The Company operates only in single segment i.e. the Trading of "local computer" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

**U. Earnings per share**

Basic earnings per share is calculated by dividing profit or loss attributable to the owners of the company by weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, share split and any new equity issue. For the purpose of calculating diluted earnings per share, profit or loss attributable to the owners of the Company and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**V. Contingent liabilities**

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

**W. Financial and Management Information Systems**

The Company's Accounting System is designed to unify the Financial Records and also to comply with the relevant provisions of the Companies Act, 2013, to provide financial and cost information appropriate to the businesses and facilitate Internal Control.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**Additional Notes to Accounts**



**23) Earnings Per Share (EPS) : (Amount In Lakhs)**

	Year ended 31-Mar-22	Year Ended 31-Mar-21
<b>(a) Calculation of Weighted Average</b>		
<b>Number of Equity Shares of 100 each</b>		
Number of Shares at the beginning of the year	50,20,000	50,20,000
Number of Shares at the close of the year	50,20,000	50,20,000
Weighted Average number of Equity Shares		
During the year	50,20,000	50,20,000
<b>(b) Net Profit/(Loss) for the year attributable to Equity Shares (in Rs.)</b>	<b>6.40</b>	<b>7.47</b>
<b>(c) Earning per share – Basic (in Rs.)</b>	<b>0.13</b>	<b>0.15</b>
<b>(d) Earning per share – Diluted (in Rs.)</b>	<b>0.13</b>	<b>0.15</b>

**24)** Employee Benefits Schemes such as Gratuity, Provident Fund & other staff welfare schemes are applicable on the Company during the reporting period. But no provision of gratuity has been made during the reporting period as mandated by “**Ind AS-19 on Employees Benefits**”, issued by Institute of Chartered Accountants of India and the expense of Gratuity is not booked on the basis of Actuarial Valuation certificate.

**25)** For year ended 31<sup>st</sup> March, 2022, Company has no dues from any party that is covered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED).

**26)** The Company has taken certain commercial premises under cancellable operating lease arrangements. The lease rental clause provides no rental expense to be charged from lessee (the company). Only security deposit amounting Rs. 105.75 Lakhs has been provided the company for the rented properties taken on lease by the company. There is no Lock in period of aforementioned operating leases as on 31st March 2022, therefore the same are considered as cancellable operating lease.

**27) Related Parties Transactions:**

**A. List of Related parties**

SN	Description of Relationship	Name of Party
(a)	Associate Company	Disha Capital Services Limited
(b)	Enterprise which have significant influence over the company	Disha Investment Centre Private Limited
(c)	Enterprise in which KMP has significant influence	RMS and Associates Disha Corporate Consultants Disha Insurance Brokers
(d)	Key Management Personnel	Kriti Barea* Siddharth Sharma Indu Atri** Rakesh Mohan Sharma Deepali Sharma Shivani Mehra* Deepika**

\*Kirti Bareja has vacated the office of Company Secretary in July 2021 and Shivani Mehra has been appointed as Company Secretary in January 2022.

\*\* Indu Atri has resigned from the post of CFO in June 2021 and Deepika has been appointed as CFO in August 2021.

## B. Transactions with Related Parties

(Amount in Lacs)

S.No.	Nature of Transaction	Enterprise in which KMP have significant influence		Key Managerial Personnel	
		2021-22	2020-21	2021-22	2020-21
(a)	Salary	-	-	9.63	8.40
(b)	Consultancy Fee	18.00	24.04	-	-
(c)	Business Advance	2.75	-	-	-

## C. Balance Outstanding

(Amount in lacs)

S.No.	Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
1.	Security Deposits – Receivables (Disha Investment Centre Pvt Ltd)	105.75	105.75
2.	Amount outstanding – Payables (KMP)	0.79	0.70
3.	Investments in Associate	131.39	131.39
4.	Business advance to RMS and Associates	2.75	-

## 28) Fair value measurement

### i. Financial Instruments by category

(Amount in lacs )

	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Financial Assets :</b>						
Investments	77.79	-	131.39	39.18	-	131.39
Loans	-	-	169.96	-	-	178.61
Trade Receivables	-	-	1549.51	-	-	1639.57
Cash and cash equivalents	-	-	60.20	-	-	32.71
Other Bank Balance	-	-	6.32	-	-	5.99

Others	-	-	105.75	-	-	105.75
<b>Financial Liabilities:</b>						
Trade Payables	-	-	1696.19	-	-	1708.65
Others	-	-	0.34	-	-	0.35

ii. **Financial Instruments by hierarchy**

		(Amount in lacs)	
Particulars		As at 31st March 2022	As at 31st March 2021
<b>I</b>	<b>Financial Assets / Financial Liabilities at Amortised Cost</b>		
	The carrying amount of financial assets and financial liabilities measured at amortised cost are a reasonable approximation of their fair values.		
	Investments measured at amortised cost	131.39	131.39
	<b>(Level 1)</b>		
<b>II</b>	<b>Financial assets at Fair Value through Profit &amp; Loss</b>		
	Investment in Equity Shares, Mutual Funds (Level 1)	77.79	39.18
<b>III</b>	<b>Financial assets at fair value through Other Comprehensive Income</b>	NIL	NIL

**29) Capital Management**

The Company's objective for managing capital is to ensure as under:

- a) To ensure the company's ability to continue as a going concern.
- b) Maintaining a strong credit rating and healthy debt equity ratio in order to support business and maximize the shareholder's value.
- c) Maintain an optimal capital structure.
- d) Compliance financial covenants under the borrowing facilities.

For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure keeping in view of:

- a) Compliance of financial covenants of borrowing facilities.
- b) Changes in economic conditions.

In order to achieve this overall objective of capital management, amongst other things, the Company aims to ensure that it meets financial covenants attached to the borrowings facilities defining capital structure requirements, where breach in meeting the financial covenants may permit the lender to call the borrowings.

There has been no breach in the financial covenants of any borrowing facilities in the current period. There is no change in the objectives, policies or processes for managing capital over previous year. To maintain the capital structure, the Company may vary the dividend payment to shareholders.

### **30) Financial Risk Management**

The Company's principal financial liability comprises trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds non-current investments measured at amortised cost. The Company is exposed to market risk, credit risk, interest risk, foreign exchange risk and liquidity risk. The Company's senior management oversees the management of these risks under appropriate policies and procedures.

#### **a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTPL non-current investments.

#### **b) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's avilment of bank overdraft and other working capital loans.

#### **c) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed by company's established policy, procedures and control relating to customer credit risk management. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss.

#### **d) Liquidity Risk**

Liquidity risk refers to risk that the Company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled in cash or other financial assets. The Company regularly monitors the rolling forecasts to ensure th at sufficient liquidity is maintained on an ongoing basis to meet operational needs. The

Company manages the liquidity risk by planning the investments in a manner such that the desired quantum of funds could be made available to meet any of the business requirements within a reasonable period of time. In addition, the Company also maintains flexibility in arranging the funds by maintaining committed credit lines with bank(s) to meet the obligations.

**31)** The letters of confirmation have been sent by the management to parties of Accounts receivables, Accounts payables, Advances, other payables/receivables to confirm their balances as on 31st March, 2022. Balance confirmations have not been received from parties up to the date of signing of financials. The balances of such parties have been incorporated in the financial statements at the value as per the books of account. The company, to the extent stated, has considered them as good and no provisions have been made in respect of debtors/advances.

**32) Segment information for the year ended 31<sup>st</sup> March 2022**

The Company is engaged in a single segment i.e. the Trading of "Local Computers and other related services" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

**Geographical Segments**

Since the company's operations & activities are within the country and considering the nature of services it deals in, the risks and returns are the same and as such, there is only one geographical segment.

<u>Particulars</u>	<u>For year ending 31<sup>st</sup> March, 2022</u>	<u>For year ending 31<sup>st</sup> March, 2021</u>
<u>Segment Revenue</u>		
- Within India	1488.23	1576.92

**33)** Since 2020, COVID and its variants hit us hard through public health crisis and economy disruption. Government from time to time imposed restrictions on activities and nationwide lockdown amid the COVID situation which has resulted in a global slowdown. This affects all aspects of everyone lives and directly have wide impact on the economy which includes our business.

The safety and health of the employees of the Company has been highest priority for us and accordingly we adopted the mode of work from home/hybrid mode as per the situation. The Company resumed its operation, with strict safety protocols during eased conditions announced by the Government. Company has actively been monitoring the impact of COVID on its financial condition and developing situation in collaboration with its customers and is confident to manage the business operations. The Company expects to recover the carrying amount of the assets and does not oversee any risk to service its financial obligations.

**34) Ratios**

The analytical ratios, to the extent applicable to the company, for the year ended March 31, 2022 and March 31, 2021 are as follows:

Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
Current Ratio (in times)	Current assets	Current liabilities	0.97	0.98	(1.13%)	-
Return on Equity (ROE) (in %)	Net Profits after taxes	Average Shareholder's Equity	1.22%	1.45%	(15.42%)	-
Trade receivables turnover ratio (in times)	Revenue from operation	Closing Trade Receivable	0.96	0.96	(0.14%)	-
Trade payables turnover ratio (in times)	Purchases	Closing Trade payables	0.83	0.89	(7.32%)	-
Net capital turnover ratio (in times)	Revenue from operation	Working Capital	(28.66)	(47.15)	(39.22%)	Revenue from operations has declined in the current year and negative working capital has also increased in current year
Net profit ratio (in %)	Net profit	Revenue from operation	0.43%	0.47%	(9.18%)	-
Return on capital employed (ROCE) (in %)	Earnings before interest and taxes	Capital Employed	1.81%	2.12%	(14.49%)	
Return on Investment (ROI) (in %)	Income generated from investments	Average of investments	0.92%	1.40%	(33.89%)	Investments in mutual funds have been sold in previous year which resulted in more profit on sale of investments. Also, average investment is comparatively more in current year as compared to previous year.

**35) (i) Comparative Previous Year's Figures**

Figures for the previous year and have been re-grouped/re-classified wherever necessary to make them comparable with the figures of the current year.

(ii) **Format as per Schedule III of Companies Act, 2013**

The Company has prepared these Financial Statements as per the format prescribed by Schedule III to the Companies Act, 2013 ('the Schedule') issued by Ministry of Corporate Affairs, Government of India for preparation of Ind AS financials.

(iii) **Presentation of Figures**

The figures appearing in the Financial Statements has been prepared in Rupees.

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**For V Sahai Tripathi & Co**

Chartered Accountants  
Firm Reg. No. 000262N

**Vishwas Tripathi**  
Partner  
M.N.: 086897

**Siddharth Sharma**  
(Director)  
DIN 07401382

**Deepali Sharma**  
(Director)  
DIN 05133382

**Deepika**  
(Chief Financial Officer)

**Shivani Mehra**  
(Company Secretary)

Place: New Delhi

Dated: 30<sup>th</sup> May 2022

## **INDEPENDENT AUDITOR "SREPORT**

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**To  
The Members Of  
SOUTHERN INFOSYS LIMITED**

### **Report on Audit of the Consolidated Financial Statements**

#### **Qualified Opinion**

We have audited the accompanying consolidated financial statements of SOUTHERN INFOSYS LIMITED (hereinafter referred to as the "the Holding Company") and its associate (Holding Company and its associate together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended and notes to consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statement").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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, of the state of affairs of the Group as at March 31, 2022, of its consolidated profit and total comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### **Basis for Qualified Opinion**

Gratuity Provision is required in respect of employees as required under Payment of Gratuity Act, 1972 by following independent actuarial valuations as at the balance sheet date by using the project unit cost method as mandated by Ind AS 19, "Employee Benefits" prescribed under Companies (Indian Accounting Standards) Rules, 2015. The Holding Company has not made any provision for Gratuity and the same is in contravention of Ind AS 19, Employee Benefits. We are unable to ascertain the financial implication of the same. The net profit for the year and cumulative net profits are overstated and the provisions are understated to that extent.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 and relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### **Emphasis of Matter**

We draw your attention to the responsibility of the Holding Company to arrange balance confirmations in respect of Accounts Receivable, Accounts Payable and other receivables/payables.



Balance confirmations have not been received from the said parties up to the date of signing of financials. The balances of such parties have been incorporated in the financial statements at the value as per the books of account. The Holding Company, to the extent stated, has considered them as good and no provisions have been made in respect of debtors / advances. Accordingly, Accounts Receivables and Payables balances and other receivables / payables are subject to confirmation and reconciliation. To that extent, we are unable to ascertain financial implication of same in the financial statements. Our report is not modified in respect of the matter.

#### **Other Matter**

The financial statements of the associate (Disha Capital Services Limited) for the year ended March 31, 2021 have been audited by predecessor auditor who have issued an unmodified audit opinion on the financial statements for the year ended March 31, 2021 vide their report dated June 28, 2021. The consolidated figures for the previous year ending march 31, 2021 considered in comparatives is based on financial statement of associate, audited by predecessor auditor.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters for the Group to be communicated in our report.

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

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

#### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these Consolidated financial statements in terms of the requirement of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the

preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the each Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the each Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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

Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports of the Holding Company and its associate, issued by us, we report following qualifications in these CARO reports :

Name of the Company	Paragraph numbers of the CARO report containing the qualifications
SOUTHERN INFOSYS LIMITED	3(xiv) of the Order
DISHA CAPITAL SERVICES LIMITED	3(iv) of the Order

2. As required by Section 143 (3) of the Act, we report that:
  - a) Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- b) Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts maintained for the purpose of preparation of the consolidated financial statements.
- d) Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matter Paragraph, in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Group as on 31st March, 2022 and taken on record by the Board of Directors of the Group, none of the directors of the Group are disqualified as on 31st March, 2022 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 Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”.
- g) With respect to the matter to be included in the Auditor’s Report under section 197(16) of the Act:

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

- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group does not have any pending litigations as at March 31, 2022 which would impact its financial position.
  - ii. The Group 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 Group.
  - iv. (a) The respective Managements of the Holding company and its associate have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its associate to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or

entities identified in any manner whatsoever by or on behalf of the Holding Company or its associate (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Holding company and its associate have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding company or its associate from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its associate, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Group has neither declared nor paid any dividend during the year ending March 31, 2022. Also, no dividend has been proposed by the respective Board for the year ending March 31, 2022. Accordingly, reporting under Rule 11(f) is not applicable.

**For V Sahai Tripathi & Co.**  
Chartered Accountants  
FRN: 000262N

**(Vishwas Tripathi)**  
Partner  
Membership No. 086897

Place: New Delhi  
Date: 30<sup>th</sup> May 2022

## **Annexure 'A' to Independent Auditors' Report**

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

#### **Opinion**

In conjunction with our audit of the consolidated financial statements of the SOUTHERN INFOSYS LIMITED as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of SOUTHERN INFOSYS LIMITED (hereinafter referred to as “the Holding Company”) and its associate as of that date.

In our opinion, the Holding Company and its associates have, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the criteria for internal financial controls over financial reporting established by such companies considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

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

The respective Company’s management and Board of Directors are responsible for establishing and maintaining internal financial controls over financial reporting based on the criteria for internal financial controls over financial reporting established by the respective 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 the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its associate, based on our audit. We conducted our audit in accordance with 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 over financial reporting. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial controls over financial reporting**

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

#### **Inherent Limitations of Internal Financial Controls over financial reporting**

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

**For V Sahai Tripathi & Co.**  
Chartered Accountants  
FRN: 000262N

**(Vishwas Tripathi)**  
Partner  
Membership No. 086897

Place: New Delhi

Date: 30<sup>th</sup> May 2022

**SOUTHERN INFOSYS LIMITED**  
**Consolidated Balance Sheet as at 31st March 2022**

		(Amt. in Lakhs)	
	Note	As at 31st March 2022	As at 31st March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	1	59.94	46.06
Financial Assets			
(i)Investments	2	215.98	176.30
(ii)Loans	3	169.96	178.62
(iii)Others	4	105.75	105.75
Deferred Tax Asset (Net) including MAT credit	5	-	0.10
Other Non Current Assets	6	34.70	52.78
<b>Current assets</b>			
Financial Assets			
(i)Trade receivables	7	1,549.51	1,639.57
(ii)Cash and Cash Equivalents	8	60.21	32.71
(iii)Other Bank Balances	9	6.32	5.99
Other Current Assets	10	31.70	1.53
<b>TOTAL ASSETS</b>		<b>2,234.06</b>	<b>2,239.43</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	502.00	502.00
Other Equity	12	31.66	24.18
<b>Non Current Liabilities</b>			
Deferred Tax Asset (Net) including MAT credit	5	0.77	-
<b>Current liabilities</b>			
Financial Liabilities			
(i)Trade Payables	13		
(A)Total outstanding dues of micro enterprise and small enterprises		-	-
(B)Total outstanding dues of creditors other than micro enterprises and small enterprises		1,696.19	1,708.65
(ii)Other Financial Liabilities	14	0.34	0.35
Other Current Liabilities	15	3.11	4.25
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2234.06</b>	<b>2239.43</b>

**Notes forming part of the Consolidated Financial Statements**

In terms of our report attached

**For V Sahai Tripathi & Co.**  
Chartered Accountants  
Firm Regn No. 000262N

**Siddharth Sharma**  
Director  
DIN: 07401382

**Deepali Sharma**  
Director  
DIN: 05133382

Vishwas Tripathi  
(Partner)  
Membership No. 086897

Place : New Delhi  
Date : 30th May ,2022

**Deepika**  
Chief Finance Officer

**Shivani Mehra**  
Company Secretary



**SOUTHERN INFOSYS LIMITED**

**Consolidated Statement of Profit and Loss for the period ended 31st March 2022**

(Amt. in Lakhs)

Particulars	Note	For the year ending 31st March 2022	For the year ending 31st March 2021
I. Revenue From Operations	16	1,488.23	1,576.92
II. Other Income	17	18.96	36.81
III. Total Revenue (I + II)		<b>1,507.19</b>	<b>1,613.73</b>
IV. Expenses:			
Purchase of Stock-in Trade/ Services	18	1,406.41	1,528.63
Employee Benefits Expense	19	25.19	26.93
Finance Costs	20	0.65	1.08
Depreciation and Amortization Expense	1	7.20	2.93
Other Expenses	21	58.17	43.09
Total Expenses		<b>1,497.62</b>	<b>1,602.65</b>
V. Profit before exceptional items and tax (III-IV)		9.56	11.07
VI. Exceptional Item		-	-
VII. Profit before tax (V - VI)		9.56	11.07
VIII. Tax expense:			
(1) Current Tax		1.80	2.42
(2) Deferred Tax		0.86	1.16
(3) Earlier Year Tax Expense		0.51	0.00
IX Profit (Loss) for the period		<b>6.39</b>	<b>7.50</b>
X Share in Profit/(Loss) of Associates		1.09	-0.05
XI Profit (Loss) for the period		7.48	7.45
XII Other Comprehensive income			
A (i) Items that will not be reclassified to profit or loss		-	-
(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		-	-
XIII Total Comprehensive Income for the year (X+XI) (Comprising profit (loss) and Other Comprehensive Income for the year)		7.48	7.45
XIV Earnings per equity share (for continuing operation):			
- Basic		0.15	0.15
- Diluted		0.15	0.15

**Notes forming part of the Consolidated Financial Statements**

In terms of our report attached

**For V. Sahai Tripathi & Co.**

Chartered Accountants  
Firm Regn No. 000262N

**Siddharth Sharma**  
Director  
DIN: 07401382

**Deepali Sharma**  
Director  
DIN: 05133382

**Vishwas Tripathi**

(Partner)

Membership No. 086897

Place : New Delhi  
Date : 30th May ,2022

**Deepika**  
Chief Finance Officer

**Shivani Mehra**  
Company Secretary

**SOUTHERN INFOSYS LIMITED**

**Consolidated Statement of Cash Flow for the period ended 31st March 2022**

(Amt. in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021	
<b>(A) Cash flow from Operating Activities</b>			
Profit Before Tax	9.56	11.07	
<b>Add:</b>			
<b>Depreciation</b>	7.20	2.93	
Interest Received	(11.93)	(34.00)	
(Profit)/Loss on sale of Investments	(0.57)	(2.80)	
<b>Profit on Fair Valuation of Investment</b>	(1.19)	0.22	
Operating Profits before working Capital changes	3.08	(22.58)	
Adjustment for:			
Change in Trade Payable	(12.46)	-435.26	
Change in Other Liabilities	(1.16)	-23.21	
<b>Change in Trade receivable</b>	90.07	492.48	
Change in Loans & Advances	8.66	34.58	
<b>Change in Current Assets</b>	(30.16)	-41.29	
		0.00	
Cash generation from Operating Activities	58.02	4.73	
Income Tax	(15.77)	20.39	
<b>Net Cash generation from Operating Activities</b>		<b>73.82</b>	<b>(15.69)</b>
<b>(B) Cash Flow from Investing Activities</b>			
Interest Income	11.93	34.00	
Purchase of Fixed Assets	(21.07)	(48.15)	
Purchase of Investment	(223.01)	-176.85	
Sale of Investment	186.15	207.65	
Movement in Deposits	(0.33)	-0.46541	
<b>Net Cash from Investing Activities</b>		<b>(46.33)</b>	<b>16.19</b>
<b>(C) Cash Flow from Financing Activities</b>			
Interest Paid	-	-	
<b>Net Cash flow in Financing Activities</b>		<b>-</b>	<b>-</b>
Net increase decrease in cash & cash equivalents		27.49	0.50
Cash and Cash equivalents (Opening Balance)		32.71	32.21
Cash and Cash equivalents (Closing Balance)		<b>60</b>	<b>33</b>

**Notes forming part of the Consolidated Financial Statements**

In terms of our report attached

**For V. Sahai Tripathi & Co.**

Chartered Accountants

Firm Regn No. 000262N

**Siddhath Sharma**

Director

DIN: 07401382

**Deepali Sharma**

Managing Director

DIN: 05133382

**Vishwas Tripathi**

(Partner)

Membership No. 086897

Place : New Delhi

Date : 30th May ,2022

**Deepika**

Chief Finance Officer

**Shivani Mehra**

Company Secretary

**SOUTHERN INFOSYS LIMITED****Consolidated Statement of Change in Equity as at March 31, 2022****(A) Equity Share Capital (Amt. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Balance as per last financial statements	502.00	502.00
Change in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the year	502.00	502.00
Changes in equity share capital during the current year	-	-
Balance at the end of the year	502.00	502.00

**(B) Other Equity**

Particulars	Retained Earnings	Total
As at 1st April, 2020	16.73	16.73
Net Profit for the year	7.45	7.42
<b>As at 31st March, 2021</b>	24.18	24.15
As at 1st April, 2021	24.18	24.15
Net Profit for the year	7.48	7.48
<b>As at 31st March, 2022</b>	31.66	31.63

**Notes forming part of the Consolidated Financial Statements**

In terms of our report attached

**For V. Sahai Tripathi & Co.**Chartered Accountants  
Firm Regn No. 000262N**Siddharth Sharma**  
Director  
DIN: 07401382**Deepali Sharma**  
Director  
DIN: 05133382**Vishwas Tripathi****(Partner)****Membership No. 086897**Place : New Delhi  
Date : 30th May ,2022**Deepika**  
Chief Finance Officer**Shivani Mehra**  
Company Secretary

**1 Property, Plant and Equipment**

Property, plant and equipment consist of the following :

Particulars	(Amt. in Lakhs)									
	Computers And Data Processing Units	Data processing machine	Data processing machine	Air conditioner	Furniture & fixture	Software	Vehicle	Total		
<b>Year ended 31 March 2022</b>										
<b>Opening gross carrying amount</b>	0.11	0.04	0.24	0.05	1.65	0.11	48.15	50.35		
Additions				8.52			12.55	21.07		
Disposals										
<b>Closing gross carrying amount as at March 31, 2022</b>	<b>0.11</b>	<b>0.04</b>	<b>0.24</b>	<b>8.57</b>	<b>1.65</b>	<b>0.11</b>	<b>60.70</b>	<b>71.42</b>		
Opening accumulated depreciation	0.05	-0.16	0.20	0.49	1.23	0.11	2.85	4.28		
Depreciation charged during the year 2021-22					0.08		6.62	7.20		
Depreciation on Disposals										
Adjustment/ Reversal of Depreciation										
<b>Closing accumulated depreciation as at March 31, 2022</b>	<b>0.05</b>	<b>-0.16</b>	<b>0.20</b>	<b>0.49</b>	<b>1.31</b>	<b>0.11</b>	<b>9.48</b>	<b>11.48</b>		
<b>Net carrying amount as at March 31, 2022</b>	<b>0.07</b>	<b>0.20</b>	<b>0.03</b>	<b>8.08</b>	<b>0.33</b>	<b>-</b>	<b>51.22</b>	<b>59.94</b>		
<b>Year ended 31 March 2021</b>										
<b>Opening gross carrying amount</b>	<b>0.11</b>	<b>0.04</b>	<b>0.24</b>	<b>0.05</b>	<b>1.65</b>	<b>0.11</b>	<b>-</b>	<b>2.20</b>		
Additions							48.15	48.15		
Disposals										
<b>Closing gross carrying amount as at March 31, 2021</b>	<b>0.11</b>	<b>0.04</b>	<b>0.24</b>	<b>0.05</b>	<b>1.65</b>	<b>0.11</b>	<b>48.15</b>	<b>50.35</b>		
Opening accumulated depreciation	0.05	-0.16	0.20		1.15	0.11	-	1.35		
Depreciation charged during the year 2020-2021					0.08		2.85	2.93		
Depreciation on Disposals										
Adjustment/ Reversal of Depreciation										
<b>Closing accumulated depreciation as at March 31, 2021</b>	<b>0.05</b>	<b>-0.16</b>	<b>0.20</b>	<b>0.05</b>	<b>1.23</b>	<b>0.11</b>	<b>2.85</b>	<b>4.28</b>		
<b>Net carrying amount as at March 31, 2021</b>	<b>0.07</b>	<b>0.20</b>	<b>0.03</b>	<b>0.05</b>	<b>0.42</b>	<b>-</b>	<b>45.30</b>	<b>46.06</b>		

**SOUTHERN INFOSYS LIMITED****Notes to the consolidated financial statement for the year ended March 31, 2022****2 Investments (Non-current)**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Investment Carried at Fair Value through Profit &amp; Loss</b>		
- Investments in Equity Shares (Refer 2A)	0.11	0.11
<b>Investment Carried at Fair Value through Profit &amp; Loss</b>		
- Investments in DSP Liquidity Mutual Fund	77.67	39.07
<b>Investment in Associate</b>		
- Investments in Equity Shares -Unquoted (refer 2B)	138.20	137.12
	<b>215.98</b>	<b>176.30</b>

**2A Investments in Equity**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Quoted Shares</b>		
Arcee Industries Ltd.	0.08	0.06
Shiva Medicare Ltd.	0.00	0.04
Pasupati Acrylic Ltd.	0.03	0.01
Arcotech	0.00	0.00
	<b>0.11</b>	<b>0.11</b>

**2B Investments in Associate**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
Carrying Amount in associate	137.11	137.17
Share in profit/loss in associate	1.09	-0.05
	<b>138.20</b>	<b>137.12</b>

**3 Loans (Non-current)**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Loans (refer 3A)</b>	<b>169.96</b>	<b>178.62</b>

**3A Particulars**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
SMB Holdings*	46.60	64.31
Vinod Kumar*	58.23	54.02
Gyatri Impex*	65.13	60.29
	<b>169.96</b>	<b>178.62</b>

\* Loans balances are inclusive of interest receivables as at March 31, 2022/ 2021

**4 Other Financial Assets (Non-Current)**

Particulars	(Amt. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Security Deposits</b>	<b>105.75</b>	<b>105.75</b>

**SOUTHERN INFOSYS LIMITED****Notes to the consolidated financial statement for the year ended March 31, 2022****5. Deferred Tax Assets/ (Liabilities) (Net)****(Amt. in Lakhs)**

<b>Particulars</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Property, Plant and Equipment	-1.74	-1.05
Investment	-0.18	-0.00
<b>Total Deferred Tax Assets/(Liabilities)</b>	<b>(1.92)</b>	<b>-1.05</b>
MAT credit available	1.15	1.15
	<b>(0.77)</b>	<b>0.10</b>

**Movement in Deferred Tax Assets/(Liabilities)**

<b>Particulars</b>	<b>Property, Plant and Equipment</b>	<b>Investment</b>	<b>Total</b>
At 31st March, 2020	0.10		0.10
(Charged) / credited			
– to Statement of Profit and Loss	-1.15	-0.004	-1.16
– to Other Comprehensive Income			-
<b>As at 31st March, 2021</b>	<b>(1.05)</b>	<b>(0.00)</b>	<b>(1.06)</b>
(Charged) / credited during the year 2021-22			
– to Statement of Profit and Loss	-0.69	-0.18	-0.86
– to Other Comprehensive Income	-	-	-
<b>As at 31st March, 2022</b>	<b>(1.74)</b>	<b>(0.18)</b>	<b>(1.92)</b>

**SOUTHERN INFOSYS LIMITED****Notes to the Consolidated financial statement for the year ended March 31, 2022****6 Other Non Current Assets****(Amt. in Lakhs)**

<b>Particulars</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Balance with Statutory Authorities	0.23	0.18
Tax Recoverable (Net of Provision) (Refer 6A)	34.47	52.60
	<b>34.70</b>	<b>52.78</b>

**6A Status as at 31st March, 2022**

<b>Particulars</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
TDS recoverable	38.86	57.53
Provision for tax	-4.39	-4.94
Tax Refundable/(Tax Payable)	<b>34.47</b>	<b>52.59</b>

**SOUTHERN INFOSYS LIMITED****Notes to the Consolidated financial statement for the year ended March 31, 2022****7 Trade Receivables**

Trade receivables consist of the following:

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered good(Refer Note 7A)	1,549.51	1,639.57
Doubtful	-	-
	<u>1,549.51</u>	<u>1,639.57</u>
<b>Less: Allowance for expected credit loss</b>	<u>-</u>	<u>-</u>
	<u><b>1,549.51</b></u>	<u><b>1,639.57</b></u>

The company applies the implied and life time approach to provide for expected credit loss prescribed by Ind AS 109, which permits the use of expected loss provision for all trade receivables. The company uses expected credit loss model to assess the impairment loss and make allowance on doubtful debts using expected credit loss model on case to case basis.

**8 Cash and Cash Equivalent**

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
(a) Cash in Hand	19.98	14.14
(b) Balances with banks	-	-
- In Current Accounts	40.23	18.57
	<u>60.21</u>	<u>32.71</u>

**9 Other Bank Balances**

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Bank deposit (deposits with original maturity more than 3 month having remaining maturity less than 12 months form Reporting date)	6.32	5.99
	<u>6.32</u>	<u>5.99</u>

**10 Other Current Assets**

(Amt. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Advance to Suppliers	25.65	0.95
Advance to staff	2.56	
Advance for Consultancy	2.75	
Prepaid Expense	0.74	0.58
Interest Recoverable on FD		0.00
	<u>31.70</u>	<u>1.53</u>

**SOUTHERN INFOSYS LIMITED****Notes to the Consolidated financial statement for the year ended March 31, 2022****11 Share Capital**

The authorised, issued, subscribed and fully paid up share capital of equity shares having a par value of Rs10 each as follows:

Share Capital	(Amt. in Lakhs)		
	As at 31st March 2022	As at 31st March 2021	
Authorised			
60,00,000 Equity Shares of Rs 10 each	600.00	0.00	600.00
	0.00	0.00	0.00
<b>Issued, Subscribed &amp; Fully Paid</b>	0.00	0.00	0.00
50,20,000 equity Shares of Rs 10 each	502.00	0.00	502.00
	<b>502.00</b>		<b>502.00</b>

(i) Equity Shares :- The company has one class of equity shares having a par value of Rs 10 each. Each share holder of equity is entitled to one vote per share.

(ii) In the event of liquidation of the company, holders of equity shares will be entitled to receive remaining assets of the company after distributing of all preferential amounts.

**11A Reconciliation of number of shares**

Particulars	As at 31st March 2022		As at 31st March 2021	
	Amount(in Rs)	Amount(In Rs.)	Amount(in Rs)	Amount(In Rs.)
Shares outstanding at the beginning of the year	5020000.00	5020000.00	5020000.00	5020000.00
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>5,020,000.00</b>	<b>50,200,000.00</b>	<b>5,020,000.00</b>	<b>50,200,000.00</b>

**11B Details of shares held by shareholders holding more than 5% of aggregate shares in the Company**

Name of Shareholder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Rakesh Mohan Sharma	412,450	8%	412,450	8%
Disha Capital Services Limited	598,000	12%	598,000	12%
Disha Investment Centre Pvt Ltd	1,483,800	30%	1,483,800	30%
Mr. Tarun Sharma	317,120	6%	317,120	6%
Mr. Siddharth Sharma	311,010	6%	311,010	6%
Deepali Sharma	265,000	5%	265,000	5%
Rakesh Sharma Jointly held with Shivani Sharma	247,500	5%	247,500	5%
Others	1,385,120	28%	1,385,120	28%
<b>Total</b>	<b>5,020,000</b>	<b>100%</b>	<b>5,020,000</b>	<b>100%</b>

**11C Shareholding of promoters**

Name of Promoter	As at 31st March 2022		
	No. of Shares held	% of Holding	% Change during the year
RAKESH MOHAN SHARMA	412,450	8%	-
DEEPALI SHARMA	265,000	5%	-
TARUN SHARMA	317,120	6%	-
SIDDHARTH SHARMA	311,010	6%	-
RAKESH MOHAN SHARMA JOINTLY WITH SHIVANI SHARMA	247,500	5%	-
DISHA INVESTMENT CENTRE PRIVATE LIMITED	1,483,800	30%	-
DISHA CAPITAL SERVICES LIMITED	598,000	12%	-
<b>Total</b>	<b>3,634,880</b>	<b>72%</b>	<b>0%</b>

**12 OTHER EQUITY**

Other Equity	(Amt. in Lakhs)	
	Retained Earnings	Total
<b>Balance as at 01.04.2020</b>	<b>16.73</b>	<b>16.73</b>
Total comprehensive income for the year	7.45	7.45
<b>Balance as at 31.03.2021</b>	<b>24.18</b>	<b>24.18</b>
Total comprehensive income for the year	7.48	7.48
<b>Balance as at 31.03.2022</b>	<b>31.66</b>	<b>31.66</b>



<b>13 Trade payables</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>	
Trade Payables			
- Due to MSME	-	-	-
- Due to others	1696.19	1708.65	
	<b>1,696.19</b>	<b>1,708.65</b>	

<b>14 Other Financial Liabilities (Current)</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>	
Audit fee Payable	0.30	0.15	
Expenses Payable	0.04	0.20	
	<b>0.34</b>	<b>0.35</b>	

<b>15 Other Current Liabilities</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>	
Balance with Statutory Authorities		3.70	
Salary Payable	3.11	0.55	
	<b>3.11</b>	<b>4.25</b>	

<b>16 Revenue from Operations</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>For the year ending 31st March 2022</b>	<b>For the year ending 31st March 2021</b>	
Sale of products / rendering of services	1488.23	1576.92	
	<b>1,488.23</b>	<b>1,576.92</b>	

<b>17 Other Income</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>For the year ending 31st March 2022</b>	<b>For the year ending 31st March 2021</b>	
Interest Income on FD	0.33	0.36	
Gain on sale of Investment (Net)	0.57	2.80	
Interest Income on Loans	11.60	33.65	
Interest on income tax refund	3.48		
Sundry Balances write back	1.79	0.00	
Profit on account of Fair Valuation of Investments	1.19		
	<b>18.96</b>	<b>36.81</b>	

<b>18 Purchase of Stock-in Trade/Services</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>For the year ending 31st March 2022</b>	<b>For the year ending 31st March 2021</b>	
Trading goods	1406.41	1528.63	
	<b>1,406.41</b>	<b>1,528.63</b>	

<b>19 Employee Benefit Expense</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>For the year ending 31st March 2022</b>	<b>For the year ending 31st March 2021</b>	
Salaries & Wages	25.19	25.95	
Employees Welfare expenses		0.98	
	<b>25.19</b>	<b>26.93</b>	

<b>20 Finance Cost</b>		<b>(Amt. in Lakhs)</b>	
<b>Particulars</b>	<b>For the year ending 31st March 2022</b>	<b>For the year ending 31st March 2021</b>	
Interest on late payment of TDS/ GST	0.65	1.08	
	<b>0.65</b>	<b>1.08</b>	

**21 Other Expenses**

<b>Particulars</b>	<b>(Amt. in Lakhs)</b>	
	<b>For the year ending 31st March 2022</b>	<b>For the year ending 31st March 2021</b>
Advertisement expenses	0.63	1.13
Loss on fair valuation of investments		0.22
Fees and subscription	4.24	3.99
Delisting Charges at Calcutta Stock Exchange	4.09	
Travelling Expenses	1.00	3.70
Rates & Taxes	0.03	0.15
Repair & Maintenance	7.71	0.71
Sundry Balances Written off	2.87	
Telephone	0.68	0.88
Electricity	0.48	0.41
Conveyance & Car Running Exp.	0.37	1.34
Legal & Professional Expenses	27.00	25.05
General Expenses	7.78	4.56
Auditors Remuneration:		
-Statutory/Tax Audit	0.15	0.15
Other Expenses	1.14	0.80
	<b>58.17</b>	<b>43.09</b>

## **22. Significant Accounting Policies**

### **I. BASIS OF CONSOLIDATION**

The Consolidated financial statements (CFS) related to Southern Infosys Limited (the company), and its associate.

#### **(a) Basis of Accounting:**

- (i) The financial statements of the associate company used in the consolidation are drawn up to the same reporting date as the holding company i.e. year ended March, 2022.
- (ii) The Consolidated financial statements of the company and its associate companies have been prepared in accordance with the relevant Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013.

#### **(b) Principles of consolidation:**

The Consolidated financial statements have been prepared on the following basis:

- (i) Investment in Associate Companies has been accounted under equity method as per Indian Accounting Standard (Ind AS) 28- "Investments in Associates".
- (ii) On acquisition of an associate, the goodwill/capital reserve arising from such acquisition is included in the carrying amount of the investment.
- (iii) Only share of net profits/losses of associates is considered in Consolidated Statement of Profit and Loss.

The carrying amount of the investment in associates is adjusted by the share of net profits/ losses in the Consolidated Balance Sheet.

### **II. Basis of preparation of Consolidated financial statements**

#### **A. Statement of Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted Ind AS from 1st April, 2017.

Up to the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006.

#### **B. Basis of Preparation**

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

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

characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the following fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

**Level 3** -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

All the amounts included in the financial statements are reported in Indian Rupees ('Rupees' or 'Rs.'), except per share data and unless stated otherwise and rounded off to nearest Rupees.

#### **C. Basis of classification of Current and Non-Current**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) Expected to be realized or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

#### **D. Operating Cycle**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements.

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**E. Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The 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 affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

**F. Property, Plant and Equipment – Tangible Assets**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All up-gradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight-line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Company are as follows:

<b>Asset</b>	<b>Life of Asset</b>
Computers & Peripherals	3 – 6 Years
Furniture and Fixtures	10 Years
Office Equipment	5 Years

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

#### **Goodwill on Consolidation**

Goodwill arising on consolidation is stated at cost less impairment losses, where applicable. On acquisition of an associate or joint venture, the goodwill/ capital reserve arising from such acquisition is included in the carrying amount of the investment.

Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

#### **G. Impairment of Assets**

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

#### **H. Inventories**

Inventories are stated at lower of cost and net realizable value. The cost is calculated on First in First Out method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realizable value is the estimated selling price less estimated costs for completion and sale.

#### **I. Financial Assets**

**Recognition:** Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- a) **Amortised cost**, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

- b) **Fair value through other comprehensive income (FVTOCI)**, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- c) **Fair value through profit or loss (FVTPL)**, where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise. Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

**Impairment:** The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**Reclassification:** When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

**De-recognition:** Financial assets are de-recognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- a) Amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

**Income Recognition:** Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

#### **J. Financial Liabilities**

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Any discount or premium on redemption/ settlement is recognized in the Statement of

Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are de-recognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

**K. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**L. Cash Flow Statement**

Cash Flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

**M. Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

**N. Equity Instruments**

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

**O. Revenue**

**Sale of goods**

Revenue is recognized when an entity transfers the control of goods to customers at an amount that the entity expects to receive in exchange for those goods. Volume discounts and incentives to customers are accounted for as reduction of revenue based on the allocation of the discounts/ incentives amount to each of the underlying performance obligation. when the level of discount varies with increases in levels of revenue transactions, the company recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The company recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

**Interest income**

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**Dividend Income**

Dividends from investments are recognized in profit or loss when the right to receive payment is established.

**Other revenues**



These are recognised on accrual basis, except where there are uncertainties in realization / determination of income and in such case income is recognised on realization / certainty.

## **P. Employee Benefits**

### **Short-term benefits:**

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

## **Q. Leases**

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

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

## **R. Taxes on Income**

Income tax expense represents the sum of the tax currently payable and deferred taxation.

### **a) Current Tax**

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of

previous years. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

**b) Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

**c) Minimum Alternate Tax**

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group. Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**S. Provisions**

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

**T. Operating Segment**

The Company operates only in single segment i.e. the Trading of "local computer" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All

the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

**U. Earnings per share**

Basic earnings per share is calculated by dividing profit or loss attributable to the owners of the company by weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, share split and any new equity issue. For the purpose of calculating diluted earnings per share, profit or loss attributable to the owners of the Company and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**V. Contingent liabilities**

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

**W. Financial and Management Information Systems**

The Company's Accounting System is designed to unify the Financial Records and also to comply with the relevant provisions of the Companies Act, 2013, to provide financial and cost information appropriate to the businesses and facilitate Internal Control.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The 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 affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**Additional Notes to Accounts**

**23) Earnings Per Share (EPS):**

	<b>Year ended 31-Mar-22</b>	<b>Year Ended 31-Mar-21</b>
<b>(a) Calculation of Weighted Average</b>		
<b>Number of Equity Shares of 100 each</b>		
Number of Shares at the beginning of the year	50,20,000	50,20,000
Number of Shares at the close of the year	50,20,000	50,20,000
Weighted Average number of Equity Shares During the year	50,20,000	50,20,000
<b>(b) Net Profit/(Loss) for the year attributable to</b>		

Equity Shares (in lacs)	7.49	7.41
(c) Earning per share – Basic(in Rs.)	0.15	0.15
(d) Earning per share – Diluted (in Rs.)	0.15	0.15

- 24)** Employee Benefits Schemes such as Gratuity, Provident Fund & other staff welfare schemes are applicable on the Company during the reporting period. But no provision of gratuity has been made during the reporting period as mandated by “**Ind AS -19 on Employees Benefits**”, issued by Institute of Chartered Accountants of India and the expense of Gratuity and Leave encashment are not booked on the basis of Actuarial Valuation certificate.
- 25)** For year ended 31<sup>st</sup> March, 2022, Company has no dues from any party that is covered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED).
- 26)** The Company has taken certain commercial premises under cancellable operating lease arrangements. The lease rental clause provides no rental expense to be charged from lessee (the company). Only security deposit amounting Rs. 105.75 Lacs has been provided the company for the rented properties taken on lease by the company. There is no Lock in period of aforementioned operating leases as on 31st March 2022, therefore the same are considered as cancellable operating lease

**27) Related Parties Transactions:**

**A. List of Related parties**

SN	Description of Relationship	Name of Party
(a)	Enterprise which have significant influence over the company	Disha Investment Centre Private Limited
(b)	Associate Company	Disha Capital Services Limited
(c)	Enterprise in which KMP have significant influence	RMS and Associates Disha Corporate Consultants Disha Insurance Brokers
(d)	Key Management Personnel	Kirti Bareja* Siddharth Sharma Indu Atri** Rakesh Mohan Sharma Deepali Sharma Shivani Mehra* Deepika**

\*Kirti Bareja has vacated the office of Company Secretary in July 2021 and Shivani Mehra has been appointed as Company Secretary in January 2022.

\*\* Indu Atri has resigned from the post of CFO in June 2021 and Deepika has been appointed as CFO in August 2021.

**B. Transactions with Related Parties****(In Lakh)**

S.No.	Nature of Transaction	Enterprise in which KMP have significant influence		Key Managerial Personnel	
		2021-22	2020-21	2021-22	2020-21
(a)	Salary	-	-	9.63	8.40
(b)	Consultancy Fee	18.00	24.04	-	-
(c)	Business Advance	2.75	-	-	-

**A. Balance Outstanding****(In Lakh)**

S.No.	Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
1.	Security Deposits – Receivables (Disha Investment Centre Pvt Ltd)	105.75	105.75
2.	Amount outstanding – Payables (KMP)	0.79	0.70
3.	Investments in Associate	131.39	131.39
4.	Business advance to RMS and Associates	2.75	-

**28) Fair value measurement****C. Financial Instruments by category****(In Lakh)**

	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Financial Assets :</b>						
Investments	77.79	-	138.21	39.18	-	137.11
Loans	-	-	169.96	-	-	178.61
Trade Receivables	-	-	1549.51	-	-	1639.57
Cash and cash equivalents	-	-	60.20	-	-	32.71
Other Bank Balance	-	-	6.32	-	-	5.99
Others	-	-	105.75	-	-	105.75
<b>Financial Liabilities:</b>						

Trade Payables	-	-	1696.19	-	-	1708.65
Others	-	-	0.34	-	-	0.35

**ii) Financial Instruments by hierarchy**

Particulars		As at 31st March 2022	As at 31st March 2021
<b>I</b>	<b>Financial Assets / Financial Liabilities at Amortised Cost</b>		
	The carrying amount of financial assets and financial liabilities measured at amortised cost are a reasonable approximation of their fair values.		
	Investments measured at amortised cost	138.21	137.11
	<b>(Level 1)</b>		
<b>II</b>	<b>Financial assets at Fair Value through Profit &amp; Loss</b>		
	Investment in Equity Shares, Mutual Funds (Level 1)	77.79	39.18
<b>III</b>	<b>Financial assets at fair value through Other Comprehensive Income</b>	<b>NIL</b>	<b>NIL</b>

**29) Capital Management**

The Company's objective for managing capital is to ensure as under:

- a) To ensure the company's ability to continue as a going concern.
- b) Maintaining a strong credit rating and healthy debt equity ratio in order to support business and maximize the shareholders' value.
- c) Maintain an optimal capital structure.
- d) Compliance financial covenants under the borrowing facilities.

For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure keeping in view of:

- a) Compliance of financial covenants of borrowing facilities.
- b) Changes in economic conditions.

In order to achieve this overall objective of capital management, amongst other things, the Company aims to ensure that it meets financial covenants attached to the borrowing's facilities defining capital structure requirements, where breach in meeting the financial covenants may permit the lender to call the borrowings.

There has been no breach in the financial covenants of any borrowing facilities in the current period. There is no change in the objectives, policies or processes for managing capital over previous year. To maintain the capital structure, the Company may vary the dividend payment to shareholders.

**30) Financial Risk Management**

The Company's principal financial liability comprises trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds non-current investments measured at amortised cost. The Company is exposed to market risk, credit risk, interest risk, foreign exchange risk and liquidity risk. The Company's senior management oversees the management of these risks under appropriate policies and procedures.

**a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTPL non-current investments.

**b) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's avilment of bank overdraft and other working capital loans.

**c) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed by company's established policy, procedures and control relating to customer credit risk management. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss.

**d) Liquidity Risk**

Liquidity risk refers to risk that the Company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled in cash or other financial assets. The Company regularly monitors the rolling forecasts to ensure that sufficient liquidity is maintained on an ongoing basis to meet operational needs. The Company manages the liquidity risk by planning the investments in a manner such that the desired quantum of funds could be made available to meet any of the business requirements within a reasonable period of time. In addition, the Company also maintains flexibility in arranging the funds by maintaining committed credit lines with bank(s) to meet the obligations.

**31)** The letters of confirmation has been sent by the management to parties of Accounts receivables, Accounts payables, advances and other payables/receivables to confirm their balances as on 31st March, 2022. Balance confirmations have not been received from certain parties upto the date of signing of financials. The balances of such parties have been incorporated in the financial statements at the value as per the books of account. The

company, to the extent stated, has considered them as good and no provisions have been made in respect of debtors/advances.

**32) Segment information for the year ended 31<sup>st</sup> March 2022**

The Company is engaged in a single segment i.e. the Trading of "Local Computers and other related services" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

**Geographical Segments**

Since the company's operations & activities are within the country and considering the nature of services it deals in, the risks and returns are the same and as such, there is only one geographical segment.

(In Lakh)

<u>Particulars</u>	<u>For year ending 31<sup>st</sup> March, 2022</u>	<u>For year ending 31<sup>st</sup> March, 2021</u>
<u>Segment Revenue</u>		
- Within India	1488.23	1576.92

**33)** Since 2020, COVID and its variants hit us hard through public health crisis and economy disruption. Government from time to time imposed restrictions on activities and nationwide lockdown amid the COVID situation which has resulted in a global slowdown. This affects all aspects of everyone lives and directly have wide impact on the economy which includes our business.

The safety and health of the employees of the Company has been highest priority for us and accordingly we adopted the mode of work from home/hybrid mode as per the situation. The Company resumed its operation, with strict safety protocols during eased conditions announced by the Government. Company has actively been monitoring the impact of COVID on its financial condition and developing situation in collaboration with its customers and is confident to manage the business operations. The Company expects to recover the carrying amount of the assets and does not oversee any risk to service its financial obligations.

**34) Statement of Net Assets and Profit or (loss), Other Comprehensive Income and Total Comprehensive income attributable to owners for the year ending March 31, 2022:**

(In Lakh)

Name of the Company	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or (Loss)		Share in other Comprehensive Income		Share in Total Comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive income	Amount
<b>Parent Company (Indian)</b>								
Southern Infosys Limited	98.72%	526.82	85.40%	6.40	-	-	85.40%	6.40



<b>Associates (Indian)</b>								
Disha Capital Services Limited	1.28%	6.82	14.60%	1.09	-	-	14.60%	1.09
<b>Total</b>	<b>100%</b>	<b>5,33.64</b>	<b>100%</b>	<b>7.49</b>	<b>-</b>	<b>-</b>	<b>100%</b>	<b>7.49</b>

**35) (i) Comparative Previous Year's Figures**

Figures for the previous year have been re-grouped/re-classified wherever necessary to make them comparable with the figures of the current year.

**(ii) Format as per Schedule III of Companies Act, 2013**

The Company has prepared these Financial Statements as per the format prescribed by Schedule III to the Companies Act, 2013 ('the Schedule') issued by Ministry of Corporate Affairs, Government of India for preparation of Ind AS financials.

**(iii) Presentation of Figures**

The figures appearing in the Financial Statements has been prepared in Rupees.

**For V Sahai Tripathi & Co**

Chartered Accountants

Firm Reg. No. 000262N

**Vishwas Tripathi**

**Partner**

**M.N.: 086897**

**Sidharth Sharma**

**(Director)**

**DIN 07401382**

**Deepali Sharma**

**(Director)**

**DIN 05133382**

**Deepika**

**(Chief Financial Officer)**

**Shivani Mehra**

**(Company Secretary)**

**Place: New Delhi**

**Dated: 30<sup>th</sup> May 2022**



**SOUTHERN INFOSYS LIMITED**