



OSPYN TECHNOLOGIES LIMITED

CIN: U72200KL2009PLC023695

16th ANNUAL REPORT

2023-2024

Ospyn Technologies Limited

1st Floor, Kabani, Technopark Phase – 4, Pallippuram, Trivandrum,
Kerala – 695 317 info@ospyn.com | +91 471 6677000 | www.ospyn.com

CIN : U72200KL2009PLC023695, GSTIN : 32AABCO1237F1Z1

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OUR VISION

To be the leading partner in business solutions and process automation, empowering businesses worldwide through innovative AI-driven solutions that seamlessly adapt to their evolving challenges and drive sustainable growth.

OUR MISSION

To transform business process automation by infusing AI technologies, delivering intelligent, user-centric, and cost-effective solutions that enhance operational efficiency, adhere to best practices, drive innovation, and elevate customer experiences in an increasingly digital world.

CORPORATE INFORMATION

BOARD OF DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR 2023-2024

Sl No	Name	DIN	Designation	Date of Joining
1	Prasadu Varghese	02449983	Managing Director	13/01/2009
2	Kishore Kumar Sudarsanan	02093953	Whole-time Director	13/01/2009
3	Yamuna Varghese Thalachirayil	02449965	Non-executive Director	13/03/2024
4	Nithya Thulaseedharan	10543436	Non-executive Director	13/03/2024

EXISTING BOARD OF DIRECTOS OF THE COMPANY

Sl No	Name	DIN	Designation	Date of Joining
1	Prasadu Varghese	02449983	Managing Director	13/01/2009
2	Kishore Kumar Sudarsanan	02093953	Whole-timedirector	13/01/2009
3	Yamuna Varghese Thalachirayil	02449965	Non-executive Director	13/03/2024
4	Nithya Thulaseedharan	10543436	Non-executive Director	13/03/2024
5	Jayashree Mitra	00082870	Non-executive Independent Director	01/07/2024
6	Kuncheria Palampoikayil Isaac	02854164	Non-executive Independent Director	01/07/2024
7	Anthony Abraham Thomas	07749806	Non-executive Independent Director	01/07/2024

Chief Financial Officer

Hari Krishnan

Company Secretary

Jugunu Sadasivan Nair

Statutory Auditors

M/s Roy Varghese & Associates
Nikunjam Saraas, Pattom,
Thiruvananthapuram-695004

Registrar & Share Transfer Agent

KFin Technologies Limited
The Centrium @ The Phoenix Market City
3rd Floor , LBS Marg,Kurla - West , Mumbai -
400 070,Maharashtra, India

Major Bankers

ICICI Bank Limited,Technopark Branch,
Trivandrum

Registered office

1st Floor, Kabani West Side, Technocity,
Thonnakkal,
Thiruvananthapuram,Thiruvananthapuram,
Kerala, India, 695317

**NOTICE OF ANNUAL GENERAL MEETING**

Shorter Notice is hereby given that 16th Annual General Meeting of the members of **Ospyn Technologies Limited** (CIN: U72200KL2009PLC023695) will be held on **Wednesday, the 18th day of September, 2024 at 11:00 A.M.** through **Video Conferencing** at the registered office of the Company situated at 1st Floor, Kabani West Side, Technocity, Thonnakkal, Thiruvananthapuram, Kerala - 695317 (deemed venue). The businesses to be transacted at the meeting are given below.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (standalone and Consolidated Financial Statements) of the company for the year ended March 31, 2024 including Audited Balance Sheet as at March 31, 2024, the Statement of the Profit & Loss Account for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To appoint M/s. Goyal Goyal & Co, Chartered Accountants, (FRN-015069C) as Statutory Auditors for financial year 2023-24 to fill the casual vacancy and to fix their remuneration:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, in its meeting held on 11th September, 2024, M/s. Goyal Goyal & Co, Chartered Accountants (FRN. 015069C), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Roy Varghese & Associates, Chartered Accountants (FRN-006226S) for the financial year 2023-24, specifically for the purpose of audit of consolidated financial statements of the Company with effect from 11th September 2024."

"RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby empowered and authorized to take such steps, in relation to

**Ospyn Technologies Limited**

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the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-Forms with Registrar of Companies.”

3. To appoint M/s. Goyal Goyal & Co, Chartered Accountants, (FRN-015069C) as Statutory Auditors to fill the casual vacancy and to fix their remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Audit Committee and Board of Directors of the company, in its meeting held on 13th September, 2024, M/s. Goyal Goyal & Co, Chartered Accountants (FRN. 015069C), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Roy Varghese & Associates, Chartered Accountants (FRN-006226S)

“RESOLVED FURTHER THAT M/s. Goyal Goyal & Co, Chartered Accountants (FRN. 015069C) be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the 17th Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 2024-2025 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-Forms with Registrar of Companies.”

4. To approve Initial Public Offer of Equity Shares of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Section 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (including any statutory modification or re-

enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME/Startups platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI") the Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities granting such and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted/to be constituted for the said purpose), subject to the approval of members of the company in general meeting, consent of Board of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- ("Equity Shares"), each and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto ("ICDR Regulations"), upto 55,00,000/- Equity Shares (Fifty Five Lakh Equity Shares Only) including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration as may be resolved by members.

RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner, if any, and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalise and execute any document or agreement and any amendments or supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/Investment Institutions/Foreign Institutional Investors/Bodies Corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the

Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Maker(s), Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Book Running Lead Manager/Lead Manager for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the Concerned authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).

RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorised to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposed and terms of the Issue/Offer, including the price of the Equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or

agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.

RESOLVED FURTHER THAT

- i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- ii. Details of all monies utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;
- iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT the Board and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board may authorize to the Board to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and

proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

5. To Authorize the Board to Borrow Money Pursuant to Section 180(1)(C)

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the Board of Director (hereinafter referred to as “Board”) be and is hereby accorded, subject to approval of members of the company, to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), from the financial institutions, Company’s bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 50,00,00,000/- (Rupees Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

6. To Empower Board for Creation of Security on The Properties of The Company, Both Present and Future of Lenders U/S 180(1)(A) & Other Applicable Provisions, If Any of The Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Board be and is hereby accorded, subject to the approval of members of the company, for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto."

7. To Authorize Board to Make Investments, Give Loans, Guarantees and Security in Excess of Limits Specified Under Section 186 Of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the consent of the members of the company and the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the board be and is hereby accorded for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to anybody or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate, finalize, execute, and deliver such documents, deeds, writings, papers, and agreements as may be required, and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to delegating all or any of the powers herein conferred to any Director or officer of the Company."

For Ospyn Technologies Limited

Sd/-

Prasadu Varghese
Managing Director | DIN: 02449983

Place : Thiruvananthapuram
Date : 13.09.2024

To join the meeting, click this link: <https://meet.google.com/krh-tbie-hfw>

Otherwise, to join by phone, dial +1 318-373-2316 and enter this PIN: 930 477 676#

To view more phone numbers, click this link: <https://tel.meet/krh-tbie-hfw?hs=5>

NOTES:

1. Pursuant to Circular No. 20/2020 dated 5th May 2020, No. 10/2022 dated 28th December 2022 and No. 09/2023 dated 25th September 2023, respectively issued by the Ministry of Corporate Affairs, the Extraordinary General Meeting of the company is being conducted through VC/OAVM facility, and does not require physical presence of members at a common venue.
2. The deemed venue for the EGM shall be the Registered Office of the company.
3. The Notice is being issued pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Article 43 of the Articles of Association of the company.
4. The meeting is called through Shorter Notice in accordance with the provisions of the Companies Act, 2013
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses set out in the Notice is annexed hereto.
6. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Hence, Members have to attend and participate in the EGM through VC/OAVM.
7. Since the Meeting will be held through VC / OAVM, the Route Map is not annexed hereto.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf. The said Resolution/Authorization shall be sent by email through its registered email address to cs@ospyn.com
9. 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.
10. 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.
11. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at cs@ospyn.com
12. Members are requested to notify immediately any change in their address to cs@ospyn.com.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF GENERAL MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

M/s. Roy Varghese & Associates, Chartered Accountants (FRN-006226S), were appointed as Statutory Auditors of the Company for a consecutive term of five years at the Adjourned 11th AGM held on February 16, 2021. However, they have tendered their resignation from the position of Statutory Auditors w.e.f. September 10, 2024 resulting into a casual vacancy in the office of Statutory Auditors of the company under the provisions of section 139(8) of the Companies Act, 2013 ("Act").

They have provided audit of standalone financial statements of our company and the audit of consolidated financial statements were pending. Hence, your Board of Directors proposes to appoint M/s. Goyal Goyal & Co, Chartered Accountants (FRN. 015069C) as the Statutory Auditors of the Company, for the financial year 2023-24 specifically for the purpose of audit of consolidated financial statements for the financial year 2023-24 with effect from 11th September 2024.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in this Notice for the approval of members.

The Board recommends this Ordinary Resolution for your approval.

Item No. 3

M/s. Roy Varghese & Associates, Chartered Accountants (FRN-006226S), were appointed as Statutory Auditors of the Company for a consecutive term of five years at the Adjourned 11th AGM held on February 16, 2021. However, they have tendered their resignation from the position of Statutory Auditors w.e.f. September 10, 2024 resulting into a casual vacancy in the office of Statutory Auditors of the company under the provisions of section 139(8) of the Companies Act, 2013 ("Act").

Your Board of Directors proposes to appoint M/s. Goyal Goyal & Co, Chartered Accountants (FRN. 015069C) as the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting in 2025, to fill the casual vacancy caused by the resignation of M/s. Roy Varghese & Associates, Chartered Accountants (FRN-006226S) at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and to be approved by the Board of Directors of the Company. M/s. Goyal Goyal & Co, Chartered Accountants (FRN. 015069C), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in this Notice for the approval of members.

The Board recommends this Ordinary Resolution for your approval.

Item No. 4

Our company, initially incorporated as a private company with several restrictions on its scope and operations, has now been converted into a public limited company with the approval of the Board of directors and the members of the company. This transition allows us to raise funds a larger pool of investors, which is essential for expanding the operation of the company by tapping new markets in different geographies in world and for product diversifications using the scope of Gen AI. Being a mid-size company, opting for the SME platform can offer significant benefits in terms of cost and accessibility. Listing on an SME platform can enhance our visibility and credibility, helping to attract further investment, customers, and partners. It serves as a stepping stone for future growth and potential future listing on the main board. Considering these factors your Board proposes to raise capital by initial public offering up to 55,00,000/- (Fifty-Five Lakh Equity Shares Only) equity shares of the company.

Accordingly, the Board recommends passing of the Special Resolution as set out in this Notice for the approval of members.

Item No.5&6

The currently borrowing limits of the company has not fixed, and it has been deemed necessary to raise additional funds to support the company's strategic initiatives and growth plans. Given the future growth plans and operational needs, the Board may require the flexibility to borrow additional funds. Section 180(1)© of the Companies Act, 2013 mandates that a company cannot borrow more than its paid-up share capital, free reserves, and securities premium unless authorized by a special resolution passed in a general meeting. It is proposed that the Board of Directors be authorized to borrow monies as they may deem fit, from time to time, for the company's business purposes, notwithstanding that the amounts to be borrowed together with the monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the company. The aggregate limit of such borrowings shall not exceed ₹ Rs. 50,00,00,000/- (Rupees Fifty Crores only).

In light of the above, it is proposed that the borrowing limit of the company be fixed to Rs. 50,00,00,000/- (Rupees Fifty Crores only). This limit is in addition to the existing borrowings and is necessary to support the company's future expansion plans and operational requirements.

The resolution seeks the consent of the members of the company to authorize the Board of Directors to borrow funds from time to time, as they may deem necessary, up to the revised limit. This includes the authority to secure such borrowings by creating a mortgage, charge, or hypothecation on the company's assets, both present and future, as may be necessary.

Accordingly, the Board recommends passing of the Special Resolution as set out in this Notice for the approval of members.

Item No.7

Under Section 186 of the Companies Act, 2013, a company is allowed to make investments, give loans, guarantees, and provide security up to 60% of its paid-up share capital, free reserves, and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher. However, any amount exceeding these limits requires prior approval from the shareholders by way of a special resolution.

The Board of Directors is of the opinion that in order to meet the ongoing business requirements of the Company, including but not limited to strategic investments, expansion plans, and support to subsidiary companies or associates, it is necessary to have the flexibility to make investments, provide loans, guarantees, and securities that may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

In order to enhance the Company's financial flexibility, it is proposed to authorize the Board of Directors to:

1. Make investments and/or provide loans from time to time, in one or more tranches, to any person or other body corporate;
2. Give guarantees and/or provide securities in connection with loans made by any other person to or to any other person by anybody corporate.

These transactions may exceed the prescribed limits, but shall not exceed a maximum aggregate amount of Rs. 50,00,00,000/- (Rupees Fifty Crores only).

Accordingly, the Board recommends passing of the Special Resolution as set out in this Notice for the approval of members.

As per Section 102(1) of Companies Act, none of the Directors or any Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolutions, save and except to the extent of their respective interest as shareholders of the Company.

The Special Business transacted at the meeting of the company does not relate to or affects any other company. Hence, the disclosure pursuant to Section 102(2)(b) of Companies Act, is not applicable.

As required by section 102(3) of Companies Act, all the documents in mentioned in the Notice and Explanatory Statement would be available for inspection of the members at the Registered Office of the Company during the business hours on any working days up to the date of the Meeting.

For Ospyn Technologies Limited

Sd/-

Prasadu Varghese
Managing Director| DIN: 02449983

Place: Thiruvananthapuram

Date: 13.09.2024

To,
The Members
Ospyn Technologies Limited
CIN: U72200KL2009PLC023695

DIRECTORS' REPORT

Dear Member,

Our Company, **OSPYN TECHNOLOGIES LIMITED** has had a journey of one stronger year, driven by innovations, changes and demand for our product. Your directors are pleased to present the 16th Directors' Report of Ospyn Technologies Limited for the financial year 2023-24 on the business and operations of the Company together with the audited financial statements for the year ended March 31, 2024.

1. FINANCIAL RESULTS AND PERFORMANCE REVIEW

Following are the financial highlights of the Company for the financial year 2023-24:

Financial Highlights	For the Year Ending 31st March 2024 (in Rs)	For the Year Ending 31st March 2023 (in Rs.)
Total Income	33,59,26,177.02	30,34,88,441.51
Total Expenditure including Depreciation and Amortization Expenses	27,35,67,006.87	254,400,825.91
Depreciation and Amortization expenses	1,46,19,417.12	7,682,321.58
Prior Period Expenses	(20,55,795.83)	(676,596.03)
Profit/(Loss) before Tax	6,19,87,020.32	4,84,11,019.57
Tax Expenses (Current Year)	1,92,61,077.66	14,784,091.00
Tax Expenses (Previous Year)	1,333.00	-
Deferred Tax	(18,73,242.00)	(2,210,267.00)
Profit/(Loss) after tax	4,45,97,851.66	3,58,37,195.57
Earnings per share	22.30	17.92

(The amount in bracket represents deductions/losses)

The financial performance of the company in a nutshell can be described as below:

Turnover and Other Receipts: The Company during the year earned a total income of Rs. 33,59,26,177.02/- (Rupees Thirty-Three Crore Fifty-Nine Lakh Twenty-Six Thousand One Hundred and Seventy-Seven and Two Paise Only) in comparison to the total income of 30,34,88,441.51/- (Rupees Thirty Crore Thirty-Four Lakh Eighty-Eight Thousand Four Hundred and Forty-One and Fifty-One Paise Only) during the Financial Year 2022-23.

Total Expenditure: *The company has incurred a total expenditure (excluding depreciation) of Rs. 25,89,47,589.75 /-(Rupees Twenty-Five Crore Eighty-Nine Lakh Forty-Seven Thousand Five Hundred and Eighty-Nine and Seventy-Five Paise Only) during the year ended March 2024. However, the company had incurred an expenditure of Rs. 24,67,18,504.33/-(Rupees Twenty-Four Crore Sixty-Seven Lakh Eighteen Thousand Five Hundred and four and Thirty-Three Paise Only) during the previous financial year ended 31st March, 2023. The company is taking measures to find an equilibrium expense in relation to the turnover of the company.*

During the year, the company's depreciation and amortization expenses incurred to Rs. 1,46,19,417.12 /- (Rupees One Crore Forty-Six Lakh Nineteen Thousand Four Hundred and Seventeen and Twelve Paise Only) in comparison to a depreciation and amortization expense of Rs. 76,82,321.58 /- (Rupees Seventy-Six Lakh Eighty-Two Thousand Three Hundred and Twenty-One and Fifty-Eight Paise Only)

Net Profit: *The Company during the financial year achieved a net profit of Rs. 4,45,97,851.66 /-(Rupees Four Crore Forty Five Lakh Ninety Seven Thousand Eight Hundred and Fifty One and Sixty Six Paise Only). The company has achieved this net profit in comparison to a net profit of Rs. 3,58,37,195.57 /-(Rupees Three Crore Fifty-Eight Lakh Thirty-Seven Thousand One Hundred and Ninety-Five and Fifty-Seven Paise Only) during the previous financial year 2022-23.*

The Earnings Per Share available to the shareholders for the financial year 2023-24 is Rs. 22.30 /- (Rupees Twenty Two and Thirty Paise Only) in comparison to an EPS of Rs.17.92/- (Rupees Seventeen and Ninety Two Paise Only) for the previous financial year 2022-23.

2. THE STATE OF COMPANY'S AFFAIRS

The Company is engaged in carrying on the business of Software Product Engineering, developing and selling software products and solutions, all kinds of Software Services including Custom Software Development, Software Maintenance, Architecture, Legacy Application Migration and Training.

During the Financial Year 2023-24, your company has marked substantial growth and improvements across all aspects of its operations. The management remains committed to sustaining and further enhancing this progress in the coming years.

In alignment with our long-term vision, the company has successfully transitioned from a private to a public company. As a part of this transition, the company's name has been changed to OSPYN TECHNOLOGIES LIMITED.

To promote a culture of ownership among our employees, the management introduced the "Ospyn Employee Stock Option Plan 2023" (ESOP-2023) to identified employees during the Financial Year 2022-23. The plan officially came into effect on April 1, 2023.

Further enhancing our commitment to employee welfare and ownership, the Board of Directors, with the approval of the Members in the Extraordinary General Meeting held on March 13, 2024, introduced a new and more beneficial scheme titled the "Ospyn Employee Stock Option Plan 2024" (ESOP-2024) by cancelling the "Ospyn Employee Stock Option Plan

2023" (ESOP-2023). This new plan reflects our ongoing dedication to aligning employee interests with the long-term success of the company.

Further, the Company took a strategic step towards expanding its global footprint by establishing a wholly-owned subsidiary in Dubai. The new subsidiary, named OSPYN STAR TECHNOLOGIES LLC, was formally incorporated on 06/03/2024. This venture aligns with our long-term growth strategy and underscores our commitment to exploring new markets and opportunities.

The Board of Directors remains optimistic about the company's future and is dedicated to building on the achievements of this year to deliver sustainable growth and increased shareholder value.

3. DIVIDEND

On assessing the ongoing financial condition of the company and keeping the growth prospect of the business, the board has decided not to recommend any dividend for the period under review and the internal accrual shall be ploughed back in the business.

4. DETAILS OF SUBSIDIARY

During the year under review, the Company took a strategic step towards expanding its global footprint by establishing a wholly-owned subsidiary in Dubai. The new subsidiary, named OSPYN STAR TECHNOLOGIES LLC, was formally incorporated on 06/03/2024.

5. BONUS ISSUE

During the financial year 2023-24, the company successfully issued bonus shares to its shareholders. The Board of Directors proposed the issuance of bonus shares amounting to ₹1.2 crore by capitalizing the general reserves accumulated over the years. The issuance was approved by the shareholders in the Extraordinary General Meeting held on February 12, 2024. This bonus issue was executed in the ratio of 1:6, meaning that one additional share was issued for every six shares held by the shareholders as of the record date.

The record date for determining eligible shareholders was set as February 12, 2024. Subsequently, share certificates reflecting the bonus shares have been duly issued and dispatched to the eligible shareholders.

The bonus issue has been carried out in compliance with all applicable regulatory requirements and has received all necessary approvals.

6. CHANGE IN NATURE OF BUSINESS

During the financial year 2023-24, there was no change in the nature of the business of the Company. During the financial year 2024-25, the company transitioned from a private limited company to a public limited company, a significant change in the nature of our business structure. This transformation was driven by the strategic objective of accessing broader capital markets to support our growth initiatives and enhance our financial flexibility.

The decision to convert into a public limited company was made with the goal of raising funds to expand our operations by tapping new markets around the Globe, invest in new technologies, enhance our product offerings, and explore new market opportunities. This move enables the company to tap into a wider investor base, including institutional and retail investors, thereby providing us with a robust platform for future fundraising activities.

The conversion is expected to positively impact our business by increasing our financial strength, market visibility, and enhancing our ability to attract top talent. The transition also aligns with our long-term strategy to scale the business and deliver sustainable value to our stakeholders.

All necessary regulatory and statutory approvals for the conversion were duly obtained, and the change was approved by our shareholders at the Extraordinary General Meeting held on 19th April 2024. The company has ensured that the transition complies with all applicable legal requirements and has communicated the change to all relevant stakeholders to ensure transparency and continued confidence in our strategic direction.

Moving forward, we remain committed to leveraging our new status as a public company to drive our growth agenda, enhance shareholder value, and strengthen our market position.

7. AMOUNTS TRANSFERRED TO RESERVES

The company has not transferred any amount to its reserves during the financial year, however, net profit for the year which amounts to Rs. 4,45,06,406.76 /-(Rupees Four Crore Forty Five Lakh Six Thousand Four Hundred and Six and Seventy Six Paise Only) has been transferred to its Reserves and Surplus account during the year.

8. SHARE CAPITAL OF THE COMPANY

There was change in the Capital Structure of the company during the financial year 2023-24. The authorised share capital of the company as on 31st March 2023 stands at Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 200,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each. The total issued, subscribed and paid-up share capital of the Company at the end of the financial year is Rs. 14,00,00,000/- (Rupees Fourteen Crore only) divided into 140,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each.

The company has increased the authorised share capital of the Company at the Extraordinary General Meeting held on 12.02.2024 from Rs. 2,10,00,000/- (Rupees Two Crore Ten Lakh Only) consisting of 21,00,000 (Twenty-One Lakh) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) consisting of 200,00,000 (Two Crore) equity shares of Rs.10/- (Rupees Ten Only) each, by creating 1,79,00,000 (One Crore Seventy-Nine Lakh) additional equity shares of Rs.10/- (Rupees Ten Only) each ranking paripassu with the existing equity shares of the Company in line with the Bonus Issue.

9. OSPYN EMPLOYEE STOCK OPTION PLAN 2024

As a policy to promote the culture of employee ownership, the management of the Company has rolled out an Employee Stock Options Plan named as "Ospyn Employee Stock Option Plan 2023" to the identified employees of the company during the Financial Year 2022-23.

Further enhancing our commitment to employee welfare and ownership, the Board of Directors, with the approval of the Members in the Extraordinary General Meeting held on March 13, 2024, introduced a new and more beneficial scheme titled the "Ospyn Employee Stock Option Plan 2024" (ESOP-2024) by cancelling the "Ospyn Employee Stock Option Plan 2023" (ESOP-2023).

The disclosure required as per rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 in respect of the stock options granted by the Company forms part of this report as **Annexure-I** to this Report

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

11. CONSTITUTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company is duly constituted and the board structure and their category, residential status and other details at the end of the financial year are as follows:

Sl. No	Name & DIN	Designation	Date of Appointment	Status- Resident/Non Resident	Category
1	Mr Prasadu Varghese DIN: 02449983	Managing Director	13.01.2009	Resident	Executive / Promoter
2	Mr Kishore Kumar Sudarsanan DIN: 02093953	Whole-time Director	13.01.2009	Resident	Executive / Promoter
3	Mrs.Yamuna Varghesethalachirayil	Non-Executive Director	13.03.2024	Resident	Non-Executive / Promoter
4	Mrs.Nithya Thulaseedharan	Non-Executive Director	13.03.2024	Resident	Non-Executive / Promoter

During the financial year 2022-23, all the Directors of the Company are resident Directors in compliance of Section 149(3) of the Companies Act, 2013.

12. THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

Sl. No	Name & DIN	Designation	Nature of change (Appointment/ Change in Designation	Date of Appointment/ change in designation/ cessation
1	Mr.Hari Krishnan	CFO	Appointment	17.01.2024

EVENTS OCCURRED AFTER THE BALANCE SHEET DATE

Sl. No	Name & DIN	Designation	Nature of change (Appointment/ Change in Designation	Date of Appointment/ change in designation/ cessation
1	Mrs.Jugunu Sadasivan Nair	Company Secretary	Appointment	13.06.2024
2	Mrs.Jayashree Mitra	Independent Director	Appointment	01.07.2024
3	Mr.Kuncheria Palampoikayilisaac	Independent Director	Appointment	01.07.2024
4	Mr.Anthony Abrahamthomas	Independent Director	Appointment	01.07.2024

13. DETAILS OF BOARD/GENERAL MEETINGS AND THE ATTENDANCE OF THE DIRECTORS

The Board of Directors has met eight times during the financial year. The maximum time gap between any two meetings was not more than 120 days. The details of which are as follows:

Name of the Director	Board Meeting Dates for the Financial Year 2022-23								Percentage of Attendance
	17.05.2023	08.09.2023	27.12.2023	01.02.2024	20.02.2024	11.03.2024	15.03.2024	28.03.2024	
Mr Prasadu Varghese	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%
Mr Kishore Kumar Sudarsanan	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%
Mrs.Yamuna Varghesethalachirayil	-	-	-	-	-	-	Yes	Yes	100%

Mrs.Nithya Thulaseedharan	-	-	-	-	-	-	Yes	Yes	100%
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14. GENERAL MEETINGS HELD DURING THE YEAR

During the financial Year Three general meeting of the shareholders were held:

Name of the Director	AGM	EGM		Percentage of Shareholding as on 31.03.2024
	30.09.2023	12.02.2024	13.03.2024	
Mr Prasadu Varghese	Yes	Yes	Yes	47.39% (66,35,250 Equity Shares of Rs.10/-each)
Mr Kishore Kumar Sudarsanan	Yes	Yes	Yes	48.30% (67,61,500 Equity Shares of Rs.10/-each)
Mrs.Yamuna Varghesethalachirayil	-	-	-	
Mrs.Nithya Thulaseedharan	-	-	-	

15. REMUNERATION TO DIRECTORS & KMPS

The details of the remuneration paid to the KMP's of the Company are given as below:

Name of the director	Designation	Remuneration paid during the year
Mr Prasadu Varghese	Managing Director	Rs.92,99,700.00
Mr Kishore Kumar Sudarsanan	Whole-time Director	Rs.92,99,700.00
Mr. Hari Krishnan	Chief Financial Officer	Rs.5,00,698.00
Total		Rs. 1,91,00,098.00

16. STATUTORY AUDITORS AND THE AUDITORS REPORT

M/s. Roy Varghese and Associates, Chartered Accountants (FRN: 006226S) TC III/2332, Nikunjam Sarass, Pattom, Thiruvananthapuram - 695004 were appointed as the Statutory Auditors of the company at the 12th Annual General Meeting of the Company, for a period of 5 (five) years from the conclusion of the 12th Annual General Meeting to the conclusion of

the 17th Annual General Meeting to be held in 2025. On 10th September 2024, they have tendered their resignation.

Owing to their resignation Board of Directors in their Meeting held on 11th September 2024, recommended the appointment of M/s Goyal Goyal & Co as statutory auditors for financial year 2023-24, specifically for the purpose of Consolidation of Financial statements, by the members of the company in the ensuing Annual general Meeting.

In order to fill the casual vacancy caused by the resignation of M/s Roy Varghese and Associates, chartered accounts, Board of Directors in their Meeting held on 13th September 2024, recommended the appointment of M/s Goyal Goyal & Co as statutory auditors for financial year 2024-25, by the members of the company in the ensuing Annual general Meeting.

The Auditors qualification and the Director's reply to the qualification are provided as Addendum to the Director's Report and the same is annexed to this Report as ***Annexure - 2***

17. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the company and its subsidiary forms part of this Annual report and have prepared in accordance with Section 129(3) of the Companies Act. A separate statement containing salient features of the financial statements of the Subsidiary in ***Annexure-3***

18. PUBLIC DEPOSITS

In terms of the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, as amended, the Company has not accepted any deposits from public and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet.

19. LOANS, GUARANTEES & INVESTMENTS

During the Financial Year, the Company has not advanced any loan or given guarantee or made investments within the meaning of Section 186 of the Companies Act 2013 and rules made there under.

20. WEB ADDRESS OF ANNUAL RETURN

The Annual Return as per section 92 of the Companies Act, 2013 will be published on the website <https://www.ospyn.com/> maintained by the company, as per Section 134(3)(a) of the Companies Act 2013 read with Rule 8A (1)(a) of the Companies (Accounts) Rules, 2014.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY TRANSACTIONS

The particulars of contracts or arrangements entered into with related parties during the year under review in terms of Section 188(1) of the Companies Act, 2013 are provided in Form AOC-2 as ***Annexure -4.***

22. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has constituted an Internal Complaints Committee (ICC) in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the redressal of discrimination and sexual harassment complaints and to ensure time-bound treatment of such complaints. During the financial year, there were no cases reported or filed regarding sexual harassment of women at workplace.

23. FRAUD REPORTING

During the Financial Year, there were no cases regarding fraud have been reported to the Board/Central Government.

24. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

No order has been passed by the Regulators/Courts/Tribunal which impacts the going concern status or Company's operations.

25. SECRETARIAL STANDARDS

Your directors wish to confirm that the applicable secretarial standards had been complied by the Company.

26. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate internal control and process on place with respective Financial Statements which provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial Statements. This Controls and processes are driven through various policies, procedures and certification. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

27. FOREIGN EXCHANGE EARNINGS & OUTGO

The foreign exchange earnings for the financial year 2023-24 is Rs. 3,01,57,274.82 (Rupees Three Crore One Lakh Fifty-Seven Thousand Two Hundred and Seventy-Four and Eighty-Two Paise Only) as compared to Rs.1,58,06,636.92 (Rupees One Crore Fifty-Eight Lakh Six Thousand Six Hundred and Thirty-Six and Ninety-Two Paise Only) for the previous year.

The foreign exchange expenditure for the financial year 2023-24 is Rs 25,63,635.02 /- (Rupees Twenty Five Lakh Sixty Three Thousand Six Hundred and Thirty Five and Two Paise Only) in comparison to Rs 18,65,319.13 /- (Rupees Eighteen Lakh Sixty Five Thousand Three Hundred and Nineteen and Thirteen Paise Only) as compared for the previous year

28. DIRECTORS' RESPONSIBILITY STATEMENT

In compliance to the provisions of Section 134 (5) of the Companies Act, 2013 your Directors wish to place on record:

- (i) that in preparing the annual accounts, all the applicable accounting standards have been followed and that there are no material departures.
- (ii) that the accounting policies are adopted and consistently followed and the judgments and estimates made 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 loss of the company for that period.
- (iii) that proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing/detecting fraud and irregularities.
- (iv) that the Annual Accounts have been prepared on going concern basis.
- (v) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating efficiently.

29. APPRECIATION

We take this opportunity to thank all employees for their contribution to the growth and success of your Company. We would also like to thank bankers, stakeholders and business associates for their extended support during the year.

For and on behalf of Board of Directors of
Ospyn Technologies Limited

Sd/-
Prasadu Varghese
DIN: 02449983
Managing Director

Sd/-
Kishore Kumar Sudarsanan
DIN: 02093953
Whole-time director

Place: Thiruvananthapuram
Date: 13.09.2024

Place: Thiruvananthapuram
Date: 13.09.2024

Annexure-1**Statement pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014**

Sl No	Particulars	Ospyn Employee Stock Option Plan 2023
1	Date of shareholders' Approval	11.03.2024
2	Total Number of stock options approved	765000
3	Vesting requirements	The vesting period of options granted shall vest in not less than one year and not more than four years from the date of grant of such options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of options
4	Maximum term of stock options granted	5 years
5	Number of options granted	765000
6	Number of options vested	Nil
7	Number of options exercised	Nil
8	the total number of shares arising as a result of exercise of option	Nil
9	Options lapsed	Nil
10	the exercise price	The Exercise Price shall be at face value of equity shares, that is Rs.10/- each or such other price at the time of exercise subject to the provisions of the Companies Act,2013 and rules made thereunder.
11	variation in terms of Options	Nil
12	money realised by exercise of options	Nil
13	total number of options in force;	720000
8	employee wise details of options granted to:	
	(i) Key Managerial Personnel;	Nil
	(ii) any other employee who receives a grant of options in any one year of options amounting to five percent or more of total options granted during that year;	Nil
	(iii) identified employees who were granted options, during any one	Nil

	year, equal to or exceeding one percent of the issued capital, excluding outstanding warrants and conversions, of the company at the time of grant.	Nil
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For and on behalf of Board of Directors of
Ospyn Technologies Limited

Sd/-
Prasadu Varghese
DIN: 02449983|Managing Director

Sd/-
Kishore Kumar Sudarsanan
DIN: 02093953|Whole-time director

Place: Thiruvananthapuram
Date: 13.09.2024

Place: Thiruvananthapuram
Date: 13.09.2024

Annexure 2**Addendum to Directors Report**

<u>Sl No</u>	<u>Qualifications in Auditors Report</u>	<u>Reply to Qualification</u>
1.	During the year the company has written back Rs. 14,197.75 (₹ in '000s) being provision for statutory bonus created for various years.	Prior to April 1, 2023, the Company had a salary structure in which Statutory Bonus was a part of the Special Allowances, but inadvertently, was not specifically disclosed. On the basis of lack of specific disclosure, a provision was provided up to the FY 2022-23 for Statutory Bonus. On April 1, 2023, to correct this unintentional erratum, the Company updated the salary structure to specifically disclose the Statutory Bonus. The Company has paid out all statutory employee obligations to date, and in substance, has complied with all statutory requirements. Hence, the Statutory Bonus provision, which is not payable in actuality, was written back.
2.	Since we are unable to satisfy ourselves by alternate methods, the existence and recoverability of unconfirmed trade receivables amounting to Rs.43,614.97 (₹ in '000s) as at the balance sheet date and considering that some of the receivables are long outstanding, there may be irrecoverable debts, which have not been quantified and provided for.	<p>The Company recognises revenue only upon the satisfactory completion of performance obligation and only when it has a contractual right to receive payment. Revenue recognition is based on signed agreements with customers, post rendering of service/ achieving milestones as per contract and supported by valid GST invoices. In most of the scenarios, the Company receives confirmation of service render prior to raising invoice. Hence the Board is confident of existence of receivables beyond doubt.</p> <p>Another important element is the composition of the Company's customer base, of which, around two-thirds are government-controlled organizations, contributing to nearly 75% of the Company's revenues. The relatively higher ageing of Receivables is a reflection of the government organizations' predominance in the</p>

		customer category, most of which take substantial time to process and release payments. Being government companies, the Directors are of view there exists no doubt regarding the credibility or recoverability of such invoices. Considering the ongoing contracts and the long-term customer relationship, the Company favours active and continuous discussion with customers to collect payment of the pending invoices, without adopting the legal route. A few customers have requested payment re-scheduling to address completion of subsequent milestones, which are expected to be concluded and received this year itself.
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For and on behalf of Board of Directors of
Ospyn Technologies Limited

Sd/-
Prasadu Varghese
DIN: 02449983
Managing Director

Sd/-
Kishore Kumar Sudarsanan
DIN: 02093953
Whole-time director

Place: Thiruvananthapuram
Date: 13.09.2024

Place: Thiruvananthapuram
Date: 13.09.2024

Annexure 3**FORM AOC -1**

Pursuant to first proviso to Sub section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014

*Statement containing salient features of the financial statement of Subsidiaries
(Information about each subsidiary to be presented with amounts in Rs.)*

<i>Sl. No.</i>	<i>Particulars</i>	
1	<i>Name of the subsidiary</i>	<i>Ospyn Star Technologies LLC</i>
2	<i>The date since when subsidiary was acquired</i>	<i>06/03/2023</i>
3	<i>Reporting period for the subsidiary concerned, if different from holding company's reporting period</i>	<i>January to December</i>
4	<i>Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.</i>	<i>AED, Exchange rate:22.6228</i>
5	<i>Share capital (Rs.)</i>	<i>71,04,000/- (300,000 AED)</i>
6	<i>Reserves & surplus</i>	<i>0</i>
7	<i>Total assets</i>	<i>0</i>
8	<i>Total Liabilities</i>	<i>0</i>
9	<i>Investments</i>	<i>0</i>
10	<i>Turnover</i>	<i>0</i>
11	<i>Profit before taxation</i>	<i>0</i>
12	<i>Provision for taxation</i>	<i>0</i>
13	<i>Profit after taxation</i>	<i>0</i>
14	<i>Proposed Dividend</i>	<i>NIL</i>
15	<i>Extent of shareholding (in %)</i>	<i>100</i>

Note:

- 1. Names of subsidiaries which are yet to commence operations : NIL*
- 2. Names of subsidiaries which have been liquidated or sold during the year :NIL*

**For and on behalf of Board of Directors of
Ospyn Technologies Limited**

**Sd/-
Prasadu Varghese
DIN: 02449983
Managing Director**

**Sd/-
Kishore Kumar Sudarsanan
DIN: 02093953
Whole-time director**

**Sd/-
Hari Krishnan
Chief Financial Officer**

**Sd/-
Jugunu S Nair
Company secretary**

Place: Thiruvananthapuram
Date: 13.09.2024

Place:Thiruvananthapuram
Date: 13.09.2024

Annexure -4**Form No. AOC -2**

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

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

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

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

SL No	Name of the related party	Nature of relationship	Nature of contracts/ arrangements / transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Ospyn Software Solution, Dubai	A Company in which Mr. Prasadu Varghese, Managing Director and Mr. Kishore Kumar Sudarsanan Director of the Company holds Directorship.	Rendering of professional services.	NA	The Company had entered into an arrangement with the related party for rendering of professional services of the Company in the ordinary course of business and at arm's length basis amounting to Rs.65,03,164.20 /-	11.06.2021	Nil

2	Yamuna Varghese Thalachirayil	Wife of Mr.Prasadu Varghese, and become non-executive Director of the company from 13/03/2024	Rendering of professional services.	NA	The Company had entered into an arrangement with the related party for rendering of professional services of the Company in the ordinary course of business and at arm's length basis amounting to Rs.10,59,562.00/-	17.05.2023	
3	Nithya Thulaseedharan	Wife of Mr. Kishore Kumar, and become non-executive Director of the company from 13/03/2024	Rendering of professional services.	NA	The Company had entered into an arrangement with the related party for rendering of professional services of the Company in the ordinary course of business and at arm's length basis amounting to Rs. 11,69,214.32 /-	17.05.2023	

For and on behalf of Board of Directors of
Ospyn Technologies Limited

Sd/-
Prasadu Varghese
Managing Director|DIN:02449983

Sd/-
Kishore Kumar Sudarsanan
Whole-time director|DIN:02093953

Place: Thiruvananthapuram
Date: 13.09.2024

Place: Thiruvananthapuram
Date:13.09.2024



ROY VARGHESE
& ASSOCIATES

Chartered
Accountants

Nikunjam Sarass
Pattom, Trivandrum 695 004 India

Phone: +91 471 254 1174, 254 1934, 254 5515
Email: trivandrum@rva.in

www.rva.in

Bangalore • Chennai • Cochin

INDEPENDENT AUDITORS' REPORT

To

The Members of
Ospyn Technologies Limited
(Formerly known as "Ospyn Technologies Private Limited")

Report on the Audit of Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Ospyn Technologies Limited (formerly known as "Ospyn Technologies Private Limited") ('the Company'), which comprise the balance sheet as at 31 March 2024, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraph of our report, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2024, its profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. During the year the company has written back Rs. 14,197.75 (₹ in '000s) being provision for statutory bonus created for various years.
- b. Since we are unable to satisfy ourselves by alternate methods, the existence and recoverability of unconfirmed trade receivables amounting to Rs.43,614.97 (₹ in '000s) as at the balance sheet date and considering that some of the receivables are long outstanding, there may be irrecoverable debts, which have not been quantified and provided for.

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 Financial Statements section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. Reporting of key audit matters as per revised SA 700, is not applicable to the Company as it is an unlisted company.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors Report and annexures, in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Financial Statements

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

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

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 Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 & 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. Since, during the year, the company was a private limited company, this report does not include reporting with respect to the adequacy of the internal financial controls over financial

reporting of the Company and the operating effectiveness of such controls, since in our opinion and according to the information and explanation given to us the requirements of reporting under section 143(3)(i) of the Companies Act, 2013 is not applicable to the company by virtue of MCA Notification No: G.S.R. 583(E) dated 13th June, 2017;

- g. Since, during the year, the company was a private limited company, the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in respect of whether the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act is not applicable.
- 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 which would impact its financial position.
 - ii. The company did not have any long-term contracts including derivative contracts involving any material foreseeable losses.
 - iii. The company is not required to transfer any amount to the Investor Education and Protection Fund.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security, or the like to or on behalf of the Ultimate Beneficiaries.
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security, or the like to or on behalf of the Ultimate Beneficiaries.
 - c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv) (a) and (iv) (b) contain any material misstatement.
- v. The Company has neither declared nor paid any dividends during the year.
- vi. Based on our examination, which included test checks, except for the period from 01.04.2023 to 19.06.2023 wherein the feature of recording audit trail (edit log) facility was not enabled in the accounting software, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the respective software.

Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014

on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended March 31,2024

For Roy Varghese & Associates
Chartered Accountants
Firm Registration Number: 006226S

Roy I. Varghese
Partner
Membership No. 021178
UDIN:
Trivandrum, dated

Annexure – A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2024, we report that:

- i. (a) (A) The Company maintains proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company maintains proper records showing full particulars of Intangible Assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not own any immovable properties as on the Balance Sheet date.

(d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or Intangible Assets or both during the year.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus paragraph 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned a fund-based cash credit facility of Rs.450 lakhs and non-fund based working capital facility of Rs.270 lakhs with ICICI bank secured by a charge on the movable assets of the Company including inventory, book debts and receivables. According to the information and explanations given to us, the Company has not filed quarterly returns or statements with the bank.
- iii. According to the information and explanations given to us and on the basis of examination of records, the Company has not made any investments, provided any guarantee or security nor granted any loans and advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year and accordingly, the provisions of Clause 3(iii) of the said Order are not applicable to the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
- v. The amount of ₹. 122.20 (₹ in '000s) received as business advance and remaining unadjusted for a period exceeding 365 days are deemed to be deposits under the Companies Act, 2013. This is in contravention to the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues, have generally been deposited regularly during the year by the Company with the appropriate authorities. However, delays were noticed in the case of Labour Welfare Fund remittances throughout the year.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable except the following:

₹. In '000s				
Nature of Statute	Nature of dues	Amount	Period to which the amount relates	Date of payment
Professional Tax		114.94	Various Years	-

(b) According to the information and explanations given to us, there are no material dues of provident fund, income tax, sales tax, value added tax, service tax, goods and service tax, duty of customs and duty of excise which have not been deposited with the appropriate authorities on account of any dispute.

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year, and hence, clause 3(viii) of the Order is not applicable to the Company.

- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of any loans or other borrowings or in the payment of interest thereon to any lenders.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not obtained any term loans during the year and hence, clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.

(e) According to the information and explanations given to us and on the basis of our examination of the financial statements of the Company, we report that the Company has not taken any funds from any person or entity to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable to the Company.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on the examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards of Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards. Section 177 of the Act is not applicable to the Company.
- xiv. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company is not required to have a system of internal audit. Accordingly, clause 3 (xiv) of the Order is not applicable.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company. Accordingly, clause 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC and hence, clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 that the 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 an 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 and according to the information and explanations given to us, provision of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, reporting under Clause 3(xx) of the Order is not applicable.

For Roy Varghese & Associates
Chartered Accountants
Firm Registration Number: 006226S

Roy I. Varghese
Partner
Membership No. 021178
UDIN:
Trivandrum

OSPYN TECHNOLOGIES LIMITED
(CIN: U72200KL2009PLC023695)
(Formerly known as Ospyn Technologies Private Limited (CIN: U72200KL2009PTC023695))
1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India
Balance Sheet as at March 31, 2024

		(₹ in '000s)	
Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2	1,40,000.00	20,000.00
(b) Reserves and Surplus	3	64,324.80	1,36,385.54
		<u>2,04,324.80</u>	<u>1,56,385.54</u>
2. Non-Current liabilities			
(a) Long-Term Borrowings	4	3,129.47	4,914.01
(b) Other Long-Term Liabilities	5	-	3,162.00
(c) Long-term provisions	6	16,026.50	-
		<u>19,155.97</u>	<u>8,076.01</u>
3. Current Liabilities			
(a) Short-Term Borrowings	7	28,969.76	1,851.51
(b) Trade Payables	8		
(i) Due to Micro and Small Enterprises		2,054.56	1,085.87
(ii) Due to Others		6,771.69	8,703.31
(c) Other Current Liabilities	9	1,02,476.42	29,880.49
(d) Short Term Provisions	10	1,322.49	15,374.19
		<u>1,41,594.92</u>	<u>56,895.37</u>
TOTAL		<u>3,65,075.68</u>	<u>2,21,356.93</u>
II. ASSETS			
1. Non-Current Assets			
(a) Property, Plant and Equipment and Intangible Assets	11		
(i) Property, Plant and Equipment		30,505.49	40,618.89
(ii) Intangible Assets		1.26	1.26
(iii) Intangible Assets Under Development		65,494.87	-
(b) Non-current investments	12	6,806.79	-
(c) Deferred Tax Assets (Net)	13	7,184.47	5,311.23
(d) Long-Term Loans and Advances	14	8,114.85	8,015.54
(e) Other Non Current Assets	15	15,114.88	18,140.74
		<u>1,33,222.61</u>	<u>72,087.66</u>
2. Current Assets			
(a) Trade Receivables	16	2,13,065.51	1,28,088.70
(b) Cash and Bank Balances	17	13,614.84	17,779.95
(c) Short-Term Loans and Advances	18	5,172.72	3,400.62
		<u>2,31,853.08</u>	<u>1,49,269.27</u>
TOTAL		<u>3,65,075.68</u>	<u>2,21,356.93</u>

Significant Accounting Policies
Notes on Accounts

1
2-47

As per our report addressed to the
members of the company.

By Order of the Board

For Roy Varghese & Associates
Chartered Accountants
(Firm No. 006226S)

Prasadu Varghese
Managing Director
(DIN : 02449983)

Kishore Kumar S.
Whole Time Director
(DIN : 02093953)

Partner
Roy I. Varghese
(M.No. 21178)
Trivandrum

Hari Krishnan
CFO
Trivandrum

Jugunu S Nair
Company Secretary

OSPIN TECHNOLOGIES LIMITED
(CIN: U72200KL2009PLC023695)
(Formerly known as Ospyn Technologies Private Limited (CIN: U72200KL2009PTC023695))
1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India

Statement of Profit and Loss Account for the year ended 31.03.2024

(₹ in '000s)

Particulars	Note No.	For the year ended 31.03.2024	For the year ended 31.03.2023
I. Revenue from Operations	19	3,24,320.03	3,00,215.23
II. Other Income	20	11,606.15	3,273.21
Total Income		3,35,926.18	3,03,488.44
III. Expenses:			
Change in Intangible Assets under Development	21	(65,494.87)	-
Employee Benefit Expense	22	2,54,917.99	1,78,991.26
Depreciation and Amortization Expense	11	14,619.42	7,682.32
Finance Cost	23	4,115.72	2,497.96
Operating and Other Expenses	24	65,408.74	65,229.28
Total Expenses		2,73,567.01	2,54,400.83
IV. Profit Before Exceptional & Extra-Ordinary Items and Tax		62,359.17	49,087.62
Exceptional Items			
Prior Period (Expense)/Income		(2,055.80)	(676.60)
Provision for Bonus written back		14,197.75	-
Prior Year Gratuity Expense		(12,514.10)	-
V. Profit Before Extra-Ordinary Items and Tax		61,987.02	48,411.02
Extra-Ordinary Items		-	-
VI. Profit Before Tax		61,987.02	48,411.02
VII. Tax Expense:			
(i) Tax Expense (Current Year)		19,261.08	14,784.09
(ii) Tax Expense (Previous Year)		1.33	-
(iii) Deferred Tax (Income)/Expense		(1,873.24)	(2,210.27)
VIII. Profit/ (Loss) for the period from continuing operations		44,597.85	35,837.20
IX. Profit/(Loss) from discontinuing operations		-	-
X. Tax Expense of discontinuing operations		-	-
XI. Profit/(Loss) from discontinuing operations (after tax)		-	-
XII. Profit/(Loss) for the year		44,597.85	35,837.20
XIII. Earnings per equity share:			
Basic & Diluted (₹ in actuals)		3.19	2.56
XIV. Weighted Average No. Shares		1,40,00,000	1,40,00,000

Significant Accounting Policies
Notes on Accounts

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As per our report addressed to the
members of the company.

By Order of the Board

For Roy Varghese & Associates
Chartered Accountants
(Firm No. 006226S)

Prasadu Varghese
Managing Director
(DIN : 02449983)

Kishore Kumar S.
Whole Time Director
(DIN : 02093953)

Partner
Roy I. Varghese
(M.No. 21178)
Trivandrum

Hari Krishnan
Chief Financial Officer
Trivandrum

Jugunu S Nair
Company Secretary

OSPIN TECHNOLOGIES LIMITED
(CIN: U72200KL2009PLC023695)
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1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India

Cash Flow Statement for the year ended 31.03.2024

(₹ in '000s)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
a. Cash Flow from Operating Activities:		
Profit Before Tax	61,987.02	48,411.02
Adjustments for:		
Depreciation and Amortisation Expense	14,619.42	7,682.32
Finance Charges	2,286.95	1,492.56
Loss on Disposal of Asset	-	149.23
Employee Compensation Expense	3,341.41	
Operating Profit before Working Capital Changes	82,234.80	57,735.13
Adjustments for:		
Other Long Term Liabilities	(3,162.00)	3,162.00
Long-term provisions	16,026.50	-
Trade Payables	(962.94)	1,704.97
Other Current Liabilities	65,789.14	11,720.59
Short-term Provisions	(14,051.70)	7,207.42
Long-term Loans and Advances	(99.31)	2,647.76
Trade Receivables	(84,976.81)	(959.43)
Short-term Loans and Advances	(1,772.10)	725.15
Other Non Current Assets	(752.36)	(6,226.77)
Cash Generated from Operations	58,273.21	77,716.83
Direct Tax Paid	(19,262.41)	(14,784.09)
Net Cash Flow from/(used in) Operating Activities	39,010.80	62,932.74
b. Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment and Intangible Assets	(70,000.89)	(41,128.23)
Disposal of Property, Plant and Equipment and Intangible Assets	-	210.94
Change in Deposits	440.37	-
Net Cash Flow from/(used in) Investing Activities	(69,560.52)	(40,917.30)
c. Cash Flow from Financing Activities:		
Change in Borrowings	25,333.71	(2,935.54)
Interest and Other Finance Cost	(2,286.95)	(1,492.56)
Net Cash Flow from/(used in) Financing Activities	23,046.76	(4,428.10)
d. Net increase/(decrease) in Cash and Cash Equivalents (a+b+c)	(7,502.96)	17,587.35
Opening Cash and Cash Equivalents	17,779.95	192.60
Closing Cash and Cash Equivalents	10,276.99	17,779.95

Significant Accounting Policies
Notes on Accounts

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2-47

As per our report addressed to the
members of the company.

By Order of the Board

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Managing Director
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1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India

Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

1.1 Company Overview

Ospyn Technologies Limited is a Public Limited company incorporated and domiciled in India and has its registered office at Thiruvananthapuram, Kerala, India. Ospyn Technologies provides the business of software product engineering, developing and selling software products and solutions, and all kind of software services including Custom Software Development, Software Maintenance, Architecture Consulting, Software Testing services, Legal Application Transformation, Legacy application and Migration and Training.

1.2 Basis of preparation of Financial Statements

- a. The financial statements are prepared under the historical cost convention, on accrual basis of accounting in conformity with the Generally Accepted Accounting Principles in India ('Indian GAAP') and comply with the accounting standards notified under Section 133 of the Companies Act, 2013, as applicable.
- b. All the 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 Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for operation and their realization in cash or cash equivalent, the company has ascertained its operating cycle to be 12 months, for the purpose of current / non-current classification of assets and liabilities.
- c. The company is a Small and Medium Size Company (SMC) as defined in the general instruction in respect of Companies (Accounting Standards) Rules, 2021, notified under the Companies Act. Accordingly, the Company has complied with the accounting standards to the extent applicable.
- d. The company follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.

1.3 Revenue Recognition

Revenue from Services is recognized on rendering of services to and acceptance of the same by the customers. Revenue from licensing is recognised on delivery of the software license to the customers. Revenue from Maintenance and Support Contracts are recognised on a pro rata basis over the period of the contract. Interest on Deposits and other incomes are recognised on accrual basis. The revenues recognised are reversed if subsequent events lead to such eventuality.

1.4 Property, Plant and Equipment

Gross Block of Property, Plant and Equipment are shown at the cost of acquisitions including duties, taxes and other expenses directly attributable to bringing the assets to its working condition for the intended use.

1.5 Depreciation

Depreciation is provided on written down value method over the useful life of the assets as prescribed in schedule II to the Companies Act 2013.

1.6 Intangible Assets

Assets those are identifiable, non-monetary in nature and with no physical substance have been classified as Intangible Assets. Intangible Assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

1.7 Foreign Currency Transactions

Foreign Currency transactions are accounted for at the exchange rates prevailing on the dates of transactions. Foreign currency assets and liabilities are translated at the exchange rates on the balance sheet date. The gain or losses arising on settlements / translations are charged to revenue.

1.8 Employee Benefits

a. Short term Benefits

Short term employee's benefits payable are recognized in the profit and loss account during the year in which the employee renders the service.

b. Defined Contribution Plan

Defined monthly contributions towards employee provident fund are charged to Profit and Loss Account. The interest rate payable is as notified by the Government.

c. Defined Benefit Plan Gratuity

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the Profit and Loss account.

1.9 Employee Stock Option Plan

The company has formulated Employee Stock Plans (ESOP), which provides for grant of options to employees of the Company to acquire equity shares of the company that vest in a graded manner and that are to be exercised within a specified period. The Company recognizes compensation expense relating to share-based payments on estimated fair values of the awards on the grant date as per Intrinsic Value Method. The estimated fair value of awards is recognized as employee share based compensation cost in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in substance multiple awards with a corresponding increase to share options outstanding account.

Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

1.10 Taxation

Tax expense (tax saving) is the aggregate of the current year tax and deferred tax charged (credited) to the profit and loss account for the year.

a. Current year tax

The provision for taxation is based on assessable profits of the company as determined under the Income-tax Act, 1961.

b. Deferred tax

The Company provided for Deferred Tax Assets/Liabilities on the basis of the tax effect of the timing differences resulting from the recognition of items in the financial statements and in estimating its current Income Tax provision. Deferred Tax assets arising from timing differences are recognised to the extent there is reasonable certainty that the asset can be realised in future.

1.11 Valuation of Inventories and Work in Progress

Inventories and work in progress are valued at lower of cost or net realisable value on the basis of specific identification of costs.

1.12 Provisions and Contingent liabilities

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. 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 of outflow of resources is remote, no provision or disclosure is made.

1.13 Use of Estimates

The preparation of the final statement in conformity with GAAP requires management to make estimates and assumption that affect the reported balances of assets and liabilities and disclosures relating contingent asset and liabilities as at the date of the financial statement and reported accounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful lives of fixed assets and intangible assets.

1.14 Earnings Per Share

In accordance with Accounting Standard (AS-20), 'Earnings per Share', basic and diluted earnings per share are computed using the weighted average number of equity shares outstanding during the period.

1.15 Borrowing Cost

The company capitalizes borrowing cost incurred for qualifying assets to the respective property, plant and equipment. Other borrowing costs are charged to Profit and Loss Account.

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Significant Accounting Policies & Notes on Accounts for the year ended March 31, 2024
(₹ in '000s)

2. Share Capital

The authorised, issued, subscribed and fully paid-up share capital comprises of equity shares having a par value of ₹ 10/- each as follows:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	₹ in '000s	No. of Shares	₹ in '000s
Authorised				
Equity Shares of ₹ 10/- each.	2,00,00,000	2,00,000.00	21,00,000	21,000.00
Issued				
Equity Shares of ₹ 10/- each.	1,40,00,000	1,40,000.00	20,00,000	20,000.00
Subscribed & fully Paid up				
Equity Shares of ₹ 10/- each.	1,40,00,000	1,40,000.00	20,00,000	20,000.00

(a) Reconciliation of Number of Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	₹ in '000s	No. of Shares	₹ in '000s
Equity Shares				
Shares outstanding at the beginning of the year	20,00,000	20,000.00	20,00,000	20,000.00
Shares Issued during the year*(Bonus Issue)	1,20,00,000	1,20,000.00	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,40,00,000	1,40,000.00	20,00,000	20,000.00

(b) Rights, Preferences and Restrictions attached to shares

Equity Shares

The Company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after

(c) Issue of Bonus shares

During the year the company has issued 1,20,00,000 fully paid up equity shares (bonus issue) to the existing shareholders in the ratio 6:1 at par. These shares rank pari-passu with the existing equity shares.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	%	No. of Shares held	%
Equity Shares				
Prasadu Varghese	66,35,250	47.39%	10,00,000	50.00%
Kishore Kumar Sudarsanan	67,61,500	48.30%	10,00,000	50.00%

(e) Shareholding of Promoters

Equity Shares of Rs. 10/- each

Promoter Name	As at March 31, 2024			As at March 31, 2023		
	No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares	% Change during the year
Prasadu Varghese	66,35,250	47.39%	-2.61%	10,00,000	50.00%	-
Kishore Kumar Sudarsanan	67,61,500	48.30%	-1.70%	10,00,000	50.00%	-

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

3. Reserves & Surplus

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Share Options Outstanding Account		
Balance at the beginning of the year	-	-
(+) Expenditure for the year	3,341.41	-
(-) Transfer to Securities Premium	-	-
(+) Expenditure for prior years	-	-
Balance at the end of the year (Refer Note 46)	3,341.41	-
(b) Surplus		
Opening balance	1,36,385.54	1,00,548.35
(+) Net Profit/(Net Loss) for the current year	44,597.85	35,837.20
Closing Balance	1,80,983.39	1,36,385.54
Appropriations during the year		
(-) Bonus issue of shares	1,20,000.00	-
Closing Balance	60,983.39	1,36,385.54
Total	64,324.80	1,36,385.54

4. Long-term Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Secured Loan		
From Scheduled Banks	3,129.47	4,914.01
Total	3,129.47	4,914.01

(a) The company has a vehicle loan of ₹ 335.50 (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 93 monthly installments starting from July 2018 and ending on March 2026. The rate of interest is 9.50%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(b) The company has a vehicle loan of ₹5,179.00/- (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 92 monthly installments starting from July 2018 and ending on February 2026. The rate of interest is 8.60%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(c) The company has a vehicle loan of ₹ 3,385.50 (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 93 monthly installments starting from May 2019 and ending on January 2027. The rate of interest is 9.25%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(d) The company has a vehicle loan of ₹558.50 (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 65 monthly installments starting from February 2020 and ending on June 2025. The rate of interest is 8.85%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(e) The company has a vehicle loan of ₹1,037.04 (₹ in '000s) from ICICI Bank, which is secured by a charge on the vehicle. The loan is repayable in 84 monthly installments starting from August 2022 and ending on July 2029. The rate of interest is 8.25%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(f) The company has a vehicle loan of ₹521.56 (₹ in '000s) from ICICI Bank, which is secured by a charge on the vehicle. The loan is repayable in 84 monthly installments starting from October 2022 and ending on September 2029. The rate of interest is 8.20%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

5. Other Long-Term Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Security Deposit	-	3,162.00
Total	-	3,162.00

6. Long Term Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee benefits		
Provision for Gratuity (Refer Note 30)	16,026.50	-
Total	16,026.50	-

7. Short-term Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Secured Loans		
From Scheduled Banks		
Overdraft facility with ICICI Bank	27,146.09	122.31
Overdraft facility with State Bank of India	39.14	94.46
Current Maturities of Long Term Debt (Refer Note 4(a) -4(f))	1,784.53	1,634.74
Total	28,969.76	1,851.51

Note 7.(a)- The Company has a fund based cash credit facility of Rs.450 lakhs and a non fund based working capital facility of Rs.270 lakhs with ICICI Bank, which is secured by a charge on the Company's movable assets, including inventory, book debts, receivables etc. and personal guarantees of directors and their relatives and cross collateralisation of properties of a director. The above facilities hold an effective interest rate of 9.25% p.a as at the balance sheet date. (Repo rate + spread of 2.75%).

Note 7.(b)- The Company has a fund based cash credit facility of Rs.5 Lakhs with State Bank of India, which is secured by a cash collateral of Rs.6 Lakhs and a personal guarantee of two directors and has an effective interest rate of 6.1% and a non fund based working capital facility of Rs.60 Lakhs which is secured by a charge on the personal assets of the director and personal guarantee of two directors. The bank does not charge any interest on the non fund based working capital facility.

8. Trade Payables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Payables for Goods and Services Rendered		
Dues to Micro and Small Enterprises	2,054.56	1,085.87
Dues to others	6,771.69	8,703.31
Total	8,826.25	9,789.18

Note 8. (a) - Based on the information available from the suppliers with regard to their status as Micro and Small enterprises, the amount overdue to Micro and Small enterprises as on 31.03.2024 has been disclosed separately in Note 39.

(b) Trade Payables Ageing Schedule*

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	730.00 (-)	- (-)	240.63 (185.21)	183.26 (278.51)	278.51 (622.16)	622.16 (-)	2,054.56 (1,085.87)
ii) Others	2,671.08 (2,917.33)	- (-)	4,041.27 (4,125.32)	59.33 (-)	- (1,660.66)	- (-)	6,771.69 (8,703.31)
iii) Disputed dues - MSME	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
iv) Disputed dues - others	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)

*figures in bracket indicates previous year figures

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

9. Other Current Liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
Advance Against Sales	-	124.29
Employee Payables	19,529.05	12,814.14
Deferred Revenue	14,377.75	5,806.96
Interest Accrued But Not Due on Borrowings	30.35	40.39
Security Deposits Collected	3,238.69	-
Statutory Dues	19,897.85	9,175.39
Share subscription amount payable to subsidiary (Refer Note 12.(c))	6,806.79	-
Other Liabilities		
Due to Related Party (Refer Note 25)	38,595.94	1,919.33
Total	1,02,476.42	29,880.49

10. Short Term Provisions

Particulars	As at 31.03.2024	As at 31.03.2023
Provision for Employee Benefits		
Provision for Gratuity (Refer Note 30)	1,322.49	-
Provision for Bonus	-	15,374.19
Total	1,322.49	15,374.19

11. Property, Plant and Equipment and Intangible Assets (Disclosed separately)**12.Details of Non-current investments**

Sl. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Special Purpose Entity/ Others	No. of Shares / Units	Extent of Holding (%)	(₹ in '000s)	Basis of Valuation
(1)	(2)	(3)	(4)	(5)	(6)	(7)
(a)	Investment in Equity Instruments					
(i)	Ospyn Star Technologies L.L.C, UAE	Subsidiary	300	100%	6,806.79	Cost
Total					6,806.79	

Particulars	As at March 31, 2023	As at March 31, 2023
Note 12.(b)		
Aggregate value of Unquoted Investments*	6,806.79	-
Less: Provision for Diminution in value of Investment	-	-
	6,806.79	-

Note 12.(c).The Company has subscribed to 300 shares in Ospyn Star Technologies L.L.C, United Arab Emirates amounting to AED 3,00,000 .Though the amount has not been paid as at the balance sheet date, the same has been disclosed as investments in the financial statements and the amount payable is disclosed under current liabilities (Refer Note No.9). The company is in the process of completing the compliance requirements.

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

13. Deferred Tax Asset

Particulars	As at 31.03.2024	As at 31.03.2023
Deferred Tax Assets		
(i) Depreciation	2,818.07	1,441.85
(ii) Bonus	-	3,869.38
(iii) Gratuity	4,366.39	-
Total	7,184.47	5,311.23

14. Long-term Loans and Advances

Particulars	As at 31.03.2024	As at 31.03.2023
Advances recoverable in cash or in kind or for value to be received		
Unsecured, Considered Good		
(i) Employee Advance	185.00	160.00
(ii) Balances with Government Authorities	7,689.89	7,855.54
(iii) Prepaid Expense	239.97	-
Total	8,114.85	8,015.54

15. Other Non Current Assets

Particulars	As at 31.03.2024	As at 31.03.2023
Balances with scheduled banks		
In Deposit Accounts ^{*1} (Note 15 a)	6,684.98	10,463.20
Security & Earnest Money Deposit ^{*2} (Note 15 b)	8,429.90	7,677.54
Total	15,114.88	18,140.74

Note 15 (a). Lien have been marked on deposits amounting to Rs.6,580.02 (in '000s) with scheduled banks against performance bank guarantees issued to customers on various projects of the Company.

Lien have been marked on deposits amounting to Rs.104.96 (in '000s) with scheduled banks against Sales tax registration.

Note 15 (b). Security & Earnest Money Deposits amounting to Rs.480.25 (in '000s) are subject to confirmation and reconciliation.

16. Trade Receivables

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, considered good		
Outstanding for more than six months		
Due From Related Parties (Refer Note No.25)	6,503.16	6,412.92
Due From Others	32,983.58	27,736.01
Others Debts		
Due From Related Parties	-	-
Due From Others	1,71,149.87	84,763.66
	2,10,636.61	1,18,912.58
Unsecured, considered doubtful		
Outstanding for more than six months		
Due From Related Parties	-	-
Due From Others	1,396.07	-
Others Debts		
Due From Related Parties	-	-
Due From Others	-	-
Less: Provision for doubtful debts	(1,396.07)	-
	-	-
Unbilled Revenue	2,428.90	9,176.12
Total	2,13,065.51	1,28,088.70

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11. Property, Plant and Equipment and Intangible Assets

	Property, Plant and Equipment								Intangible Assets	Intangible Assets under Development	Grand total (D=A+B+C)
Particulars	Computer & Accessories	Furniture and Fittings	Building Improvement	Vehicles	Office Equipment	Electrical Fittings	UPS	Total (A)	Computer Software (B)	(C)	
Gross block											
Balance as at March 31, 2022	11,466.40	4,438.38	-	11,800.18	693.84	781.62	46.40	29,226.82	25.21	-	29,252.03
Additions during the year	9,432.83	13,252.31	12,641.48	1,785.23	818.50	3,028.38	169.50	41,128.23	-	-	41,128.23
Deletions during the year	5,499.93	-	-	339.45	-	-	-	5,839.38	-	-	5,839.38
Balance as at March 31, 2023	15,399.30	17,690.70	12,641.48	13,245.97	1,512.34	3,810.00	215.90	64,515.68	25.21	-	64,540.89
Additions during the year	3,732.62	-	-	-	299.02	474.38	-	4,506.02	-	65,494.87	70,000.89
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	19,131.91	17,690.70	12,641.48	13,245.97	1,811.35	4,284.38	215.90	69,021.70	25.21	65,494.87	1,34,541.77
Accumulated depreciation / amortisation											
Balance as at March 31, 2022	8,159.47	3,451.22	-	8,773.53	564.38	708.42	37.88	21,694.90	22.73	-	21,717.62
Depreciation / amortisation for the year	4,087.76	1,075.05	826.70	1,244.88	203.72	207.96	35.03	7,681.10	1.22	-	7,682.32
Deletions	5,224.93	-	-	254.27	-	-	-	5,479.21	-	-	5,479.21
Balance as at March 31, 2023	7,022.30	4,526.27	826.70	9,764.13	768.10	916.38	72.91	23,896.79	23.95	-	23,920.74
Depreciation / amortisation for the year	5,878.50	3,385.79	3,058.85	1,065.96	412.08	753.79	64.45	14,619.42	0.00	-	14,619.42
Deletions	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	12,900.80	7,912.06	3,885.55	10,830.09	1,180.18	1,670.17	137.35	38,516.21	23.95	-	38,540.16
Net Block											
Balance as at March 31, 2023	8,377.00	13,164.43	11,814.78	3,481.83	744.24	2,893.62	142.99	40,618.89	1.26	-	40,620.15
Balance as at March 31, 2024	6,231.12	9,778.64	8,755.93	2,415.87	631.18	2,614.20	78.55	30,505.49	1.26	65,494.87	96,001.63

Note 11 (a). Intangible Assets under Development ageing schedule

Particulars		Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	As on 31.03.2024	65,494.87	-	-	-	65,494.87
	As on 31.03.2023	-	-	-	-	-

Note 11(b).

- The management has not ascertained any impairment loss on any of the property, plant & equipment as on the balance sheet date since the recoverable amount of all assets are higher than the book value.
- None of the property, plant & equipment were revalued in current year or in earlier years.
- The management has technically evaluated and valued the intangible assets under development.

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16 (a). Trade Receivables Ageing Schedule*

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables - considered good	2,428.90 (9,176.12)	- -	1,71,149.87 (84,763.65)	14,381.51 (13,909.60)	15,944.52 (16,436.82)	6,808.85 (2,359.32)	2,351.86 (656.13)	2,13,065.51 (1,27,301.63)
ii) Undisputed Trade Receivables - considered doubtful	- (-)	- (-)	- (-)	- (-)	601.68 (-)	169.84 (-)	624.55 (-)	1,396.07 -
Less: Provision for Doubtful Debts	- (-)	- (-)	- (-)	- (-)	601.68 (-)	169.84 (-)	624.55 (-)	1,396.07 -
iii) Disputed Trade Receivables - considered good	- (-)	- (-)	- (-)	- (162.51)	- (204.10)	- (122.35)	- (298.10)	- (787.06)
iv) Disputed Trade Receivables - considered doubtful	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- -

*figures in bracket indicates previous year figures

17. Cash and Bank Balances

Particulars	As at 31.03.2024	As at 31.03.2023
Cash and Cash Equivalents		
Balances with Scheduled Banks		
In Current Accounts	10,211.30	17,766.49
In Deposit Accounts ^{*1}	61.30	-
Cash in Hand	4.39	13.46
Other Bank Balances ^{*2}	3,337.85	-
	13,614.84	17,779.95

^{*1}. Lien have been marked on the deposits with scheduled banks against performance bank guarantees issued to customers on various projects of the Company.

^{*2}. Lien have been marked on deposits amounting to Rs.2,638.69 (in '000s) with scheduled banks against performance bank guarantees issued to customers on various projects of the company .

^{*2}Lien have been marked on deposits amounting to Rs.699.15 (in '000s) with scheduled banks against overdraft facility with the bank.

18. Short-term Loans and Advances

Particulars	As at 31.03.2024	As at 31.03.2023
Advances Recoverable in Cash/Kind for value to be received		
Unsecured, considered good		
Advance for expenses	1,767.64	220.75
Prepaid Expenses	2,301.22	2,876.85
Employee Advance	590.00	252.25
Goods & Services Tax	513.86	50.78
	5,172.72	3,400.62

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19. Revenue from Operation

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Sale of Services (Refer Note 28)		
Domestic	2,94,168.98	2,78,908.60
Exports	30,151.04	21,306.64
Total	3,24,320.03	3,00,215.23

20. Other Income

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Gain on Foreign Exchange	-	104.26
Interest Income	880.16	915.95
Rental Income	9,490.00	2,098.00
Sundry balances written back	1,030.45	-
Other Income	205.54	155.00
Total	11,606.15	3,273.21

21. Change in Intangible Assets under Development

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Amount transferred during the year	65,494.87	-
Total	65,494.87	-

22. Employee Benefit Expenses

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Salaries and Incentives (Refer Note 25)	2,35,715.71	1,70,996.28
Contributions to Provident Fund & Other Funds	3,814.45	2,117.11
Employee Compensation Expense	3,341.41	-
Gratuity	4,957.89	376.27
Staff Recruitment and Training	160.91	567.04
Staff Welfare Expenses	6,927.63	4,934.57
Total	2,54,917.99	1,78,991.26

23. Finance Cost

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Bank Charges	1,792.54	1,002.39
Interest on Income Tax	36.23	3.01
Interest on Borrowings	2,286.95	1,492.56
Total	4,115.72	2,497.96

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24. Operating and Other Expenses

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Business Promotion Expenses	411.64	1,717.91
Communication Expenses	758.99	630.28
Loss on Foreign Exchange Fluctuation	121.63	-
Insurance Charges	145.71	139.21
Interest and Penalties	341.71	757.57
Power & DG Charges	748.66	430.90
Printing and Stationery	178.66	107.44
Professional Charges (Refer Note 29)	14,412.87	16,810.59
Rent	11,959.15	6,017.21
Repairs and Maintenance- Building	1,495.54	1,230.35
Repairs and Maintenance- P&M	195.78	139.83
Repairs and Maintenance- Others	327.82	609.19
Bad Debts Written Off	1,502.10	12,926.38
Software Charges	19,210.56	15,982.38
Travelling Expenses	8,614.67	6,011.58
Other Operating Expenses	4,983.25	1,718.46
Total	65,408.74	65,229.28

25. Related Party Disclosures

25.1 Related Parties and their Relationship

Name of party	Nature of relation
Prasadu Varghese	Managing Director
Kishore Kumar Sudarsanan	Whole-time Director
Yamuna Varghese Thalachirayil	Director
Nithya Thulaseedharan	Director
Hari Krishnan	Chief Financial Officer
Ospyn Star Technologies L.L.C, UAE	Subsidiary Company
Green Collective Projects Private Limited	Company in which Directors are Interested
Ospyn Software Solutions, Dubai	Company in which Directors are Interested

25.2 Transactions with Related Parties

Particulars	As at 31.03.2024	As at 31.03.2023
Other Current liabilities		
Due to Prasadu Varghese	20,681.31	960.87
Due to Kishore Kumar Sudarsanan	17,914.63	958.46
Share Subscription Money Payable to Ospyn Star Technologies L.L.C, UAE	6,806.79	-
Trade Payables		
Yamuna Varghese Thalachirayil	728.61	-
Nithya Thulaseedharan	827.29	-
Trade Receivables		
Ospyn Software Solutions, UAE	6,503.16	6,412.92
Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Salaries and Incentives		
Prasadu Varghese	9,299.70	10,499.62
Kishore Kumar Sudarsanan	9,299.70	10,499.62
Hari Krishnan	500.70	-
Consultancy Charges		
Yamuna Varghese Thalachirayil	1,059.56	2,000.00
Nithya Thulaseedharan	1,169.21	3,000.00

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26. Expenditure in Foreign Currency

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Business Promotion Expense	16.20	-
Professional Charges	469.26	-
Software Charges	1,897.68	1,755.29
Travelling Expenses	146.90	100.00
Training Expense	-	4.44
Other Expenses	33.60	5.59
Total	2,563.64	1,865.32

27. Analytical Ratios

Particulars	Numerator	Denominator	Current Period	Previous Period	Variance
1. Current Ratio(in times)	Total Current Assets	Total Current Liabilities	1.64	2.62	(38%)* ¹
2. Debt Equity Ratio(in times)	Total Debt	Shareholder's Equity	0.16	0.04	261%* ²
3. Debt Service Coverage Ratio(in times)	Earnings available for debt service	Debt Service	20.36	15.90	28%* ³
4. Return on Equity(in %)	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	24.73%	25.88%	(5)%
5. Inventory Turnover Ratio(in times)	Not Applicable				
6. Trade Receivables Turnover Ratio(in times)	Revenue from operations	Average Accounts Receivable	1.90	2.35	(19%)
7. Trade Payables Turnover Ratio(in times)	Cost of inventory, equipment & software license + other expenses	Average Trade Payables	7.34	10.45	(30%)* ⁴
8. Net Capital Turnover Ratio(in times)	Revenue from operations	Average Working Capital	3.55	3.23	10%
9. Net Profit Ratio(in %)	Net Profit	Revenue from operations	13.75%	11.94%	15%
10. Return on Capital Employed(in %)	Earnings before interest and taxes	Capital Employed	39.25%	31.62%	24%
11. Return on Investment(in %)	Not Applicable				

Reasons for Variance above 25% -

1. Increase in short term borrowings and other current liabilities has resulted in lower current ratio.
2. Increase in short term borrowings has resulted in increase in debt equity ratio.
3. Increase in earnings during the year has resulted in higher debt service coverage ratio.
4. Decrease in purchase of property, plant and equipment has resulted in lower trade payables turnover ratio.

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28. Earnings in Foreign Currency

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Sale of Software Services	30,157.27	15,806.64

29. Auditor's Remuneration (excluding goods and service tax)*

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
For Statutory Audit	325.00	250.00
For Tax Audit	75.00	50.00
For Other Services	56.00	62.00
Total	456.00	362.00

* Included in professional charges

30. Employee Benefits

Additional information pursuant to the provisions of AS 15 Revised (2005)

The liability for Gratuity to employees as at Balance sheet date is determined on the basis of actuarial valuation based on Projected Unit Credit Actuarial Method. Details are as follows:

Amounts to be recognized in Balance Sheet	Gratuity (unfunded)	
	31.03.2024	31.03.2023
Present Value of Defined Benefit Obligation	17,348.99	-
Fair Value of Plan Assets	-	-
Net Asset/ (Liability) recognized in Balance Sheet	(17,348.99)	-
Funded Status – (Excess)/ Shortfall	(17,348.99)	-
Of which, Short term liability	1,322.49	-
Liability (-) Asset (+) recognized in the balance sheet	(17,348.99)	-

Amount recognized in the Statement of Profit & Loss	Gratuity (unfunded)	
	31.03.2024	31.03.2023
Current service cost	2,490.69	-
Interest Cost	934.80	-
Expected return on Plan Asset	-	-
Net Actuarial (Gain) / Loss recognized in the year	-	-
Past service cost	12,514.10	-
Benefits Paid	(123.81)	-
Actuarial (gain)/ loss on obligations	1,533.21	-
Effect of curtailments	-	-
Income (-)/ Expenses (+) recognized in the statement of Profit & Loss	17,348.99	-

Actuarial Assumptions	Gratuity (unfunded)	
	31.03.2024	31.03.2023
Number of Employees	413.00	-
Superannuation Age	60.00	-
Average Salary (in ₹)	21,152.00	-
Total monthly (basic + DA) salary in ₹ (in '000s)	8,736.00	-
Average Past Service	2.63	-
Average Age	30.20	-
Discount Rate Current	7.21%	-
Salary Escalation Current	5.00%	-

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31. During the year the company has changed its policy of accounting for gratuity on payment basis to provision for gratuity, which has resulted in decrease in profits amounting to Rs.17,348.99 (in '000s) during the year.

32. Unhedged Foreign Currency Exposures

The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at 31 March 2024 are as follows:

Particulars	Currency	As at	As at
		31.03.2024	31.03.2023
Trade Receivables	USD (in actuals)	1,02,544	1,10,000
	INR(₹ in 000s)	8,549.49	9,043.86
Trade Receivables	OMR (in actuals)	65,585	-
	INR(₹ in 000s)	13,947.57	-
Other Current Liabilities	AED (in actuals)	3,00,000	-
	INR(₹ in 000s)	6,806.79	-

33. The company has not filed softex forms for software exports amounting to Rs. 30,157.27 (in '000s) for the period ended 31st March 2024. FIRC's for receipts amounting to Rs.2,553.05 (in '000s) is yet to be obtained by the company.
34. The Company is yet to regularise export receivables amounting to Rs.6,503.16 (in '000s) which is outstanding for more than one year with the Authorised dealer bank.

35. Loans and advances given to Promoters, Directors, KMPs

Without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the	Percentage to the total Loans and Advances
Promoter Director	- (-)	- (-)
Directors	- (-)	- (-)
KMPs	- (-)	- (-)
Related Parties	- (-)	- (-)

*figures in bracket indicates previous year figures

36. Amounts mentioned in the Balance Sheet, Statement of Profit and Loss and Notes on Accounts are in Indian Rupees rounded off to thousands unless otherwise stated.
37. Trade payables, trade receivables and party accounts are subject to confirmation and reconciliation.

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38. Contingent Liability

The income tax department has raised a demand of Rs. 87.60 (in '000s) for various Financial Years towards tax deducted at source and interest. The company is in the process of identifying the reason and rectifying the same. Hence no provision has been made in the books for the said demand.

39. Micro, small and medium enterprises

The Company has certain dues to suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at 31.03.2024	As at 31.03.2023
(i) Principal amount and interest due thereon remaining unpaid to suppliers registered under the MSMED Act.		
Principal	1,355.60	1,085.87
Interest	698.96	461.77
(ii) The amount of Interest paid in terms of Section 16 of the MSMED along with the amount of payment made to suppliers beyond the appointed day during the year	-	-
(iii) The amount of interest due and payable for the period of delay in making payment without adding the interest specified under the MSMED Act.	-	-
(iv) The amount of Interest accrued and remaining unpaid at the end of the year	698.96	461.77
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act	-	-

The above information regarding dues to micro and small enterprises has been determined to the extent such parties have been identified on the basis of the information available with the Company.

40. The Company has an internal control system which is adequate considering its size and operation as well as the fact that the senior management is extensively involved in the day to day activities of the business and also in the year end financial reporting process. The company has only few levels of management and few people in the accounting function limiting opportunities to segregate duties. However adequate alternative controls are in place due to close supervision by senior management including directors.

41. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries"), with the understanding (whether recorded in writing or otherwise) that the intermediary shall, whether directly or indirectly, lend or invest in other persons/ 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.

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42. The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding party"), with the understanding (whether recorded in writing or otherwise) that the Company shall 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.

43. Other Statutory Information

a) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

b) The Company does not have any transactions with companies struck off.

c) Details of charges which are yet to be registered with RoC beyond the statutory period are disclosed below:

Description of Charges or Satisfaction	Location of Registrar	Period by which charge had to be registered	Reason for delay/non-registration
Charge on Vehicle	ROC Ernakulam	14-07-2018	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	03-08-2018	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	24-04-2019	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	24-01-2020	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	09-08-2022	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	06-10-2022	Inadvertently missed

d) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

e) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

44. Provision for current taxation has been made in the accounts as estimated by the management.

45. Segment Reporting

The Board of Directors ("the Board") of the company reviews the performance of the company at the enterprise level. The Board relies primarily on results at the enterprise level for assessing performance and making decisions about resource allocation and hence the management believes that there are no reportable segments.

46 The Company was a Private Limited Company as at the Balance Sheet date. Subsequent to the Balance Sheet date, the Company has converted to a Public Company and is in the process of listing with SME stock exchange

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47 Employee Stock Option Plan

(a) Pursuant to approval by the shareholders in the Extra Ordinary General Meeting, held on 12th January 2023, the Board of Directors has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company under the Employee Stock Option Scheme of Ospyn Employee Stock Option Plan 2023 (the Scheme). The maximum number of shares under the Scheme shall not exceed 19,500 equity shares. The options may be granted and shall vest as may be decided by the Board. These instruments will generally vest between a minimum of 1 year to a maximum of 4 years from the grant date.

(b) The Board may, on such dates as it shall determine, grant to such eligible employees as it may in its absolute discretion select, Options of the Company on such terms and conditions, which would vest as follow:

On Completion of 1st Year	25%
On Completion of 2nd Year	25%
On Completion of 3rd Year	25%
On Completion of 4th Year	25%

(c) All Options granted shall vest in and be exercised at an Exercise Price as may be decided by the Board and shall be specified in the grant letter. Vested options may be exercised in part or full during the Exercise Period. Vesting dates in respect of the Options granted under this scheme may, at the sole and absolute discretion of the Board of Directors, vary from employee to employee or any class thereof and / or in respect of number of percentage of Options granted to an employee, subject to the applicable laws or regulations or guidelines for the time being in force.

(d) The Exercise Price of an Option shall be on a cashless basis on attaining the Exercise Period, subject to the provisions of the Companies Act, 2013 and Rules made thereunder.

(e) The share options outstanding account is used to record the intrinsic value of equity-settled share-based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to equity share capital and securities premium upon exercise of stock options by the employees. The intrinsic value of the options are based on the fair value of the equity shares of the company which is calculated by the management as at 01-04-2023. The fair value so arrived at is ₹ 329/- per equity shares (₹ in actuals). The Company has not determined its fair value as at the Balance Sheet date. Hence, share based compensation expenses has been provided based on the original fair value.

(f) The Company has cancelled Employee Stock Option Plan 2023 and introduced a better scheme Employee Stock Option Plan 2024 which comes into effect from 1st April 2024 vide its Extraordinary General Meeting held on 13th March 2024. However accounting for the year 2023-24 has been done on the basis of Employee Stock Option Plan 2023.

Significant Accounting Policies	1
Notes on Accounts	2-47

As per our report addressed to the members of the company.

By Order of the Board

For Roy Varghese & Associates
Chartered Accountants
(Firm No. 006226S)

Prasadu Varghese
Managing Director
(DIN : 02449983)

Kishore Kumar S.
Director
(DIN : 02093953)
Trivandrum

Partner
Roy I. Varghese
(M.No. 21178)
Trivandrum

Hari Krishnan
Chief Financial Officer
Trivandrum

Jugunu S Nair
Company Secretary

OSPIN TECHNOLOGIES LIMITED**(CIN: U72200KL2009PLC023695)****(Formerly known as Ospyn Technologies Private Limited (CIN: U72200KL2009PTC023695))**

1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India

(PAN : AABCO1237F)

Income-tax Assessment Year: 2024-25 : Previous Year ended: 31.03.2024

Amount in Rs.

STATEMENT OF TOTAL INCOME**INCOME FROM BUSINESS/ PROFESSION**

Profit/ (Loss) as per Profit & Loss Account		6,19,87,020
Add: Disallowances and Expenses considered separately		
Disallowance u/s 37		
Donation	1,75,000	
GST Expenses	-	
ROC filing fees (Increase in Capital)	13,42,500	
Disallowances u/s. 36(1)(va);		
Employees contribution to LWF	2,20,550	
Employees contribution to ESI	265	
Employees contribution to PF	7,05,132	
Disallowances u/s. 40A (3);		
Cash payment excess of Rs.10000	28,000	
Disallowances u/s. 40A (ia);		
Non Deduction of TDS	15,42,745	
Non Remittance of deducted TDS	-	
Disallowances u/s. 40A(7)		
Provision for Gratuity	1,73,48,989	
Depreciation and amortisations	1,46,19,417	
MSME Overdue Interest	2,37,184	
Prior Period Expenses	21,77,997	
Interest & Damages	1,04,529	
Interest on Income Tax	36,230	3,85,38,538
		10,05,25,558
Less: Expenses Allowable and Incomes considered separately		
Depreciation u/s 32	91,51,274	
Bonus paid allowed	11,76,440	
Profit on sale of Asset	-	
TDS Dissallowed PY	1,03,200	
Interest on Income Tax Refund	1,36,508	
Interest Income	7,43,654	
Bonus disallowed in PY written back this year	1,41,97,747	2,55,08,823
Profit/ (Loss) from Business		7,50,16,735

INCOME FROM OTHER SOURCES

Interest Income	7,43,654
Interest on Income Tax Refund	1,36,508
Total Income/(Loss)	7,58,96,897
Income tax due on above 22%	1,66,97,317
Add: Surcharges @ 10%	16,69,732
Education Cess @ 4%	7,34,682
Total Tax Payable	1,91,01,731
Less: Advance Tax paid	-
Less: Tax Deducted at Source as per Form 26AS	(2,19,64,970)
Tax Payable/(Refund)	(28,63,239)

For **Ospyn Technologies Limited**
Director

OSPYN TECHNOLOGIES LIMITED
(CIN: U72200KL2009PLC023695)
(Formerly known as Ospyn Technologies Private Limited (CIN: U72200KL2009PTC023695))
1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India
(PAN : AABCO1237F)

Income-tax Assessment Year: 2024-25 : Previous Year ended: 31.03.2024

Computation of Deferred Tax

Particulars	Amount		Rate	DTA	DTL
On Depreciation					
WDV as per Companies Act	3,05,06,740.99	1,11,97,046.82	25.17%	28,18,073.00	
WDV as per Income Tax Act	4,17,03,787.81				
Provision for Bonus		-	25.17%	-	
Provision for Gratuity		1,73,48,989	25.17%	43,66,394.00	
				71,84,467.00	-
Net DTA/(DTL) as on 31.03.2024				71,84,467.00	
Opening Balance as on 01.04.2023				53,11,225.00	
Increase/(decrease) in DTA DTL				18,73,242.00	
Deffered tax Income/(expenses)				18,73,242.00	

Note: Computer Software has been included in intangible assets.

OSPYN TECHNOLOGIES LIMITED
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1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India
(PAN : AABCO1237F)

Income-tax Assessment Year: 2024-25 : Previous Year ended: 31.03.2024

Ref: Clause 14: Particulars of depreciation allowable under the Income-tax Act, 1961.

Exhibit-I

Sl. No.	Particulars	WDV as on 01.04.2023	Additions during the year		Sale/ transfer during the year	Amount on which depreciation is claimed	Rate	Depreciation for the year	WDV as on 31.03.2024
			used for 180 days or more	used for less than 180 days					
		₹	₹	₹	₹	₹	(%)	₹	₹
1	Plant & Machinery @ 40%	2,66,151	-	-	-	2,66,151	40%	1,06,460	1,59,691
	a. Computer & Accessories	89,74,126	20,47,533	16,85,085	-	1,27,06,744	40%	47,45,681	79,61,063
2	Plant & Machinery @ 15%	-	-	-	-	-	-	-	-
	a. Office Equipment	58,78,192	1,49,313	1,49,702	-	61,77,207	15%	9,15,353	52,61,853
	b. Air Conditioner	28,01,252	-	4,74,375	-	32,75,627	15%	4,55,766	28,19,861
	c. UPS	1,56,788	-	-	-	1,56,788	15%	23,518	1,33,269
3	Electrification	-	-	-	-	-	-	-	-
4	Furniture & Fittings	1,47,18,324	-	-	-	1,47,18,324	10%	14,71,832	1,32,46,491
5	Building Improvement	1,20,09,409	-	-	-	1,20,09,409	10%	12,00,941	1,08,08,468
6	Motor Car	15,44,813	-	-	-	15,44,813	15%	2,31,722	13,13,091
8	Intangible Assets	-	-	-	-	-	-	-	-
	Total	4,63,49,053	21,96,846	23,09,162	-	5,08,55,061		91,51,274	4,17,03,788

GOYAL GOYAL & CO.

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

**To The Members of Ospyn Technologies Limited
(Formerly known as "Ospyn Technologies Private Limited")**

Report on the Audit of the consolidated financial statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **Ospyn Technologies Limited (Formerly known as "Ospyn Technologies Private Limited")** ("the Parent"/"the Holding Company") and its subsidiaries, (the Parent/Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects/effects of the matter described in the Basis for Qualified Opinion section below, 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 Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, its profit/loss and its cash flows for the period ended on that date.

Basis for Qualified Opinion

- a. During the year, the company has written back Rs. 14,197.75 (₹ in '000s) being provision for statutory bonus created for various years.*
- b. Since, we are unable to satisfy ourselves by alternate methods, the existence and recoverability of unconfirmed trade receivables amounting to Rs.43,614.97 (₹ in '000s) as at the balance sheet date and considering that some of the receivables are long outstanding, there may be irrecoverable debts, which have not been quantified and provided for.*

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

Information Other than financial statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Directors Report (the "Reports"), but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Br. Off.: "Sai Sharnam", 70, Jaora Compound, Indore-452 001 (M.P.)
H. O.: 387, M.G. Road, Opp. Bank of India, Anjad-451 556 (M.P.)
Email-ID: hemantgoyalca@gmail.com; **Mobile No.:** 9826812377

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

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

Management's Responsibility for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows in accordance with the Accounting Standards and other accounting principles generally accepted in India. The respective management of the companies and entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Parent/ Holding Company, as aforesaid.

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

The respective Board of directors of the companies and management of the entities included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for 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 the 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 group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

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

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

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

Other Matters

We did not audit the financial statements of Holding Company, whose financial statements reflect total assets of ₹ 3,65,075.68 (₹ in '000s) as at March 31, 2024, total revenues of ₹ 3,24,320.03 (₹ in '000s) for the year ended March 31, 2024 and net cash outflows of 7,502.96 (₹ in '000s), as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the holding company, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid holding company is based solely on the reports of the other auditors.

We did not audit the financial statements of subsidiary, whose financial statements reflect total assets of ₹ 7,478.84 (₹ in '000s) as at March 31, 2024, total revenues of NIL for the year ended March 31, 2024 and net cash inflows of NIL, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and

Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:

- A. We have sought and except for the matter described in the Basis for Qualified Opinion section above 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. In our opinion, except for the effects/ possible effects of the matters described in the Basis for Qualified Opinion section above, proper books of account as required by law have been kept by the Holding Company so far as it appears from our examination of those books, returns and the reports of the other auditors.
- C. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- D. In our opinion, except for the effects/ possible effects of the matters described in the Basis for Qualified Opinion section above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- E. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors of holding company, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- F. The qualification relating to maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion section above.
- G. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- H. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- I. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a) Except for the possible effect/effects of the matters described in the Basis for Qualified Opinion section above, there were no pending litigations which would impact the consolidated financial position of the Group, its associates and joint ventures/ jointly controlled entities.
 - b) The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the group.
- d)
- i. The management of the holding company has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company.
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - ii. The management of the holding company has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The Company has not paid any dividend during the period and hence, compliance with Section 123 of the Act is not applicable.
- J. Based on our examination, which included test checks, except for the period from April 1, 2023 to June 19, 2023 wherein the feature of recording audit trail (edit log) facility was not enabled in the accounting software, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the respective software.

The subsidiaries of the holding company are not required to maintain its books of account in the accounting software which has a feature of recording audit trail (edit log) facility since incorporated outside india.

Additionally, as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial period ended March 31, 2024.

2. In our opinion and to the best of our information and according to the explanations given to us, Companies (Auditor's Report) order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act is not applicable to the consolidated financial statements of the company.

GOYAL GOYAL & CO.

Chartered Accountants

For M/s. Goyal Goyal & Co
Chartered Accountants
Firm registration number: 0150609C

Sd/-

CA. Hemant Goyal
Partner
M.No.: 405884

Place: Trivandrum
Date: September 13, 2024
UDIN: 24405884BKCOVJ8661

ANNEXURE - A : TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(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 **Ospyn Technologies Limited** ("Formerly Known as **Ospyn Technologies Private Limited**") (the "Parent" or the "Holding Company" or the "Company") as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company and its joint operations companies incorporated in India (retain as applicable) 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 the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated 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, 2024, 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.

For M/s. Goyal Goyal & Co**Chartered Accountants****Firm registration number: 0150609C****CA. Hemant Goyal****Partner****M.No.: 405884****Place: Trivandrum****Date: September 13, 2024****UDIN: 24405884BKCOVJ8661**

OSPIN TECHNOLOGIES LIMITED
(CIN: U72200KL2009PLC023695)
(Formerly known as Ospin Technologies Private Limited (CIN: U72200KL2009PTC023695))
1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India
Consolidated Balance Sheet as at March 31, 2024

(₹ in '000s)

Particulars	Note No.	As at 31.03.2024
I. EQUITY AND LIABILITIES		
1. Shareholders' Funds		
(a) Share Capital	2	1,40,000.00
(b) Reserves and Surplus	3	64,324.80
		2,04,324.80
2. Minority Interest		-
3 Non-Current liabilities		
(a) Long-Term Borrowings	4	3,129.47
(b) Other Long-Term Liabilities	5	-
(c) Long-term provisions	6	16,026.50
		19,155.97
4 Current Liabilities		
(a) Short-Term Borrowings	7	28,969.76
(b) Trade Payables	8	
(i) Due to Micro and Small Enterprises		2,054.56
(ii) Due to Others		6,771.69
(c) Other Current Liabilities	9	96,341.69
(d) Short Term Provisions	10	1,322.49
		1,35,460.18
TOTAL		3,58,940.95
II. ASSETS		
1. Non-Current Assets		
(a) Property, Plant and Equipment and Intangible Assets	11	
(i) Property, Plant and Equipment		30,505.49
(ii) Intangible Assets		1.26
(iii) Intangible Assets Under Development		65,494.87
(b) Non-current investments	12	-
(c) Deferred Tax Assets (Net)	13	7,184.47
(d) Long-Term Loans and Advances	14	8,114.85
(e) Other Non Current Assets	15	15,114.88
		1,26,415.82
2. Current Assets		
(a) Trade Receivables	16	2,13,065.51
(b) Cash and Bank Balances	17	13,614.84
(c) Short-Term Loans and Advances	18	5,375.22
(d) Other current asset	19	469.57
		2,32,525.13
TOTAL		3,58,940.95

Significant Accounting Policies
Notes on Accounts

1
2-47

As per our report addressed to the
members of the company.

By Order of the Board

For Goyal Goyal & Co
Chartered Accountants
(Firm No. 0150609C)

Prasadu Varghese
Managing Director
(DIN : 02449983)

Kishore Kumar S.
Whole Time Director
(DIN : 02093953)

Partner
Hemant Goyal
(M.No. 405884)
UDIN - 24405884BKCOVJ8661

Hari Krishnan
CFO

Jugunu S Nair
Company Secretary

Place : Trivandrum
Date : September 13, 2024

Place : Trivandrum
Date : September 13, 2024

OSPYN TECHNOLOGIES LIMITED
(CIN: U72200KL2009PLC023695)
(Formerly known as Ospyn Technologies Private Limited (CIN: U72200KL2009PTC023695))
1st Floor, Kabani West Side, Technocity, Thonnakkal, Trivandrum, Kerala - 695317, India

Consolidated Statement of Profit and Loss Account for the year ended 31.03.2024

(₹ in '000s)

Particulars	Note No.	For the year ended 31.03.2024
I. Revenue from Operations	20	3,24,320.03
II. Other Income	21	11,606.15
Total Income		3,35,926.18
III. Expenses:		
Change in Intangible Assets under Development	22	(65,494.87)
Employee Benefit Expense	23	2,54,917.99
Depreciation and Amortization Expense	11	14,619.42
Finance Cost	24	4,115.72
Operating and Other Expenses	25	65,408.74
Total Expenses		2,73,567.01
IV. Profit Before Exceptional & Extra-Ordinary Items and Tax		62,359.17
Exceptional Items		
Prior Period (Expense)/Income		(2,055.80)
Provision for Bonus written back		14,197.75
Prior Year Gratuity Expense		(12,514.10)
V. Profit Before Extra-Ordinary Items and Tax		61,987.02
Extra-Ordinary Items		-
VI. Profit Before Tax		61,987.02
VII. Tax Expense:		
(i) Tax Expense (Current Year)		19,261.08
(ii) Tax Expense (Previous Year)		1.33
(iii) Deferred Tax (Income)/Expense		(1,873.24)
VIII. Profit/ (Loss) for the period from continuing operations		44,597.85
IX. Profit/(Loss) from discontinuing operations		-
X. Tax Expense of discontinuing operations		-
XI. Profit/(Loss) from discontinuing operations (after tax)		-
XII. Minority Interest		-
XIII. Profit/(Loss) for the year		44,597.85
XIV. Earnings per equity share:		
Basic & Diluted (₹ in actuals)		3.19
XV. Weighted Average No. Shares		1,40,00,000

Significant Accounting Policies
Notes on Accounts

1
2-47

As per our report addressed to the
members of the company.

By Order of the Board

For Goyal Goyal & Co
Chartered Accountants
(Firm No. 0150609C)

Prasadu Varghese
Managing Director
(DIN : 02449983)

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Whole Time Director
(DIN : 02093953)

Partner
Hemant Goyal
(M.No. 405884)
UDIN - 24405884BKC0VJ8661
Place : Trivandrum
Date : September 13, 2024

Hari Krishnan
Chief Financial Officer

Jugunu S Nair
Company Secretary

Place : Trivandrum
Date : September 13, 2024

OSPYN TECHNOLOGIES LIMITED
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Consolidated Cash Flow Statement for the year ended 31.03.2024

(₹ in '000s)

Particulars	For the year ended 31.03.2024
a. Cash Flow from Operating Activities:	
Profit Before Tax	61,987.02
Adjustments for:	
Depreciation and Amortisation Expense	14,619.42
Finance Charges	2,286.95
Loss on Disposal of Asset	-
Employee Compensation Expense	3,341.41
Operating Profit before Working Capital Changes	82,234.80
Adjustments for:	
Other Long Term Liabilities	(3,162.00)
Long-term provisions	16,026.50
Trade Payables	(962.94)
Other Current Liabilities	66,461.19
Short-term Provisions	(14,051.70)
Long-term Loans and Advances	(99.31)
Trade Receivables	(84,976.81)
Short-term Loans and Advances	(1,974.60)
Other Non Current Assets	(752.35)
Other Current Assets	(469.57)
Cash Generated from Operations	58,273.22
Direct Tax Paid	(19,262.41)
Net Cash Flow from/(used in) Operating Activities	39,010.81
b. Cash Flow from Investing Activities:	
Purchase of Property, Plant and Equipment and Intangible Assets	(70,000.89)
Disposal of Property, Plant and Equipment and Intangible Assets	-
Change in Deposits	440.37
Net Cash Flow from/(used in) Investing Activities	(69,560.52)
c. Cash Flow from Financing Activities:	
Change in Borrowings	25,333.71
Interest and Other Finance Cost	(2,286.95)
Net Cash Flow from/(used in) Financing Activities	23,046.76
d. Net increase/(decrease) in Cash and Cash Equivalents (a+b+c)	(7,502.95)
Opening Cash and Cash Equivalents	17,779.95
Closing Cash and Cash Equivalents	10,277.00

Significant Accounting Policies

1

Notes on Accounts

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As per our report addressed to the
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By Order of the Board

For Goyal Goyal & Co
Chartered Accountants
(Firm No. 0150609C)

Prasadu Varghese
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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

1.1 Company Overview

Ospyn Technologies Limited is a Public Limited company incorporated and domiciled in India and has its registered office at Thiruvananthapuram, Kerala, India. Ospyn Technologies provides the business of software product engineering, developing and selling software products and solutions, and all kind of software services including Custom Software Development, Software Maintenance, Architecture Consulting, Software Testing services, Legal Application Transformation, Legacy application and Migration and Training.

On March 6, 2024, the Company has incorporated an wholly-owned subsidiary i.e. Ospyn Star Technologies L.L.C with 300 shares of AED 1,000 amounting to AED 3,00,000 situated at United Arab Emirates. However, the company has made payment for subscription of shares in July 2024 due to pending completion of compliances.

1.2 Basis of preparation of Consolidated Financial Statements

- a. The financial statements are prepared under the historical cost convention, on accrual basis of accounting in conformity with the Generally Accepted Accounting Principles in India ('Indian GAAP') and comply with the accounting standards notified under Section 133 of the Companies Act, 2013, as applicable.
- b. All the 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 Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for operation and their realization in cash or cash equivalent, the company has ascertained its operating cycle to be 12 months, for the purpose of current / non-current classification of assets and liabilities.
- c. The company is a Small and Medium Size Company (SMC) as defined in the general instruction in respect of Companies (Accounting Standards) Rules, 2021, notified under the Companies Act. Accordingly, the Company has complied with the accounting standards to the extent applicable.
- d. The company follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.
- e. The Consolidated financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21 – "Consolidated Consolidated financial statements" notified by Companies (Accounting Standards) Rules, 2021.
- f. Minority interest in the net assets of consolidated subsidiaries consists of:
 - a. The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
 - b. The minority share of movements in equity since the date the parent subsidiary relationship came into existence. Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.

1.3 Revenue Recognition

Revenue from Services is recognized on rendering of services to and acceptance of the same by the customers. Revenue from licensing is recognised on delivery of the software license to the customers. Revenue from Maintenance and Support Contracts are recognised on a pro rata basis over the period of the contract. Interest on Deposits and other incomes are recognised on accrual basis. The revenues recognised are reversed if subsequent events lead to such eventuality.

Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

1.4 Property, Plant and Equipment

Gross Block of Property, Plant and Equipment are shown at the cost of acquisitions including duties, taxes and other expenses directly attributable to bringing the assets to its working condition for the intended use.

1.5 Depreciation

Depreciation is provided on written down value method over the useful life of the assets as prescribed in schedule II to the Companies Act 2013.

1.6 Intangible Assets

Assets those are identifiable, non-monetary in nature and with no physical substance have been classified as Intangible Assets. Intangible Assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

1.7 Foreign Currency Transactions

Foreign Currency transactions are accounted for at the exchange rates prevailing on the dates of transactions. Foreign currency assets and liabilities are translated at the exchange rates on the balance sheet date. The gain or losses arising on settlements / translations are charged to revenue.

1.8 Employee Benefits

a. Short term Benefits

Short term employee's benefits payable are recognized in the profit and loss account during the year in which the employee renders the service.

b. Defined Contribution Plan

Defined monthly contributions towards employee provident fund are charged to Profit and Loss Account. The interest rate payable is as notified by the Government.

c. Defined Benefit Plan Gratuity

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the Profit and Loss account.

Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

1.9 Employee Stock Option Plan

The company has formulated Employee Stock Plans (ESOP), which provides for grant of options to employees of the Company to acquire equity shares of the company that vest in a graded manner and that are to be exercised within a specified period. The Company recognizes compensation expense relating to share-based payments on estimated fair values of the awards on the grant date as per Intrinsic Value Method. The estimated fair value of awards is recognized as employee share based compensation cost in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in substance multiple awards with a corresponding increase to share options outstanding account.

1.10 Taxation

Tax expense (tax saving) is the aggregate of the current year tax and deferred tax charged (credited) to the profit and loss account for the year.

a. Current year tax

The provision for taxation is based on assessable profits of the company as determined under the Income-tax Act, 1961.

b. Deferred tax

The Company provided for Deferred Tax Assets/Liabilities on the basis of the tax effect of the timing differences resulting from the recognition of items in the financial statements and in estimating its current Income Tax provision. Deferred Tax assets arising from timing differences are recognised to the extent there is reasonable certainty that the asset can be realised in future.

1.11 Valuation of Inventories and Work in Progress

Inventories and work in progress are valued at lower of cost or net realisable value on the basis of specific identification of costs.

1.12 Provisions and Contingent liabilities

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. 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 of outflow of resources is remote, no provision or disclosure is made.

1.13 Use of Estimates

The preparation of the final statement in conformity with GAAP requires management to make estimates and assumption that affect the reported balances of assets and liabilities and disclosures relating contingent asset and liabilities as at the date of the financial statement and reported accounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful lives of fixed assets and intangible assets.

1.14 Earnings Per Share

In accordance with Accounting Standard (AS-20), 'Earnings per Share', basic and diluted earnings per share are computed using the weighted average number of equity shares outstanding during the period.

1.15 Borrowing Cost

The company capitalizes borrowing cost incurred for qualifying assets to the respective property, plant and equipment. Other borrowing costs are charged to Profit and Loss Account.

OSPIN TECHNOLOGIES LIMITED
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Significant Accounting Policies & Notes on Accounts for the year ended March 31, 2024
(₹ in '000s)

2. Share Capital

The authorised, issued, subscribed and fully paid-up share capital comprises of equity shares having a par value of ₹ 10/- each as follows:

Particulars	As at March 31, 2024	
	No. of Shares	₹ in '000s
Authorised		
Equity Shares of ₹ 10/- each.	2,00,00,000	2,00,000.00
Issued		
Equity Shares of ₹ 10/- each.	1,40,00,000	1,40,000.00
Subscribed & fully Paid up		
Equity Shares of ₹ 10/- each.	1,40,00,000	1,40,000.00

(a) Reconciliation of Number of Shares

Particulars	As at March 31, 2024	
	No. of Shares	₹ in '000s
Equity Shares		
Shares outstanding at the beginning of the year	20,00,000	20,000.00
Shares Issued during the year*(Bonus Issue)	1,20,00,000	1,20,000.00
Shares bought back during the year	-	-
Shares outstanding at the end of the year	1,40,00,000	1,40,000.00

(b) Rights, Preferences and Restrictions attached to shares

Equity Shares

The Company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining

(c) Issue of Bonus shares

During the year the company has issued 1,20,00,000 fully paid up equity shares (bonus issue) to the existing shareholders in the ratio 6:1 at par. These shares rank pari-passu with the existing equity

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares

Name of Shareholder	As at March 31, 2024	
	No. of Shares held	%
Equity Shares		
Prasadu Varghese	66,35,250	47.39%
Kishore Kumar Sudarsanan	67,61,500	48.30%

(e) Shareholding of Promoters

Equity Shares of Rs. 10/- each

Promoter Name	As at March 31, 2024		
	No. of Shares	% of Total Shares	% Change during the year
Prasadu Varghese	66,35,250	47.39%	(2.61%)
Kishore Kumar Sudarsanan	67,61,500	48.30%	(1.70%)

OSPIN TECHNOLOGIES LIMITED**(CIN: U72200KL2009PLC023695)****(Formerly known as Ospyn Technologies Private Limited (CIN: U72200KL2009PTC023695))**

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

3. Reserves & Surplus

Particulars	As at March 31, 2024
(a) Share Options Outstanding Account	
Balance at the beginning of the year	-
(+) Expenditure for the year	3,341.41
(-) Transfer to Securities Premium	-
(+) Expenditure for prior years	-
Balance at the end of the year (Refer Note 46)	3,341.41
(b) Surplus	
Opening balance	1,36,385.54
(+) Net Profit/(Net Loss) for the current year	44,597.85
Closing Balance	1,80,983.39
Appropriations during the year	
(-) Bonus issue of shares	1,20,000.00
Closing Balance	60,983.39
Total	64,324.80

4. Long-term Borrowings

Particulars	As at March 31, 2024
Secured Loan	
From Scheduled Banks	3,129.47
Total	3,129.47

(a) The company has a vehicle loan of ₹ 335.50 (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 93 monthly installments starting from July 2018 and ending on March 2026. The rate of interest is 9.50%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(b) The company has a vehicle loan of ₹5,179.00/- (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 92 monthly installments starting from July 2018 and ending on February 2026. The rate of interest is 8.60%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(c) The company has a vehicle loan of ₹ 3,385.50 (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 93 monthly installments starting from May 2019 and ending on January 2027. The rate of interest is 9.25%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(d) The company has a vehicle loan of ₹558.50 (₹ in '000s) from HDFC Bank, which is secured by a charge on the vehicle. The loan is repayable in 65 monthly installments starting from February 2020 and ending on June 2025. The rate of interest is 8.85%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(e) The company has a vehicle loan of ₹1,037.04 (₹ in '000s) from ICICI Bank, which is secured by a charge on the vehicle. The loan is repayable in 84 monthly installments starting from August 2022 and ending on July 2029. The rate of interest is 8.25%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

(f) The company has a vehicle loan of ₹521.56 (₹ in '000s) from ICICI Bank, which is secured by a charge on the vehicle. The loan is repayable in 84 monthly installments starting from October 2022 and ending on September 2029. The rate of interest is 8.20%. The Company has not defaulted any installments during the year. The Company is yet to register charges with the Registrar of Companies.

OSPIN TECHNOLOGIES LIMITED

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

5. Other Long-Term Liabilities

Particulars	As at March 31, 2024
Security Deposit	-
Total	-

6. Long Term Provisions

Particulars	As at March 31, 2024
Provision for Employee benefits	
Provision for Gratuity (Refer Note 30)	16,026.50
Total	16,026.50

7. Short-term Borrowings

Particulars	As at March 31, 2024
Secured Loans	
From Scheduled Banks	
Overdraft facility with ICICI Bank	27,146.09
Overdraft facility with State Bank of India	39.14
Current Maturities of Long Term Debt (Refer Note 4(a) -4(f))	1,784.53
Total	28,969.76

Note 7.(a)- The Company has a fund based cash credit facility of Rs.450 lakhs and a non fund based working capital facility of Rs.270 lakhs with ICICI Bank, which is secured by a charge on the Company's movable assets, including inventory, book debts, receivables etc. and personal guarantees of directors and their relatives and cross collateralisation of properties of a director. The above facilities hold an effective interest rate of 9.25% p.a as at the balance sheet date. (Repo rate + spread of 2.75%).

Note 7.(b)- The Company has a fund based cash credit facility of Rs.5 Lakhs with State Bank of India, which is secured by a cash collateral of Rs.6 Lakhs and a personal guarantee of two directors and has an effective interest rate of 6.1% and a non fund based working capital facility of Rs.60 Lakhs which is secured by a charge on the personal assets of the director and personal guarantee of two directors. The bank does not charge any interest on the non fund based working capital facility.

8. Trade Payables

Particulars	As at March 31, 2024
Trade Payables for Goods and Services Rendered	
Dues to Micro and Small Enterprises	2,054.56
Dues to others	6,771.69
Total	8,826.25

Note 8. (a) - Based on the information available from the suppliers with regard to their status as Micro and Small enterprises, the amount overdue to Micro and Small enterprises as on 31.03.2024 has been disclosed separately in Note 39.

(b) Trade Payables Ageing Schedule*

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	730.00	-	240.63	183.26	278.51	622.16	2,054.56
ii) Others	2,671.08		4,041.27	59.33	-	-	6,771.69
iii) Disputed dues - MSME	-	-	-	-	-	-	-
iv) Disputed dues - others	-	-	-	-	-	-	-

*figures in bracket indicates previous year figures

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

9. Other Current Liabilities

Particulars	As at 31.03.2024
Advance Against Sales	-
Employee Payables	19,529.05
Deferred Revenue	14,377.75
Interest Accrued But Not Due on Borrowings	30.35
Security Deposits Collected	3,238.69
Statutory Dues	19,897.85
Share subscription amount payable to subsidiary (Refer Note 12.(c))	-
Expense payable	672.06
Other Liabilities	
Due to Related Party (Refer Note 25)	38,595.94
Total	96,341.69

10. Short Term Provisions

Particulars	As at 31.03.2024
Provision for Employee Benefits	
Provision for Gratuity (Refer Note 30)	1,322.49
Provision for Bonus	-
Total	1,322.49

11. Property, Plant and Equipment and Intangible Assets (Disclosed separately)**12. Deferred Tax Asset**

Particulars	As at 31.03.2024
Deferred Tax Assets	
(i) Depreciation	2,818.07
(ii) Bonus	-
(iii) Gratuity	4,366.39
Total	7,184.47

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

13. Long-term Loans and Advances

Particulars	As at 31.03.2024
Advances recoverable in cash or in kind or for value to be received	
Unsecured, Considered Good	
(i) Employee Advance	185.00
(ii) Balances with Government Authorities	7,689.89
(iii) Prepaid Expense	239.97
Total	8,114.85

14. Other Non Current Assets

Particulars	As at 31.03.2024
Balances with scheduled banks	
In Deposit Accounts ^{*1} (Note 15 a)	6,684.98
Security & Earnest Money Deposit ^{*2} (Note 15 b)	8,429.90
Total	15,114.88

Note 15 (a). Lien have been marked on deposits amounting to Rs.6,580.02 (in '000s) with scheduled banks against performance bank guarantees issued to customers on various projects of the Company. Lien have been marked on deposits amounting to Rs.104.96 (in '000s) with scheduled banks against Sales tax registration.

Note 15 (b). Security & Earnest Money Deposits amounting to Rs.480.25 (in '000s) are subject to confirmation and reconciliation.

15. Trade Receivables

Particulars	As at 31.03.2024
Unsecured, considered good	
Outstanding for more than six months	
Due From Related Parties (Refer Note No.25)	6,503.16
Due From Others	32,983.58
Others Debts	
Due From Related Parties	-
Due From Others	1,71,149.87
	2,10,636.61
Unsecured, considered doubtful	
Outstanding for more than six months	
Due From Related Parties	-
Due From Others	1,396.07
Others Debts	
Due From Related Parties	-
Due From Others	-
Less: Provision for doubtful debts	(1,396.07)
	-
Unbilled Revenue	2,428.90
Total	2,13,065.51

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Significant Accounting Policies and Notes on Accounts for the period year March 31, 2024

(₹ in '000s)

11. Property, Plant and Equipment and Intangible Assets

	Property, Plant and Equipment								Intangible Assets	Intangible Assets under Development (C)	Grand total (D=A+B+C)
Particulars	Computer & Accessories	Furniture and Fittings	Building Improvement	Vehicles	Office Equipment	Electrical Fittings	UPS	Total (A)	Computer Software (B)		
Gross block											
Balance as at March 31, 2023	15,399.30	17,690.70	12,641.48	13,245.97	1,512.34	3,810.00	215.90	64,515.68	25.21	-	64,540.89
Additions during the year	3,732.62	-	-	-	299.02	474.38	-	4,506.02	-	65,494.87	70,000.89
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	19,131.91	17,690.70	12,641.48	13,245.97	1,811.35	4,284.38	215.90	69,021.70	25.21	65,494.87	1,34,541.77
Accumulated depreciation / amortisation											
Balance as at March 31, 2023	7,022.30	4,526.27	826.70	9,764.13	768.10	916.38	72.91	23,896.79	23.95	-	23,920.74
Depreciation / amortisation for the year	5,878.50	3,385.79	3,058.85	1,065.96	412.08	753.79	64.45	14,619.42	0.00	-	14,619.42
Deletions	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	12,900.80	7,912.06	3,885.55	10,830.09	1,180.18	1,670.17	137.35	38,516.21	23.95	-	38,540.16
Net Block											
Balance as at March 31, 2024	6,231.12	9,778.64	8,755.93	2,415.87	631.18	2,614.20	78.55	30,505.49	1.26	65,494.87	96,001.63

Note 11 (a). Intangible Assets under Development ageing schedule

Particulars		Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	As on 31.03.2024	65,494.87	-	-	-	65,494.87

Note 11(b).

1. The management has not ascertained any impairment loss on any of the property, plant & equipment as on the balance sheet date since the recoverable amount of all assets are higher than the book value.
2. None of the property, plant & equipment were revalued in current year or in earlier years.
- 3 The management has technically evaluated and valued the intangible assets under development.

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Significant Accounting Policies and Notes to Accounts for the year ended 31st March, 2024

(₹ in '000s)

16 (a). Trade Receivables Ageing Schedule*

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables - considered good	2,428.90	-	1,71,149.87	14,381.51	15,944.52	6,808.85	2,351.86	2,13,065.51
ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	601.68	169.84	624.55	1,396.07
Less: Provision for Doubtful Debts	-	-	-	-	601.68	169.84	624.55	1,396.07
iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-	-	-

*figures in bracket indicates previous year figures

17. Cash and Bank Balances

Particulars	As at 31.03.2024
Cash and Cash Equivalents	
Balances with Scheduled Banks	
In Current Accounts	10,211.30
In Deposit Accounts ^{*1}	61.30
Cash in Hand	4.39
Other Bank Balances ^{*2}	3,337.85
	13,614.84

^{*1}. Lien have been marked on the deposits with scheduled banks against performance bank guarantees issued to customers on various projects of the Company.

^{*2}. Lien have been marked on deposits amounting to Rs.2,638.69 (in '000s) with scheduled banks against performance bank guarantees issued to customers on various projects of the company .

^{*2}Lien have been marked on deposits amounting to Rs.699.15 (in '000s) with scheduled banks against overdraft facility with the bank.

18. Short-term Loans and Advances

Particulars	As at 31.03.2024
Advances Recoverable in Cash/Kind for value to be received	
Unsecured, considered good	
Advance for expenses	1,960.50
Prepaid Expenses	2,301.22
Employee Advance	590.00
Balance with revenue authorities	523.51
	5,375.22

19. Other current Asset

Particulars	As at 31.03.2024
Pre - incorporation expenditure	469.57
	469.57

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(₹ in '000s)

20. Revenue from Operation

Particulars	For the year ended 31.03.2024
Sale of Services (Refer Note 28)	
Domestic	2,94,168.98
Exports	30,151.04
Total	3,24,320.03

21. Other Income

Particulars	For the year ended 31.03.2024
Gain on Foreign Exchange	-
Interest Income	880.16
Rental Income	9,490.00
Sundry balances written back	1,030.45
Other Income	205.54
Total	11,606.15

22. Change in Intangible Assets under Development

Particulars	For the year ended 31.03.2024
Amount transferred during the year	65,494.87
Total	65,494.87

23. Employee Benefit Expenses

Particulars	For the year ended 31.03.2024
Salaries and Incentives (Refer Note 25)	2,35,715.71
Contributions to Provident Fund & Other Funds	3,814.45
Employee Compensation Expense	3,341.41
Gratuity	4,957.89
Staff Recruitment and Training	160.91
Staff Welfare Expenses	6,927.63
Total	2,54,917.99

24. Finance Cost

Particulars	For the year ended 31.03.2024
Bank Charges	1,792.54
Interest on Income Tax	36.23
Interest on Borrowings	2,286.95
Total	4,115.72

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(₹ in '000s)

25. Operating and Other Expenses

Particulars	For the year ended 31.03.2024
Business Promotion Expenses	411.64
Communication Expenses	758.99
Loss on Foreign Exchange Fluctuation	121.63
Insurance Charges	145.71
Interest and Penalties	341.71
Power & DG Charges	748.66
Printing and Stationery	178.66
Professional Charges (Refer Note 29)	14,412.87
Rent	11,959.15
Repairs and Maintenance- Building	1,495.54
Repairs and Maintenance- P&M	195.78
Repairs and Maintenance- Others	327.82
Bad Debts Written Off	1,502.10
Software Charges	19,210.56
Travelling Expenses	8,614.67
Other Operating Expenses	4,983.25
Total	65,408.74

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(₹ in '000s)

25. Related Party Disclosures

25.1 Related Parties and their Relationship

Name of party	Nature of relation
Prasadu Varghese	Managing Director
Kishore Kumar Sudarsanan	Whole-time Director
Yamuna Varghese Thalachirayil	Director
Nithya Thulaseedharan	Director
Hari Krishnan	Chief Financial Officer
Ospyn Star Technologies L.L.C, UAE	Subsidiary Company
Green Collective Projects Private Limited	Company in which Directors are Interested
Ospyn Software Solutions, Dubai	Company in which Directors are Interested

25.2 Transactions with Related Parties

Particulars	As at 31.03.2024
Other Current liabilities	
Due to Prasadu Varghese	20,681.31
Due to Kishore Kumar Sudarsanan	17,914.63
Share Subscription Money Payable to	
Trade Payables	
Yamuna Varghese Thalachirayil	728.61
Nithya Thulaseedharan	827.29
Trade Receivables	
Ospyn Software Solutions, UAE	6,503.16
Particulars	For the year ended 31.03.2024
Salaries and Incentives	
Prasadu Varghese	9,299.70
Kishore Kumar Sudarsanan	9,299.70
Hari Krishnan	500.70
Consultancy Charges	
Yamuna Varghese Thalachirayil	1,059.56
Nithya Thulaseedharan	1,169.21

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(₹ in '000s)

26. Expenditure in Foreign Currency

Particulars	For the year ended 31.03.2024
Business Promotion Expense	16.20
Professional Charges	469.26
Software Charges	1,897.68
Travelling Expenses	146.90
Training Expense	-
Other Expenses	33.60
Total	2,563.64

27. Earnings in Foreign Currency

Particulars	For the year ended 31.03.2024
Sale of Software Services	30,157.27

28. Auditor's Remuneration (excluding goods and service tax)*

Particulars	For the year ended 31.03.2024
For Statutory Audit	325.00
For Tax Audit	75.00
For Other Services	56.00
Total	456.00

* Included in professional charges

29. Employee Benefits

Additional information pursuant to the provisions of AS 15 Revised (2005)

The liability for Gratuity to employees as at Balance sheet date is determined on the basis of actuarial valuation based on Projected Unit Credit Actuarial Method. Details are as follows:

Amounts to be recognized in Balance Sheet	Gratuity (unfunded) 31.03.2024
Present Value of Defined Benefit Obligation	17,348.99
Fair Value of Plan Assets	-
Net Asset/ (Liability) recognized in Balance Sheet	(17,348.99)
Funded Status – (Excess)/ Shortfall	(17,348.99)
Of which, Short term liability	1,322.49
Liability (-) Asset (+) recognized in the balance sheet	(17,348.99)

Amount recognized in the Statement of Profit & Loss	Gratuity (unfunded) 31.03.2024
Current service cost	2,490.69
Interest Cost	934.80
Expected return on Plan Asset	-
Net Actuarial (Gain) / Loss recognized in the year	-
Past service cost	12,514.10
Benefits Paid	(123.81)
Actuarial (gain)/ loss on obligations	1,533.21
Effect of curtailments	-
Income (-)/ Expenses (+) recognized in the statement of Profit & Loss	17,348.99

Actuarial Assumptions	Gratuity (unfunded) 31.03.2024
Number of Employees	413.00
Superannuation Age	60.00
Average Salary (in ₹)	21,152.00
Total monthly (basic + DA) salary in ₹ (in '000s)	8,736.00
Average Past Service	2.63
Average Age	30.20
Discount Rate Current	7.21%
Salary Escalation Current	5.00%

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30. During the year the company has changed its policy of accounting for gratuity on payment basis to provision for gratuity, which has resulted in decrease in profits amounting to Rs.17,348.99 (in '000s) during the year.

31. Unhedged Foreign Currency Exposures

The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at 31 March 2024 are as follows:

Particulars	Currency	As at
		31.03.2024
Trade Receivables	USD (in actuals)	1,02,544
	INR(₹ in 000s)	8,549.49
Trade Receivables	OMR (in actuals)	65,585
	INR(₹ in 000s)	13,947.57
Other Current Liabilities	AED (in actuals)	3,00,000
	INR(₹ in 000s)	6,806.79

32. The company has not filed softex forms for software exports amounting to Rs. 30,157.27 (in '000s) for the period ended 31st March 2024. FIRC's for receipts amounting to Rs.2,553.05 (in '000s) is yet to be obtained by the company.

33. The Company is yet to regularise export receivables amounting to Rs.6,503.16 (in '000s) which is outstanding for more than one year with the Authorised dealer bank.

34. Loans and advances given to Promoters, Directors, KMPs

Without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature	Percentage to the total Loans and
Promoter Director	- (-)	- (-)
Directors	- (-)	- (-)
KMPs	- (-)	- (-)
Related Parties	- (-)	- (-)

*figures in bracket indicates previous year figures

35. Amounts mentioned in the Balance Sheet, Statement of Profit and Loss and Notes on Accounts are in Indian Rupees rounded off to thousands unless otherwise stated.

36. Trade payables, trade receivables and party accounts are subject to confirmation and reconciliation.

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37. Contingent Liability

The income tax department has raised a demand of Rs. 87.60 (in '000s) for various Financial Years towards tax deducted at source and interest. The company is in the process of identifying the reason and rectifying the same. Hence no provision has been made in the books for the said demand.

38. Micro, small and medium enterprises

The Company has certain dues to suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at 31.03.2024
(i) Principal amount and interest due thereon remaining unpaid to suppliers registered under the MSMED Act.	
Principal	1,355.60
Interest	698.96
(ii) The amount of Interest paid in terms of Section 16 of the MSMED along with the amount of payment made to suppliers beyond the appointed day during the year	-
(iii) The amount of interest due and payable for the period of delay in making payment without adding the interest specified under the MSMED Act.	-
(iv) The amount of Interest accrued and remaining unpaid at the end of the year	698.96
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act	-

The above information regarding dues to micro and small enterprises has been determined to the extent such parties have been identified on the basis of the information available with the Company.

39 The Company has an internal control system which is adequate considering its size and operation as well as the fact that the senior management is extensively involved in the day to day activities of the business and also in the year end financial reporting process. The company has only few levels of management and few people in the accounting function limiting opportunities to segregate duties. However adequate alternative controls are in place due to close supervision by senior management including directors.

40 The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries"), with the understanding (whether recorded in writing or otherwise) that the intermediary shall, whether directly or indirectly, lend or invest in other persons/ 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.

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41 The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding party"), with the understanding (whether recorded in writing or otherwise) that the Company shall 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.

42 Other Statutory Information

- a) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
b) The Company does not have any transactions with companies struck off.
c) Details of charges which are yet to be registered with RoC beyond the statutory period are disclosed below:

Description of Charges or Satisfaction	Location of Registrar	Period by which charge had to be registered	Reason for delay/non-registration
Charge on Vehicle	ROC Ernakulam	14-07-2018	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	03-08-2018	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	24-04-2019	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	24-01-2020	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	09-08-2022	Inadvertently missed
Charge on Vehicle	ROC Ernakulam	06-10-2022	Inadvertently missed

d) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

e) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

43 Provision for current taxation has been made in the accounts as estimated by the management.

44 **STATEMENT OF NET ASSETS AND PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS AND MINORITY INTEREST:**
(as per para 2 of general instructions for the preparation of consolidated financial statements to Division I of Schedule III of Companies Act, 2013)

Particulars	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹)	As % of consolidated profit or loss	Amount (₹)
A. Parent				
	96.67%	1,97,518.01	100.00%	44,597.85
B. Subsidiaries				
i) Indian	-	-	-	-
ii) Foreign	3.33%	6,806.79	-	-
C. Minority Interest in Subsidiaries				
i) Indian		-		-
ii) Foreign		-		-
Total	100.00%	2,04,324.80	100.00%	44,597.85

45 **Segment Reporting**

The Board of Directors ("the Board") of the company reviews the performance of the company at the enterprise level. The Board relies primarily on results at the enterprise level for assessing performance and making decisions about resource allocation and hence the management believes that there are no reportable segments.

46 The Company was a Private Limited Company as at the Balance Sheet date. Subsequent to the Balance Sheet date, the Company has converted to a Public Company and is in the process of listing with SME stock exchange

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47 Employee Stock Option Plan

(a) Pursuant to approval by the shareholders in the Extra Ordinary General Meeting, held on 12th January 2023, the Board of Directors has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company under the Employee Stock Option Scheme of Ospyn Employee Stock Option Plan 2023 (the Scheme). The maximum number of shares under the Scheme shall not exceed 19,500 equity shares. The options may be granted and shall vest as may be decided by the Board. These instruments will generally vest between a minimum of 1 year to a maximum of 4 years from the grant date.

(b) The Board may, on such dates as it shall determine, grant to such eligible employees as it may in its absolute discretion select, Options of

the Company on such terms and conditions, which would vest as follow:

On Completion of 1st Year	25%
On Completion of 2nd Year	25%
On Completion of 3rd Year	25%
On Completion of 4th Year	25%

(c) All Options granted shall vest in and be exercised at an Exercise Price as may be decided by the Board and shall be specified in the grant letter. Vested options may be exercised in part or full during the Exercise Period. Vesting dates in respect of the Options granted under this scheme may, at the sole and absolute discretion of the Board of Directors, vary from employee to employee or any class thereof and / or in respect of number of percentage of Options granted to an employee, subject to the applicable laws or regulations or guidelines for the time being in force.

(d) The Exercise Price of an Option shall be on a cashless basis on attaining the Exercise Period, subject to the provisions of the Companies Act, 2013 and Rules made thereunder.

(e) The share options outstanding account is used to record the intrinsic value of equity-settled share-based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to equity share capital and securities premium upon exercise of stock options by the employees. The intrinsic value of the options are based on the fair value of the equity shares of the company which is calculated by the management as at 01-04-2023. The fair value so arrived at is ₹ 329/- per equity shares (₹ in actuals). The Company has not determined its fair value as at the Balance Sheet date. Hence, share based compensation expenses has been provided based on the original fair value.

(f) The Company has cancelled Employee Stock Option Plan 2023 and introduced a better scheme Employee Stock Option Plan 2024 which comes into effect from 1st April 2024 vide its Extraordinary General Meeting held on 13th March 2024. However accounting for the year 2023-24 has been done on the basis of Employee Stock Option Plan 2023.

Significant Accounting Policies	1
Notes on Accounts	2-47

By Order of the Board

Prasadu Varghese
Managing Director
(DIN : 02449983)

Kishore Kumar S.
Director
(DIN : 02093953)
Trivandrum

Hari Krishnan
Chief Financial Officer
Trivandrum

Jugunu S Nair
Company Secretary

Place : Trivandrum
Date : September 13, 2024