



Rosmerta Digital Services Private Limited

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 02ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S ROSMERTA DIGITAL SERVICES PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023 AT 03:00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES AT ITS REGISTERED OFFICE SITUATED AT KHASRA NO. 19/28, KAPASHERA, NEW DELHI – 110037:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended on 31st March, 2023 together with cash flow statements and reports of the Board of Directors and auditors thereon.
2. To appoint a Director in place of Mr. Brijesh Singh (DIN: 03217960) who retires by rotation and, being eligible, offers himself for re-election.

SPECIAL BUSINESS:

3. Approval of Limits under Section 180(1)(c) 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)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and relevant rules made thereto including any statutory modifications or re-enactments thereof, and pursuant to the recommendation of the board of directors, the consent of the shareholders of the Company be and is hereby accorded to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 2,00,00,00,000 (Rupees Two Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, its free reserves and securities premium.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts,

deeds, matters and things including filing of e-forms as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER ALSO THAT the Board be and is hereby authorized to jointly/ severally delegate all or any of its powers herein confirmed to any committee of Directors or any executive director/ director or any other officer of the Company in order to give effect to the above resolution.”

4. Approval of Limits under Section 186 (3) 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 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Act (including any amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendation of the board of directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person or other body corporate or invest in any body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 2,00,00,00,000 (Rupees Two Hundred Crores only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby severally authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. Approval of Limits under Section 180(1)(a) 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 and rules made thereunder, as amended from time to time and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or

bodies, as may be necessary, the consent of the Company be and is hereby given to the Board of Directors of the Company to lease, sell, transfer/divest, convey, assign or otherwise dispose-off, the Company's investment (both present and future), the Company's tangible/intangible assets, immovable/movable property/ies/undertaking/s, or any other immovable/movable property/ies/undertaking/s as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company, subject to the overall limit of Rs. 20,00,00,000 (Rupees Twenty Crores only) on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said property/asset, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

RESOLVED FURTHER ALSO THAT the Board be and is hereby authorized to jointly/ severally delegate all or any of its powers herein confirmed to any committee of Directors or any executive director/ director or any or any other officer of the Company in order to give effect to the above resolution."

6. Approval for Related Party Transactions

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

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, approval of the Shareholders, be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with any related party within the meaning of Section 2(76) of the Act for the transactions covered under section 188(1) of Companies Act, 2013, on such terms and conditions as below in the table:

Name/(s) of Related Party	Nature of Transaction (Contract, if any)	Duration of Contracts / Arrangements/ Transaction	Amount of transactions per annum	Commercial Terms/ Pricing / Rate
Rosmerta Safety Systems Private Limited	Sale of service	01.04.2023 to 31.03.2025	Upto Rs, 200 Lakhs in one or more tranches	As mutually decided.
Rosmerta Autotech Private Limited	Sale of goods and services	01.04.2023 to 31.03.2025	Upto Rs, 100 Lakhs in one or more tranches	As mutually decided.
Rosmerta Auto Recycling Private Limited	Sale of service	01.04.2023 to 31.03.2025	Upto Rs, 50 Lakhs in one or more tranches	As mutually decided.

By order of the Board
For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED

For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED


Director/Authorised Signatory

Brijesh Singh
(Director)
DIN: 03217960

Date: 16th September 2023
Place: Gurgaon

Notes:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to Special Business Items No. 3 to 5 to be transacted at this Annual General Meeting is annexed.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the company.
3. Proxies, in order to be effective, must be submitted at the registered office of the company, not less than forty-eight hours before the commencement of the Annual General Meeting. The proxy form is enclosed herewith.
4. Corporate members are required to send a certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representatives to attend and vote at the Annual General Meeting.
5. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed with the notice of adjourned annual general meeting to attend the meeting.
6. All documents referred to in the Notice, Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or arrangements in which the Directors are interested, maintained under Section 170 and 189, respectively of the Companies Act, 2013, are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays, and public holidays, between 11.00 A.M. and 5.00 P.M., up to the date of the AGM.
7. Shareholders/ Proxies are requested to bring their attendance slip along with them at the Meeting. The Attendance Slip is enclosed herewith.
8. Only bonafide shareholders of the Company whose names appear on the Register of Shareholders / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting.
9. The Route Map of the Venue of the Annual General Meeting is enclosed herewith.

**ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

The following Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the business under Item Nos. 3, 4 and 5 mentioned in the accompanying Notice dated 16th September 2023.

Item No. 03

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, be required to raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, its free reserves and securities premium. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital, its free reserves and securities premium at any one time except with the consent of the members of the Company in a general meeting by way of special resolution. Hence it is proposed to increase the maximum borrowing limits to exceeding Rs. 2,00,00,00,000 (Rupees Two Hundred Crores only) for the Company.

Further, None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends passing of proposed **Special Resolution**.

Item No. 04

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other body corporates or granting loans, giving guarantee or providing security to other persons or other body corporates or as and when required.

In this respect, pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders by way of passing special resolution at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of Sixty percent of the paid up share capital, free reserves and securities premium account or One hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution for an amount not exceeding exceeding Rs. 2,00,00,00,000 (Rupees Two Hundred Crores only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends passing of proposed **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 05

As per provisions of Section 180(1)(a) of the Companies Act, 2013, the Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell or transfer the Company's investments (both present and future), tangible/intangible assets, immovable/movable property/ies/undertaking/s as the case may be or any other immovable/movable property/ies/undertaking/s as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company. Further, the Company intends to transfer the stakes in present/future subsidiaries or other investments which may be beneficial to the company. Hence, the approval of members is sought sale/transfer of investments of total amount not exceeding Rs. 20,00,00,000 (Rupees Twenty Crores only). Hence, your Directors recommend for passing of the said resolution as a special resolution.

Further, None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends passing of proposed **Special Resolution**.

Item No. 06

As per Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) exceeds the limit prescribed under the specific transactions under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as the case may be as per last audited financial statements of the Company.

To ensure the objectives of organization, your Company proposes to enter into transaction(s) with the related party up to a maximum aggregate value per annum as per type of transactions detailed below along with names of related parties:

Name/(s) of Related Party	Nature of Transaction (Contract, if any)	Duration of Contracts / Arrangements/ Transaction	Amount of transactions per annum	Commercial Terms/ Pricing / Rate
Rosmerta Safety Systems Private Limited	Sale of service.	01.04.2023 to 31.03.2025	Upto Rs, 200 Lakhs in one or more tranches	As mutually decided.
Rosmerta Autotech Private Limited	Sale of goods and services	01.04.2023 to 31.03.2025	Upto Rs, 100 Lakhs in one or more tranches	As mutually decided.
Rosmerta Auto Recycling Private Limited	Sale of service.	01.04.2023 to 31.03.2025	Upto Rs, 50 Lakhs in one or more tranches	As mutually decided.

The transaction(s) entered into with related party comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with any related party are as follows:

S.No.	Particulars			
1.	Name of Related Party	Rosmerta Safety Systems Private Limited	Rosmerta Autotech Private Limited	Rosmerta Auto Recycling Private Limited
2.	Name of the Director or KMP who is related	Mr. Mukesh Malhotra	N/A	N/A
3.	Nature of Relationship	Group Company	Group Company	Group Company
4.	Nature, duration of the contract and particulars of the contract or arrangement	Sales of Services to Rosmerta Safety Systems Private Limited	Sale of Goods and Services to Rosmerta Autotech Private Limited	Sale of Services to Rosmerta Auto Recycling Private Limited
5.	Any advance paid or received for the contract or arrangement, if any	N.A.	N.A.	N.A.
6.	Manner of determining the	As mutually decided	As mutually decided	As mutually decided

	pricing and other commercial terms, both included as part of contract and not considered as part of the contract			
7.	Any other information/ terms relevant or important for the members to take a decision on the proposed resolution.	N.A.	N.A.	N.A.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends passing of the resolution as an **Ordinary Resolution**.

By order of the Board

For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED

For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED



Director/Authorised Signatory

Brijesh Singh
(Director)
DIN: 03217960

Date: 16th September 2023
Place: Gurgaon

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999DL2021PTC386542

Name of the Company: ROSMERTA DIGITAL SERVICES PRIVATE LIMITED

Registered Office: KHASRA NO. 19/28, KAPASHERA, NEW DELHI – 110037

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. /Client Id & DP. Id:	

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint:

1. Name: _____
2. Address: _____
3. E-mail ID: _____
4. Signature: _____, or failing him/her

1. Name: _____
2. Address: _____
3. E-mail ID: _____
4. Signature: _____

as my/our Proxy to attend vote (on a poll) (for me/us and on my/our behalf at the 02nd Annual General Meeting held on Friday, The 29th Day of September, 2023 At 03:00 P.M. at Khasra No. 19/28, Kapashera, New Delhi – 110037 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S.No.	Resolution	Number of shares held	For	Against
ORDINARY BUSINESS:				
1.	To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended on 31 st March, 2023 together with cash flow statements and reports of the Board of Directors and auditors thereon.			
2.	To appoint a Director in place of Mr. Brijesh Singh (DIN: 03217960) who retires by rotation and, being eligible, offers himself for re-election.			
SPECIAL BUSINESS:				
3.	Approval of Limits under Section 180(1)(c) Of the Companies Act, 2013			

4.	Approval of Limits under Section 186 (3) Of The Companies Act, 2013.			
5.	Approval of Limits under Section 180(1)(a) of the Companies Act, 2013			
6.	Approval for Related Party Transactions			

Signed this day of..... 2023

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

<p>Affix Revenue Stamp not less than Re.0.15</p>
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Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

02nd Annual General Meeting on Friday, 29th day of September, 2023

Folio No. / DP ID Client ID
Name of First named Member/Proxy/Authorised Representative
Name of Joint Member(s), if any
No. of Shares held

I/We hereby record my/our presence at the 02nd Annual General Meeting (AGM) of the Company being held on Friday, 29th day of September, 2023, at 03:00 P.M. at Khasra No. 19/28, Kapashera, New Delhi – 110037.

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.



Rosmerta Digital Services Private Limited

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 02nd Annual Report of Rosmerta Digital Services Private Limited together with Annual Audited Accounts for the year ended 31st March, 2023.

1. Financial Highlights:

Particulars	Amount (in 000s) (2022-23)	Amount (in 000s) (2021-22)
Total Revenue	2,97,891	20,270
Expenditure	2,67,425	19,997
Profit Before Interest Depreciation and Taxes	30,466	273
Less: Finance Cost/ Interest	6,549	334
Less: Depreciation and Amortization Expense	1,579	19
Profit Before Taxes	22,338	(80)
Income Tax Expenses:		
Current Tax	7,193	38
Income Tax of Earlier Year	-	-
Deferred Tax	(1,042)	183
Profit after Tax	16,187	(301)
Add: Balance brought forward from previous years	-	-
Add/ (Less); Adjustment	(70)*	-
Balance Carried to Balance Sheet	16,117	(301)
Earnings Per Share (INR)		
Basic	1,611.7	(30.1)
Diluted	1,611.7	(30.1)

* Adjustment during the year 2022- 23 relates to Re-measurement of post Employee Benefit obligations after taking in account Tax on the same.

2. Brief description of the Company's working during the year/State of Company's affairs

The primary business of the companies includes designing, manufacturing, assembling and functional testing of the equipment, shipment, installation, commissioning, integration of systems, training and system checking of Vehicle Inspection and commissioning of Vehicle Inspection Test Centers and Vehicle Inspection Equipment's.

The highlights of the Company's performance are as under: -

The Company has revenue of INR 29,78,91,000 (Rupees Twenty Nine Crores Seventy Eight Lakhs Ninety One Thousands) in the current financial. The company has made a *Net* profit of INR 1,61,17,000 (Rupees One Crore Sixty One Lakhs Seventeen Thousands) in the current year as compared to a *Net Loss* 3,01,000 (Three Lakh One Thousand) in previous year.

3. Change in the Nature of Business

There is no change in the nature of business carried on by the company.

4. Dividend

The Board has not recommended any dividend during the financial year.

5. Transfer to Reserves

The Company has transferred the *Net profit* of INR 1,61,17,000 (Rupees One Crore Sixty One Lakhs Seventeen Thousands) to Reserves & Surplus for the Financial Year Ended 31st March 2023.

6. Capital Structure

The Company's Equity Share Capital position as on 31st March, 2023 is as follows:-

	Authorised Share Capital			Issued, Subscribed & Paid-up Share Capital		
	No. of Shares	Face Value (in Rs.)	Amount (in Rs.)	No. of Shares	Face Value (in Rs.)	Amount (in Rs.)
Equity	1,00,000	10.00	10,00,000	10,000	10.00	1,00,000
Total			10,00,000	Total		1,00,000

During the Financial Year under review, there has been no change in the Authorised and Paid-up Equity Share Capital.

7. Fraud Reporting

During the Financial Year under review, the Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

8. Declaration of Independence of Independent Directors

The provisions of Section 149 of the Companies Act, 2013 with respect to appointment of Independent Directors are not applicable to your Company. Therefore, the requirement of obtaining the declaration confirmation from the Independent Directors is not applicable to the Company.

9. Material changes and commitments, if any, 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

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

10. Details of revision of financial statement or the report

There is no revision of financial statements or the report in respect of any of immediately preceding financial years.

11. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any subsidiary company/Joint Venture/Associate company as on 31st March 2023.

S. NO.	Name of Company	Relationship
1	KKH Technologies Private Limited	Holding of Holding Company
2	Rosmerta Technologies Ltd.	Holding Company

12. Remuneration received by Managing/Whole time Director from holding or subsidiary company

There is no Managing or Whole Time Director in the Company as on date of signing of this report.

13. Corporate Social Responsibility (CSR)

The provisions of Section 135 of the Companies Act, 2013 with regard to Corporate Social Responsibility (CSR) is not applicable to the company.

14. Details relating to Deposits covered under Chapter V of the Act

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013, i.e. within the meaning of Section 2(31) of the Companies Act, 2013 read with Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 and as such there are no such overdue deposits outstanding as on 31st March, 2023.

15. Directors and Key Managerial Personnel (KMPs):

During the period under review there is no change in the structure of Board of Directors of the company. The Board of Directors as on 31st March, 2023 comprises of Two (02) Directors, the details are as follows:

S. No.	Name of the Director	Designation	DIN
01	Mr. Mukesh Malhotra	Director	01345153
02	Mr. Brijesh Singh	Director	03217960

During the Financial Year under review, there was no appointment of any Key Managerial Personnel as per the provisions of Section 203 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.

16. Company's Policy on Directors' appointment and remuneration

The Company does not fall under the prescribed class of companies as provided under the provisions of Section 178(1) which are required to disclose company's policy on directors' appointment and remuneration.

17. The ratio of remuneration of each Director to the median remuneration of the employees of the company

As per Rule 8 of the Companies (Accounts) Rules, 2014 and Section 197 (12), the Company does not fall under the prescribed class of companies which are required to disclose ratio of remuneration of each Director to the median remuneration of the employees of the company.

18. Meetings of the Board of Directors:

The Meetings of the Board of Directors are pre-scheduled and intimated to all the Directors in advance to order to facilitate them to plan their schedule. There were 5 (Five) Meetings of the Board of Directors held during the Financial Year 2022-23 in compliance with the requirements of the Companies Act, 2013 & SS -1 (Secretarial Standards on Board Meetings) issued by The Institute of Company Secretaries of India (ICSI).

The names of Members of the Board of Directors and their attendance at the Board Meetings are as under:

S. No.	Date of Board Meeting	Name of Directors	
		Mukesh Malhotra	Brijesh Singh
1	30th April, 2022	Present	Present
2	14th July, 2022	Present	Present
3	27th September, 2022	Present	Present
4	28 th November, 2022	Present	Present
5	03 rd February 2023	Present	Present

19. Meetings of Committees

There is no applicability of Section 177 i.e. Nomination and Remuneration Committee and Stakeholders Relationship Committee and Section 178 i.e. Audit Committee on the Company.

20. Statutory Audit

S.S. Kothari Mehta & Company, Chartered Accountants, Firm Registration No. 000756N, has been appointed as statutory auditors of the Company in the Annual General Meeting held on 27th September, 2022 for conducting the Statutory audit of the Company for a period of 5 (five) years i.e. w.e.f. 01st April, 2022 till 31st March, 2027.

21. Board's Comment on Auditors' Report

The report and its contents are self-explanatory and does not contain qualification/observations, hence no Boards comment thereupon is required.

22. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

(A) Conservation of Energy:

- (i) The steps taken or impact on Conservation of Energy;
- (ii) the steps taken by the Company for utilizing alternate source of energy;

(iii) the capital investment on energy conservation equipment's;

(B) Technology Absorption:

- (i) the efforts made towards technology absorption;
- (ii) the beneficial drive like product improvement, cost reduction, product development or import substitution;
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of financial year)-
 - (a) the details of technology imported;
 - (b) the year of import;
 - (c) whether the technology been fully absorbed;
 - (d) if not fully absorbed, area where such absorption has not taken place, and the reason thereof; and
- (iv) the expenditure incurred on research and development;

The Company has taken all the necessary steps in conservation of energy and technology absorption.

(C) Foreign exchange earnings and outgo-

Foreign exchange earnings are NIL, Foreign Exchange outgo are also NIL.

23. Web Link of Annual Return, If Any

The domain address of Company's e-commerce website is <https://myraasta.in/>.

24. Particulars of loans, guarantees or investments under Section 186 of Companies Act, 2013

During the period under review, the Company has not given any loans, provided guarantees or made investments as covered under section 186 of the Companies Act, 2013. Hence, the provision of this section is not applicable to the company.

25. Particulars of Contracts or Arrangements with Related Parties under Section 188 of Companies Act, 2013

During the period under review, the Company in ordinary course of business on arm length basis have entered into contract or arrangement or transactions with its Related Parties under Section 188(1) of the Companies Act, 2013. Details of all such transaction which are material are disclosed in Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 in annexed Form No. AOC.2 along with this report.

Attention of the Shareholders is also drawn to the disclosure of transactions with Related Parties as set out in Note No. 26 of the Financial Statements. None of the Directors have any pecuniary relationship or transactions vis-à-vis the Company.

26. Secretarial Audit Report

The provision of conducting Secretarial audit under section 204 of the Companies Act, 2013, is not applicable to the company.

27. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There were no significant or material orders passed by regulators or courts or Tribunals impacting the status and company's operations in future.

28. Maintenance of Cost Records

The Directors state that the overall turnover of the company does not exceed the limit prescribed for maintenance of Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, accordingly such maintenance of such accounts and records is not applicable to the Company.

29. Transfer of Unclaimed/Unpaid Amount to Investor Education and Protection Fund

Pursuant to provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('Rules'), the dividend which remains unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company and shares on which dividend are unclaimed or unpaid for a consecutive period of seven years or more are liable to be transferred to IEPF. This clause is not applicable.

30. Details of Application / Any Proceeding Pending Under the Insolvency and Bankruptcy Code, 2016

Neither any application was made nor any proceeding was pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

31. Disclosure for prevention of sexual harassment of women at workplace

Your Company believes in providing a safe and harassment free workplace for every women working with the company. The Company endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. The Company has constituted Internal Complaints Committee(s) (ICCs) to redress and resolve any complaints arising under the POSH Act. Training / awareness programs are conducted throughout the year to create sensitivity towards ensuring respectable workplace. There are no complaints reported to Internal Complaints Committee(s) (ICCs) formed under POSH Act.

32. Statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of Board may threaten the existence of the Company

The management of the Company does not perceive any threat in its existence therefore has no risk management policy and the same shall be developed and implemented as and when there is a need for it.

33. Details of establishment of Vigil Mechanism

As per the provisions of Section 177(9) of the Companies Act, 2013, the Company does not fall under the criteria of prescribed class of companies which are required to establish Vigil Mechanism. Thus this clause is not applicable on the Company.

34. Statement In Respect of Adequacy Of Internal Financial Control With Reference To The Financial Statements

Pursuant to Section 134 (3)(q) read with Rule 8(5) (viii) of Companies (Accounts) Rules, 2014, and ICAI guidance note on adequacy on internal financial controls with reference to financial statements, it is stated that there is adequate internal control system in the Company.

35. Compliance with Secretarial Standards

The Company has duly complied with the provisions of Secretarial Standards applicable on the Company.

36. Directors' Responsibility Statement

Pursuant to the requirement under Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the accounts for the financial year ended March 31, 2023 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a 'going concern' basis.
- (v) being unlisted company, sub clause (e) of Section 134 (3) of the Companies Act, 2013 pertaining to laying down internal financial control is not applicable to the company.
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating efficiently.

37. Acknowledgements

The Directors wish to record their appreciation of the services rendered and contribution made by the employees at all levels for the growth of the Company. The Directors also convey their grateful thanks to the Banks, Government Authorities, Suppliers and the consumers for their continued assistance and co-operation.

FOR ROSMERTA DIGITAL SERVICES PRIVATE LIMITED

For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED

Director/Authorised Signatory

Brijesh Singh
(DIRECTOR)
DIN: 03217960
Place: Gurugram
Date: 16/09/2023

For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED

Director/Authorised Signatory

Mukesh Malhotra
(DIRECTOR)
DIN: 01345153

Annexure to Director Report

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 arms length transactions under third proviso thereto

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

Not Applicable

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

S.No	Name of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1	Rosmerta Safety Systems Private Limited	Sale of Goods	01.04.2022 to 31.03.2023	Mutually negotiated as per market rate having maximum transaction upto INR 65,00,000 (Sixty Five Lakhs Only) in one or more tranches	30/04/2022	N/A

FOR ROSMERTA DIGITAL SERVICES PRIVATE LIMITED

For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED


Director/Authorised Signatory

Brijesh Singh
(DIRECTOR)
DIN: 03217960

Place: Gurugram
Date: 16/09/2023

For ROSMERTA DIGITAL SERVICES PRIVATE LIMITED


Director/Authorised Signatory

Mukesh Malhotra
(DIRECTOR)
DIN: 01345153

Independent Auditors' Report
To the Members of Rosmerta Digital Services Private Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Rosmerta Digital Services Private Limited** ("the Company"), which comprise the balance sheet as at March 31 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements including summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("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 March 31, 2023 and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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 information included in the Director Report but does not include the financial statements and our auditor's report thereon. The Director Report is expected to be made available to us after the date of this Auditors' 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 Director Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



Management's Responsibility for the Financial Statements

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

In preparing the financial statements, the Board of Directors are 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 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 the Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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 Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an 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 section 143(11) of the Act, we give in the "Annexure -A", a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except the data backup of the books and accounts in electronic mode has not been kept on server physically located in India on daily basis.
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;



- f) With respect to the adequacy of the internal financial controls with reference to these financial statements and operating effectiveness of such controls, refer to our separate report in “Annexure B” to this report.
- g) In our opinion, and according to the information and explanations given to us, the provisions of section 197 read with Schedule V of the Act are applicable to the Company for the year ended March 31, 2023, however the Company has not paid/provided remuneration to its directors.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations as on March 31, 2023 which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company;
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in note no.-35, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in note no.-35, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;


(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.



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- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For S S Kothari Mehta & Company
Chartered Accountants
Firm's Registration No. 000756N


Sunil Wahal
(Partner)
Membership No. 087294
Place: New Delhi
Date: September 16, 2023
UDIN: 23087294BGTHDQ1485



Annexure A to the Independent Auditor's Report to the Members of Rosmerta Digital Services Private Limited dated September 16, 2023.

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section.

- i. (a)(A) The Company has maintained records showing full particulars, including quantitative details and situation of property plant and equipment, however the Company is in the process of updating the situation and location of property plant and equipment.
- (a)(B) The Company has not capitalized any intangibles assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the order is not applicable to the Company.
- (b) The Company has physically verified certain property, plant, and equipment as per its program of physical verification that covers all items of property, plant and equipment over a period of two years, which in our opinion is reasonable having regard to the size of the company and the nature of its property, plant and equipment. Based on information and records provided, no material discrepancies were noticed on such verification.
- (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant, and equipment (including right of use assets) or intangible assets during the year ended March 31, 2023.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification of inventories when compared with books of account.
- (b) The Company has not been sanctioned any working capital limits which is in excess of Rs. five crores in aggregate from bank or financial institution during the year on the basis of security of current assets of the Company. Accordingly, the reporting requirement under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) of the Order is not applicable to the Company.



- iv. There are no loans, guarantees, investment or security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits from the public, nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Act for the Company's activities. Accordingly, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- vii (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Sales Tax, Income Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities, to the extent applicable though there has been a delay in a few cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) There are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, goods and service tax and other statutory dues which have not been deposited on account of any dispute.
- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on 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, loan taken are repayable on demand and such loans and interest thereon have not been demanded for repayment during the financial year by the lender.
- (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 willful defaulter by any bank or financial institution or government or government authority.
- (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 taken any term loans during the year. Accordingly, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on 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, the Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) According to the information and explanations given to us, the Company has not raised money by way of an initial public offer or further public offer (including debt instruments) during the year. Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud by the Company or on the Company being noticed or reported during the year, nor have we been informed of such case by the management.
- (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 in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Act. Accordingly, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xiii)(c) of the Order are not applicable to the Company.
- xiii. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 188 of the Act, wherever applicable, and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 of the Act are not applicable to the Company and hence not commented upon.
- xiv. The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv)(a) and clause 3(xiv)(b) of the Order is not applicable to the Company.
- 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 directors or persons connected with him as referred to in section 192 of the Act.
- xvi. (a) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.



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(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company (CIC) as a part of the Group, Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company doesn't have any cash losses in the current financial year, but ₹282 thousands cash losses in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly the requirement of report on clause 3(xviii) of the Order is not applicable to the Company.

xix. On the basis of the financial ratios disclosed in **note 33** to the financial statements, 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 Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company is not required to spend on corporate social responsibility as per section 135 of the Act. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.

xxi. As informed to us, the Company is not subject to prepare consolidated financial statements. Accordingly, the provision of clause 3 (xxi) of the Order is not applicable to the Company.

For S S Kothari Mehta & Company

Chartered Accountants

ICAI Firm Registration Number: 000756N

Sunil Wahal

(Partner)

Membership Number: 087294

Place : New Delhi

Date: September 19, 2023

UDIN: 23087294BGTHDQ1485



Annexure B to the Independent Auditor's Report of even date on the financial statements of Rosmerta Digital Services Private Limited

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

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

We have audited the internal financial controls over financial reporting of Rosmerta Digital Services Private Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 with reference financial statements of the Company.



Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2023 based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For S S Kothari Mehta & Company

Chartered Accountants

Firm's Registration No. 000756N

Sunil Wahal

(Partner)

Membership No. 087294

Place: New Delhi

Date: September 16, 2023

UDIN: 23087294BGTHDQ1485



Rosmerta Digital Services Private Limited

(CIN U74999DL2021PTC386542)

Balance Sheet as at March 31, 2023

(All amounts in ₹ thousand, unless otherwise stated)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non current assets			
Property, plant and equipment	4	3,964	4,481
Financial assets			
Other financial assets	5	6,363	298
Current tax Assets (Net)	9	-	187
Deferred tax assets	14	882	-
Total non current assets		11,209	4,966
Current assets			
Inventories	6	6,015	241
Financial assets			
(i) Trade receivables	7	80,578	19,490
(ii) Cash and cash equivalents	8	16,285	383
(ii) Other financial Assets	5	1,094	-
Other current assets	10	78,062	30,634
Total current assets		1,82,034	50,748
Total assets		1,93,243	55,714
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	100	100
Other equity	12	15,816	(301)
Total equity		15,916	(201)
Liabilities			
Non- current liabilities			
Provisions	13	2,964	378
Deferred tax liabilities	14	-	183
Total non current liabilities		2,964	561
Current liabilities			
Financial liabilities			
(i) Borrowings	15	1,25,939	43,620
(ii) Trade payables	16		
(a) Total outstanding due of micro enterprises and small enterprises		200	225
(b) Total outstanding due of other than micro enterprises and small enterprises		5,133	1,501
(iii) Other financial liabilities	17	32,678	7,647
Provisions	13	4	-
Other current liabilities	18	7,631	2,361
Current tax liabilities - (Net)	9	2,778	-
Total current liabilities		1,74,363	55,354
Total Liabilities		1,77,327	55,915
Toal equity and liabilities		1,93,243	55,714

Significant accounting policies

The accompanying notes are an integral part of these financial statements

As per our report of even date attached.

For S S Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Sunil Wahal

Partner

M.No. 087294

Place :New Delhi

Date :September 16, 2023

For and on behalf of

Rosmerta Digital Services Private Limited

Brijesh Singh

Director

DIN: 03217960

Mukesh Malhotra

Director

DIN : 01345153

Rosmerta Digital Services Private Limited
(CIN U74999DL2021PTC386542)

Statement of Profit and Loss for the period/ year ended March 31 ,2023

(All amounts in ₹ thousand, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Income:			
Revenue from operations	19	2,97,891	20,270
Total Income (A)		2,97,891	20,270
Expenses :			
Cost of materials consumed	20	47,798	223
Employee benefits expense	21	1,20,507	14,912
Finance costs	22	6,549	334
Depreciation and amortization expense	4	1,579	19
Other expenses	23	99,120	4,862
Total expenses (B)		2,75,553	20,350
Profit/(loss) before tax for the period/year (C) =(A-B)		22,338	(80)
Tax expense			
(i) Current tax		7,193	38
(ii) Deferred tax/assets	24	(1,042)	183
Total tax expense for the period/ year (D)		6,151	221
Profit/(loss) for the period / year (E)=(C-D)		16,187	(301)
Other comprehensive Income/(Expense) for the period / year			
A. Items that will not be reclassified to profit or loss			
(i) Remeasurement of post employment benefit obligations		(94)	-
(ii) Income tax relating to these items		24	-
Other comprehensive income/(expense) for the period / year (F)		(70)	-
Total comprehensive income/(expenses) for the period/ year (G) =(E+F)		16,117	(301)
Earnings per equity share of Rs. 10/- each			
1) Basic (in ₹)		1,611.7	(30.1)
2) Diluted (in ₹)	25	1,611.7	(30.1)

Significant Accounting Policies

The accompanying notes are an integral part of these financial statements

As per our report of even date attached.

For S S Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Sunil Wahal

Partner

M.No. 087294

Place :New Delhi

Date :September 16, 2023



For and on behalf of

Rosmerta Digital Services Private Limited

Brijesh Singh **Mukesh Malhotra**
Director Director
DIN: 03217960 DIN : 01345153



Rosmerta Digital Services Private Limited

(CIN U74999DL2021PTC386542)

Cash Flow Statement for the period/year ended March 31, 2023

(All amounts in ₹ thousand, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the period ended September 14, 2021 to March 31, 2022
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (loss) before tax	22,338	(80)
Adjustments for:		
Depreciation	1,579	19
Finance costs	6,549	334
Operating profit/(loss) before working capital changes	30,466	273
Decrease/ (increase) in trade receivables	(61,088)	(19,490)
Decrease/ (increase) in stock in trade	(5,774)	(241)
Decrease/ (increase) in non -current financial assets	(7,159)	(298)
Decrease/ (increase) in other current assets	(47,428)	(30,634)
(Decrease)/increase in trade payables	3,607	1,726
(Decrease)/increase in non current liabilities provision	2,496	378
(Decrease)/increase in other current liabilities	5,270	2,328
(Decrease)/increase in other financial current liabilities	18,482	7,346
Cash outflow from operations before tax	(61,128)	(38,612)
Income taxes paid	(4,228)	(225)
Net cash outflow from operating activities	(65,355)	(38,837)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property plant and equipment	(1,062)	(4,500)
Net cash used from investing activities	(1,062)	(4,500)
C CASH FLOW FORM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	100
Proceeds from borrowings	82,319	43,620
Interest paid	-	-
Net cash inflow from financing activities	82,319	43,720
Net increase in cash and cash equivalents	15,902	383
Opening cash and cash equivalents	383	-
Closing cash and cash equivalents	16,285	383
Notes:		
1)The above cash flow statement has been prepared as per " Indirect Method" asset out in Indian Accounting Standard -7, "Statement		
2) Component of cash and cash equivalent		
	For the year ended March 31, 2023	For the period ended September 14, 2021 to March 31, 2022
Cash and cash equivalent		
- Cash and cash equivalent	16,285	383
Total	16,285	383

Significant accounting policies

The accompanying notes are an integral part of these financial statements

As per our report of even date attached.

For S S Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Sunil Wahal

Partner

M.No. 087294

Place :New Delhi

Date :September 16, 2023



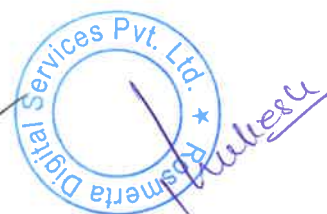
For and on behalf of

Rosmerta Digital Services Private Limited

Brijesh Singh

Director

DIN: 03217960



Mukesh Malhotra

Director

DIN : 01345153

Rosmerta Digital Services Private Limited
(CIN U74999DL2021PTC386542)

Notes to the Financial Statements for the period/year ended on March 31, 2023
(All amounts in ₹ thousand, unless otherwise stated)

a) Equity Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the reporting year	10,000	100	-	-
Changes in equity share capital during the year	-	-	10,000	100
Balance at the end of the reporting year	10,000	100	10,000	100

b) Other equity

Particulars	Reserves and surplus		Total
	Statement of profit and loss	Other Comprehensive Income	
Balance as at April 1, 2021	-	-	-
Loss for the period	(301)	-	(301)
Balance as at March 31, 2022	(301)	-	(301)
Profit for the year	16,187	-	16,187
Other comprehensive income for the year	-	(70)	(70)
Balance as at March 31, 2023	15,886	(70)	15,816

Significant accounting policies

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For S S Kothari Mehta & Company
Chartered Accountants
Firm Registration No.000756N




Sunil Wahal
Partner
M. No. 087294
Place : New Delhi
Date : September 16, 2023

For and on behalf of
Rosmerta Digital Services Private Limited




Brjesh Singh
Director
DIN: 03217960

Mukesh Malhotra
Director
DIN : 03217960

Rosmerta Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

1. Corporate Information

The attached financial statement of **Rosmerta Digital Services Private Limited** (the 'Company') incorporated on September 14, 2021 under the provisions of the Companies Act 2013.

The registered office of the Company is located at Khasra No19/28, Kapashera, Delhi, New Delhi, 110037.

The Company is principally engaged in business of Digital Marketing services, Machine learning, and smart things which include but not limited to IT Product and software sales, Domain registration and hosting services, search engine Marketing, Social Media marketing, Content Marketing, Email Marketing and Others.

These financial statements of the Company for the year ended March 31, 2023 were approved and adopted by board of directors of the Company in their meeting held on **16th September 2023**.

2. Basis of preparation:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies Indian Accounting Standards Rules, 2015, as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The Company has adopted Ind AS as per Companies Indian Accounting Standards (Ind AS) Rules, 2015 as notified under section 133 of the Companies Act, 2013 for these financial statements beginning from September 14, 2021

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

A. Functional & presentational currency

The functional and presentation currency of the Company is Indian Rupee (INR) which is the currency of the primary economic environment in which the Company operates. All amounts have been rounded off to the nearest of the thousands unless otherwise stated.

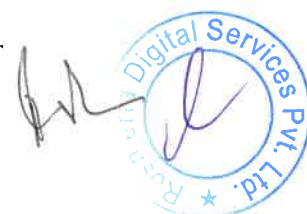
B. Current vs non-current classifications:

An operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

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

An asset is treated as current when it satisfies below criteria:

1. Expected to be realised or intended to be sold or consumed in normal operating cycle;
2. Held for primary purpose of trading;
3. Expected to be realised within twelve months after reporting period; or



Rosmerita Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

4. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets.

A Liability is classified as current when it satisfies below criteria:

1. Expected to settle the liability in normal operating cycle;
2. Help primarily for the purpose of trading;
3. Due to be settled within twelve months after reporting period; or
4. There is no unconditional right to defer the settlement of liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3. Significant accounting policies

A) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

The Company transfers control of a good or service over time and therefore satisfies a performance obligation and recognises revenue over a period of time if one of the following criteria is met:-

- (a) the customer simultaneously consumes the benefit of the Company's performance or
- (b) the customer controls the asset as it is being created/enhanced by the Company's performance or
- (c) there is no alternative use of the asset and the Company has either explicit or implicit right of payment considering legal precedents,

In all other cases, performance obligation is considered as satisfied at a point in time.

The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer excluding amounts collected on behalf of a third party. The Company includes variable consideration as part of transaction price when there is a basis to reasonably estimate the amount of the variable consideration and when it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a

customers are as per business practice and the financing component, if significant, is separated from the transaction price and accounted as interest income. Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in profit or loss immediately in the



Rosmerita Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Revenue from operations

Sale of products

Revenue from sale of goods is recognised at the point in time when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Our customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Sale of services

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations. Revenue from Services relating to Registration of Vehicles is Recognised when the Registration number is delivered to the customer and on approval is received from the Customer.

B) Financial instruments

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

1. Financial asset

a) Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs will be considered as part of the cost of acquisition that are directly attributable to the acquisition or issue of financial assets, which are measured through Fair Value Through Profit and Loss (FVTPL). Purchase and sale of financial assets are recognised using trade date accounting.

Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.



Rosmerita Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ▶ In the principal market for the asset or liability, or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial assets in the case of financial assets not recorded at fair value through profit or loss, however transaction costs directly attributable to the acquisition of financial assets at fair value through profit and loss are immediately recognised in the statement of profit and loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

➤ Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the

Contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

➤ Financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For Equity investments the Company has elected to recognize changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity.

➤ Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

A financial asset which is not classified in any of the above categories is measured at FVTPL.

c) Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at FVTPL.



Rosmerta Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables.

At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

2. Financial liabilities

a) Financial liabilities: initial recognition and measurement

All financial liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

b) Financial liabilities: subsequent measurement

Financial liabilities are carried at amortized cost using the Effective interest rate (EIR) method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c) Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.



Rosmerta Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

3. De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

4. Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

C) Income taxes

Tax expenses comprise of current and deferred tax.

A. Current tax:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

B. Deferred tax:

Deferred tax is recognised on temporary difference between the carrying amount of assets and liabilities in the Ind AS Financial Statements and the corresponding tax based used in computation of taxable profit.

Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

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



Rosmerta Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

D) Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as a part of the cost of assets during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Borrowing cost consists of interest (calculated using effective rate of interest method) and other cost that an entity incurred in connection with the borrowing cost.

Other borrowing costs are expensed in the period in which they are incurred.

E) Provisions, contingent liabilities & contingent assets

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Long-term provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. Short term provisions are carried at their redemption value and are not offset against receivables from reimbursements.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets

A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Ind AS financial statements.

F) Cash and cash equivalents

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



G) Segment reporting

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Currently the company has only one segment of investment properties and others.

H) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss [excluding other comprehensive income] for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share are the net profit after tax for the year. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue and sub-division of shares.

For the purpose of calculating diluted earnings per share, the net profit or loss [excluding other comprehensive income] for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

I) Property, plant and equipment (PPE)

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price, including import duties and non-refundable purchase taxes, and any directly attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred. PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

Depreciation methods, estimated useful lives and residual value:

Depreciation is calculated on a written down value (W.D.V) based on the useful lives estimated by the management.

J) Retirement and other employee benefits

1. Short term employee benefits

Employee benefits such as salaries, wages, short-term compensated absences, bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the service.



2. Post-employment benefits

a) Provident Fund

The Company's state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the service. The Company has no obligation, other than the contribution payable to the provident fund. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Defined benefits plan

Gratuity

The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. Gratuity liability is a defined benefit obligation and is provided on the basis of its actuarial valuation based on the projected unit credit method made at each Balance Sheet date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

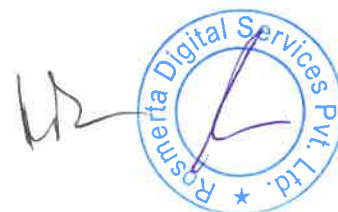
Short-term and other long-term employee benefits

Compensated absences: The employees can carry forward a portion of the unutilised accrued compensated absences and utilise it in future service periods. Since the compensated absences are expected to be utilised wholly within twelve months after the end of such period, therefore benefits is classified as short term benefit.

The Company records all short term obligation for such compensated absences as well as performance bonus on the basis of amount paid in the period during which the services are rendered by the employees, All such expenses are recognize in the period in which they actually arise.

K) Recent accounting pronouncements and changes in Indian Accounting Standards

Ministry of Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022 applicable from April 01, 2022, as below:



Rosmerta Digital Services Private Limited
Notes to the financial statement for the year ended March 31, 2023

Ind As 103 – Reference to Conceptual Framework The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 - Proceeds before intended use the amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the group is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in statement of profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37- Provisions, Contingent Liabilities and contingent assets the amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

L) Use of judgements, estimates and assumptions

In preparing these Ind AS financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

M) Assumptions and estimation uncertainties

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment recognised in the Ind AS financial statements are as under:

- recognition of deferred tax assets: availability of future taxable profit against which temporary differences shall be deductible,
- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.



Rosmerta Digital Services Private Limited
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Notes to the financial statements for the period/year ended on March 31, 2023
(All amounts in ₹ thousand, unless otherwise stated)

4. Property, Plant and Equipment

Particulars	Computer	Plant and Machinery	Furniture and Fixtures	Total
Cost/Deemed cost				
As at April 01, 2021	-	-	-	-
Addition	4,482	-	18	4,500
Deletions	-	-	-	-
As at March 31, 2022	4,482	-	18	4,500
Addition	276	502	284	1,062
Deletions	-	-	-	-
As at March 31, 2023	4,758	502	302	5,562
Depreciation and impairment:				
As at April 01, 2021	-	-	-	-
Depreciation charge for the year	19	-	-	19
Disposals	-	-	-	-
As at March 31, 2022	19	-	-	19
Depreciation charge for the year	1,482	74	23	1,579
Disposals	-	-	-	-
As at March 31, 2023	1,501	74	23	1,598
Net Book Value				
As at March 31, 2022	4,463	-	18	4,481
As at March 31, 2023	3,257	428	279	3,964



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Notes to the financial statements for the period/year ended on March 31, 2023

(All amounts in ₹ thousand, unless otherwise stated)

5 **Other financial assets**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non Current	Current	Non Current	Current
Security deposits & Earnest Money Deposit	6,363	1,094	298	-
Total	6,363	1,094	298	-

6 **Inventories**

(Valued at lower of cost and net realizable value)

Particulars	As at March 31, 2023	As at March 31, 2022
Stock in trade	6,015	241
Total	6,015	241

7 **Trade Receivables**

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good	80,578	19,490
Unsecured, considered doubtful	-	-
Less: Allowance for doubtful debts	-	-
Total	80,578	19,490

Trade Receivable as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	
(i) Undispusted trade receivables- considered good	74,660	5,918	-	-	-	80,578
(ii) Undispusted trade receivables- considered doubtful	-	-	-	-	-	-
(ii) Dispusted trade receivables- considered doubtful	-	-	-	-	-	-
(iv) Dispusted trade receivables- considered doubtful	-	-	-	-	-	-
Total	74,660	5,918	-	-	-	80,578

Trade Receivable as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	
(i) Undispusted trade receivables- considered good	19,490	-	-	-	-	19,490
(ii) Undispusted trade receivables- considered doubtful	-	-	-	-	-	-
(ii) Dispusted trade receivables- considered doubtful	-	-	-	-	-	-
(iv) Dispusted trade receivables- considered doubtful	-	-	-	-	-	-
*Due date is considered as date of invoices						
Total	19,490	-	-	-	-	19,490

8 **Cash and cash equivalents**

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with banks		
In current accounts	15,812	383
Cash on hand	473	-
Total	16,285	383

9 **Current tax assets/(liabilities) (Net)**

Particulars	As at March 31, 2023	As at March 31, 2022
Advance income tax	4,415	225
Less: Provision for taxation	(7,193)	(38)
Total	(2,778)	187



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Notes to the financial statements for the period/year ended on March 31, 2023

(All amounts in ₹ thousand, unless otherwise stated)

10 Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Other recoverables	73,135	27,535
Prepaid expenses	5	6
Advance to suppliers	46	1,498
Advances to employees	2,718	723
Balance with government authorities	2,158	872
Total	78,062	30,634

11 Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised share capital		
1,00,000 Equity Shares of Rs.10/- each (1,00,000 as on March 31, 2022 equity Shares of Rs.10/- each)	1,000	1,000
Total authorised share capital	1,000	1,000
Issued, subscribed and fully paid-up		
10,000 Equity Shares of Rs.10/- each (10,000 as on March 31, 2022 equity Shares of Rs.10/- each)	100	100
Total subscribed and fully paid up share capital	100	100

a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

Issued share capital Equity Shares	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Share outstanding at beginning of the year	10,000	100	-	-
Shares issued during the year	-	-	10,000	100
Share outstanding at end of year	10,000	-	10,000	100

b) Terms/rights attached to equity shares

(i) The Company has only one class of equity shares, having a par value of Rs. 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. Each shareholder is eligible to one vote per share held. The equity shareholders are entitled to receive dividend as declared from time to time.

(ii) In the event of liquidation of the company, the equity shareholder are eligible to receive the remaining assets of the Company

(iii) Since incorporation, the Company has not issued any bonus shares nor are there any shares bought back and issued for consideration other than cash.

(iv) The company has not allotted any fully paid up shares pursuant to contract without payment being received in cash. The company has neither allotted any fully paid up shares by the way of bonus shares nor has bought back any class of shares from the date of incorporation of company & immediately preceding the balance sheet date.

c) The details of Shareholders holding more than 5% of shares

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of shares held	% Holding	No. of shares held	% Holding
Rosmerta Technologies Limited	9,990	99.99%	9,990	99.99%

d) Shareholding of Promoters

Promotor Name	As at March 31, 2023			As at March 31, 2022		
	Shares held on 31, March 2023	% of total share	change during the year	Shares held on 31, March 2023	% of total share	change during the year
Rosmerta Technologies Limited	9,990	99.90%	-	9,990	99.90%	-
Pankaj Madan	10	0.10%	-	10	0.10%	-

12 Other equity

Particulars	As at March 31, 2023	As at March 31, 2022
Surplus in the statement of Profit and Loss		
Balance at beginning of the year	(301)	-
Add: Profit/(loss) for the period	16,187	(301)
Less :Other comprehensive income net of deferred tax	(70)	-
Total	15,816	(301)

Note

Retained earning are profit/loss that the company has earned till date less transfer to other reserve, dividend or other distribution or transaction with shareholder

13 Provisions

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non Current	Current	Non Current	Current
Provision for gratuity	2,964	4	378	-
Total	2,964	4	378	-



Rosmerita Digital Services Private Limited
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Notes to the financial statements for the period/year ended on March 31, 2023

(All amounts in ₹ thousand, unless otherwise stated)

14	Deferred tax (assets)/liability (Net)					
	Particulars	As at March 31, 2023	As at March 31, 2022			
	Deferred tax liability	421	183			
	Property, plant and equipment: Impact of difference between tax depreciation and depreciation/ amortization for financial reporting					
	Deferred tax assets					
	Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	1,303	-			
	Total	(882)	183			
	Reconciliation of deferred tax liability					
	Opening deferred tax (asset) / liability (Net)	183	183			
	Deferred tax (credit)/charge recorded in statement of profit and loss	(1,042)	-			
	Deferred tax (credit)/charge recorded in OCI	(24)	-			
	Closing deferred tax (asset) / liability (Net)	(882)	183			
15	Borrowing					
	Particulars	As at March 31, 2023	As at March 31, 2022			
	Loan from related party (refer note no.26)					
	Rosmerita Technologies Limited*	1,25,939	40,045			
	Rosmerita Safety System Private Limited*	-	3,575			
	Total	1,25,939	43,620			
	* Loan taken from related parties carrying Interest rate of 8% p.a repayable on demand					
16	Trade payable					
	Particulars	As at March 31, 2023	As at March 31, 2022			
	Total outstanding dues of micro enterprise and small enterprises	200	225			
	Total outstanding dues of other than micro enterprise and small enterprises	5,133	1,501			
	Total	5,333	1,726			
	Trade payable as on March 31, 2023					
		Outstanding for following periods from due date of payment				
	Particulars	Less than one year	1-2 years	2-3 years	More than 3years	Total
	(i) MSME	200	-	-	-	200
	(ii) Others	5,098	35	-	-	5,133
	(ii) Disputed dues- MSME	-	-	-	-	-
	(iv) Disputed dues - others	-	-	-	-	-
	Total	5,298	35	-	-	5,333
	Trade payable as on March 31, 2022					
		Outstanding for following periods from due date of payment				
	Particulars	Less than one year	1-2 years	2-3 years	More than 3years	Total
	(i) MSME	225	-	-	-	225
	(ii) Others	1,501	-	-	-	1,501
	(ii) Disputed dues- MSME	-	-	-	-	-
	(iv) Disputed dues - others	-	-	-	-	-
	Total	1,726	-	-	-	1,726
17	Other current financial liabilities					
	Particulars	As at March 31, 2023	As at March 31, 2022			
	Employee benefits payable	13,886	6,980			
	Interest due on borrowing	5,889	301			
	Other expenses payable	12,903	366			
	Total	32,678	7,647			
18	Other current liabilities					
	Particulars	As at March 31, 2023	As at March 31, 2022			
	Statutory liabilities	7,631	2,361			
	Total	7,631	2,361			



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Notes to the financial statements for the period/year ended on March 31, 2023

(All amounts in ₹ thousand, unless otherwise stated)

19 **Revenue from operation**

Particulars	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Revenue from operation includes		
Sale of services	1,80,986	12,232
Sale of products	98,875	63
Unbilled revenue	18,030	7,975
Total	2,97,891	20,270
i) Timing of revenue recognition		
Services transferred at a point in Time	1,99,016	20207
Goods transferred at a point in time	98,875	63
Total revenue from contracts with customers	2,97,891	20,270
ii) Revenue by location of customers		
India	2,97,891	20,270
Total revenue from contracts with customers	2,97,891	20,270
iii) Reconciliation of revenue recognised in Statement of profit and loss with contracted price		
Revenue as per contracted price	2,97,891	20,270
Less: Discounts	-	-
Total revenue from contracts with customers	2,97,891	20,270

iv) Performance obligation

Sale of products: Performance obligation in respect of sale of goods is satisfied when control of the goods is transferred to the customer, generally on delivery of the goods and payment is generally due as per the terms of contract with customers.

Sale of service: The performance obligation in respect of services is satisfied over the period of time and acceptance of the customer. Payment is generally due upon completion of service and acceptance of the customer.

v) Contract balances

	As at March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Contract liabilities	-	-

20 **Cost of materials consumed**

Particulars	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Opening balance	241	-
Purchase	53,572	464
Less : Inventory at end of year	(6,015)	(241)
Total	47,798	223

21 **Employee benefit expense**

Particulars	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Salary ,wages ,allowance including gratuity and retirement benefits	1,13,893	14,116
Contribution to provident and other fund	3,259	295
Gratuity expenses	2,496	378
Staff welfare	859	123
Total	1,20,507	14,912

22 **Finance cost**

Particulars	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Interest on borrowings from related parties	6,549	334
Total	6,549	334



Rosmerita Digital Services Private Limited

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Notes to the financial statements for the period/year ended on March 31, 2023

(All amounts in ₹ thousand, unless otherwise stated)

23 **Other expenses**

Particulars	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Payment to auditors*	250	250
Power and fuel	-	113
Repairs and maintaince on		
- machinery	53	-
- other	139	50
Rent	16,440	343
Travelling and conveyance	8,961	2,320
Communication expenses	4,587	604
Bank charges	47	15
Consultancy expenses	5,202	534
Postage and courier charges	379	19
Consumables expenses	815	12
Printing and stationery	1,550	141
Fitment expenses	664	385
Wages to contractor	41,445	-
RTO services expenses	5,464	-
Service expenses	3,996	-
Business promotion expenses	5,446	-
Misc expenses	2,369	76
Total	99,120	4,862
*Payment to auditors		
Audit fee	200	200
Tax audit fee	50	50
Total	250	250

24 **Income tax expenses**

Particulars	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Income tax expenses recognized in statement of profit and loss		
Current income tax:		
Current income tax charge	7,193	38
Total current tax expense	7,193	38
Deferred tax:		
Relating to origination and reversal of temporary differences	(1,042)	183
Total deferred tax expense recognized	(1,042)	183
Total Income tax expenses charged in Statement of Profit and Loss	6,151	221
<u>Reconciliation of tax expense and the accounting profit multiplied by India's tax rate</u>		
Profit/(Loss) before tax	22,338	(80)
Applicable tax rate	25.16%	28.10%
Computed tax	5,620	(23)
Adjusted to taxable profit		
i) Permanent difference	3	10
ii) Other	528	234
Tax expenses as reported	6,151	221

25 **Earnings per share**

Particulars	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Profit/(Loss) after tax	16,187	(301)
a) Number of equity shares of Rs 10 each at the beginning of the year (Number)	10,000	-
b) Add: Issue of shares during the year (Number)	-	10,000
Total no. of shares of Rs 10 each outstanding at the end of the year (Number)	10,000	10,000
Weighted average number of equity share outstanding during the year (Number)		
For Basic EPS	10,000	10,000
For Diluted EPS	10,000	10,000
Face value per share (₹)	10	10
Earning per share (EPS) (₹)		
Earning Per Share - Basic (₹)	1,619	(30)
Earning per share - Diluted (₹)	1,619	(30)



26 RELATED PARTY DISCLOSURES

Related party disclosure, as required by Indian Accounting Standard-24, is as below:

List of Related Parties:-

Enterprises which control the entity (Ultimate Controlling Entity)

- I. Motilal Nagpal Family Trust
Enterprises which control the holding (Ultimate Holding Company)
II. KKH Technologies Private Limited
Enterprises which control the entity (Holding Company)

III. Rosmerta Technologies Limited

IV. Fellow Subsidiaries

- 1 Absolute Infracon Private Limited
- 2 Albireo Telematics Private Limited
- 3 Auctus Support Private Limited
- 4 Jsk Technologies Solutions Private Limited
- 5 Konnet Vian Private Limited
- 6 Rosmerta Auto Inspection Private Limited
- 7 Rosmerta Auto Recycling Private Limited
- 8 Rosmerta Autotech Private Limited
- 9 Rosmerta Solutions Private Limited
- 10 Rosmerta Engineering Private Limited
- 11 Rosmerta Healthcare Solutions Private Limited
- 12 Rosmerta Holdings Private Limited
- 13 Rosmerta Infrastructure Private Limited (upto 21.04.2021)
- 14 Rosmerta Inspection Private Limited
- 15 Rosmerta Logistics Private Limited
- 16 Rosmerta Mobility Solutions Private Limited
- 17 Rosmerta Recycling Industries Private Limited
- 18 Rosmerta Road Safety Private Limited
- 19 Rosmerta Securodot Private Limited
- 20 Rosmerta Visionlabs Private Limited
- 21 Rosmerta Hsnp Ventures Private Limited
- 22 Rosmerta Safety System Private Limited
- 23 Rosmerta Registration Plates Private Limited (formaly known as Link Utsav Registration Plates Private Limited) (w.e.f. 01-03-2022)
- 24 Nano Impex Private Limited
- 25 Agomoni Tradecom Private Limited w.e.f.22-4-2022)
- 26 Business Asia Consulting Private Limited
- 27 KKH Finvest Private Limited
- 28 Shreyas E-commerce Private Limited
- 29 Link Autotech Private Limited
- 30 Link Utsav Venture Private Limited
- 31 Link Utsav Auto System Private Limited
- 32 Sensorise Smart Solutions Private Limited (W.e.f 09-05-2022)
- 33 Sensorise Digital Services Private Limited (W.e.f 09-05-2022)
- 34 Promark Technologies Private Limited (upto 31-03-2022)
- 35 SIM. Things Private Limited (w.e.f. 09-05-2022)
- 36 Sensorise Smart Solutions Nepal Private Limited (W.e.f 27-12-2022)

Key Management Personnel

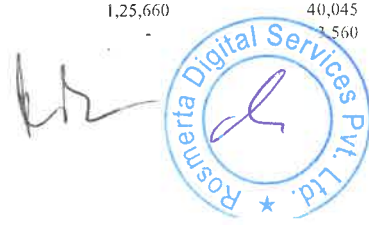
- V. Mr Brijesh Singh Director
Mr Mukesh Malhotra Director

VI. Trustee of ultimate controlling entites and their relative having material transaction during the year.

- a) Mrs . Arti Nagpal, Trustee
- b) Mr Vjvck Nagpal , Relative
- c) Mr. Karn Nagpal, Realtive
- d) Mr. Kartick Nagpal, Relative
- e) Mr. Hariansh Nagpal, Relative

The following transactions were carried out with related parties in the ordinary course of business:

Nature of Transaction	For the year ended March 31, 2023	For the period ended Sep 14, 2021 to March 31, 2022
Borrowings		
Rosmerta Technologies Limited	85,303	40,045
Rosmerta Safety System Private Limited	-	3,575
Interest		
Rosmerta Technologies Limited	6,544	310
Rosmerta Safety System Private Limited	-	24
Sales		
Rosmerta Safety System Private Limited	6,849	63
Rosmeta Autotech Private Limited	379	-
Purchase		
Rosmerta Technologies Limited	-	2
Rosmerta Safety System Private Limited	-	48
Outstanding Balances	As at March 31, 2023	As at March 31, 2022
Borrowings		
Rosmerta Technologies Limited	1,25,660	40,045
Rosmerta Safety System Private Limited	-	3,560



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Interest payable on borrowings		
Rosmerta Technologies Limited	6,168	279
Rosmerta Safety System Private Limited	-	22
Trade Payable		
Rosmerta Autotech Private Limited	12	-
Link Autotech Private Limited	446	-
Rosmerta Registration Plate	209	-
Trade Receivable		
Rosmerta Safety System Private Limited	4,589	-
Rosmerta Technologies Limited	107	-
Rosmerta Autotech Private Limited	3	-

Terms & Conditions

Sale, Purchase, Borrowings and interest are made on terms equivalent to those that prevail in arms length transaction. Outstanding balances at the period end are unsecured and settlement occurs in cash. For the year period March 31, 2023, the Company has not recorded any impairment of receivables relating to amount owed by related parties. This assessment is undertaken through out the financial year through examining the financial position of the related parties and the market in which the related parties operate.

27 Financial instruments – Fair values and risk management

A. Financial instruments by category

Particulars	As at march 31, 2023		
	FVTOCI	FVTPL	Amortised
Financial assets			
Other financial assets (non current)	-	-	6,363
Trade receivables	-	-	80,578
Cash and cash equivalents	-	-	16,285
Other financial assets (current)	-	-	1,094
Other current assets(non current)	-	-	78,062
Total	-	-	1,82,382
Financial liabilities			
Borrowings (current)	-	-	1,25,939
Trade payables	-	-	5,333
Other financial liabilities (current)	-	-	32,678
Total	-	-	1,63,950

Particulars	As at march 31, 2022		
	FVTOCI	FVTPL	Amortised
Financial assets			
Other financial assets (Non Current)	-	-	298
Trade receivables	-	-	19,490
Cash and cash equivalents	-	-	383
Total	-	-	20,171
Financial liabilities			
Borrowings (Current)	-	-	43,620
Trade payables	-	-	1,726
Other Financial Liabilities (Current)	-	-	7,647
Total	-	-	52,993

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

1) The fair value of cash and cash equivalents, other balances with bank, trade payables and current financial liabilities approximate their carrying amount, largely due to the short-term nature of these instruments.

2) Borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values.

28 Financial risk management

Risk management framework

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

- Credit risk ;
- Liquidity risk ; and
- Market risk

As at the reporting date, the Management is of the opinion that the Company is not exposed to any substantial credit risk, liquidity risk and market risk. The Company's board of directors has the overall responsibility for the management of these risks.

Credit risk

- i. Credit risk is the risk that counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivable and cash & cash equivalent) The Company however does not have any credit risk at present.

Cash and cash equivalents, deposits with banks:

The Company considers that its cash and cash equivalents and Deposits with banks have low credit risk based on good external credit ratings of counterparties. Impairment on cash and cash equivalents and deposits with banks has been measured on the 12-month expected credit loss basis and reflects the short maturities of the exposures.

Exposure to credit risk:

The gross carrying amount of financial assets, net of impairment losses (if any) recognized represent the maximum credit exposure. The maximum exposure to credit risk as at March 31, 2023 and March 31, 2022 were as follows:

Particular	As at	As at March 31, 2022
	March 31, 2023	
Trade receivables	80,578	19,490
Total	80,578	19,490



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Notes to the financial statements for the year ended on March 31, 2023
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ii. **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturities of financial liabilities:

The following are the remaining contractual maturities of financial liabilities at the reporting date.

Particulars	Contractual cash flows					Total
	Total	< 1 year	1-2 year	2-5 year	More than-5 years	
As at March 31, 2023						
Borrowings	1,25,939	85,794	40,145	-	-	1,25,939
Trade payable	5,333	5,333	-	-	-	5,333
Other financial liabilities	32,678	31,738	940	-	-	32,678
	1,63,950	1,22,865	41,085	-	-	1,63,950

Particulars	Contractual cash flows					Total
	Total	< 1 year	1-2 year	2-5 year	More than-5 years	
As at March 31, 2022						
Borrowings	43,620	43,620	-	-	-	43,620
Trade payable	1,501	1,501	-	-	-	1,501
Other financial liabilities	7,647	7,647	-	-	-	7,647
	52,768	52,768	-	-	-	52,768

Market risk

- iii. Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at March 31 2023 the Company does not have any foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at March 31, 2023 Company has borrowings from related party at Fixed interest rate, the Company does not have any interest risk.

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Price risk

The Company is not exposed to any price risk as at the reporting date.



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29 Operating Segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses and for which discrete financial information is available. The operating segments are based on the company's management and internal reporting structure.

The company is dealing in one class of service i.e. providing assistance in obtaining vehicle registration and located in one country i.e. India. Since its operates in a single business/geographical segment information is not required to be given.

30 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The primary objective of the Company's Capital management is to maximise shareholder's value. The Company manages its capital and makes adjustment to it in light of the changes in economic and market conditions.

31 As per the information available with the Management, there is no outstanding Capital and other Commitment as at March 31, 2023.

32 MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount and Interest due thereon remaining unpaid to any		
- Principal	225	225
- Interest	-	-
Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
Further interest remaining due and payable in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act.	-	-
	225	225



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33 Financial ratios

S.No	Ratio	Numerator	Denominator	As at	As at	Variance	Reason if any
				March 31, 2023	March 31, 2022		
1	Current Ratio	Current Assets	Current Liabilities	1.04	0.92	13.88%	Due to increase in working capital.
2	Debt - Equity Ratio	Total Debt	Share holders' Equity	7.91	0.00	100%	Due to positive net worth of the company
3	Debt Service Coverage Ratio	Earning available for debt service	Debt Service	4.65	0.00	100%	Due to profitability during the year
4	Return on Equity (ROE)	Net Profit after taxes	Average Shareholders' Equity	2.06	0.00	100.00%	Due to positive net worth of the company
5	Inventory Turnover Ratio	Cost of Goods sold	Average Closing Inventory	15.28	0.93	1543.09%	Due to change in COGS during the year
6	Trade receivables turnover ratio	Net Sales	Average Accounts Receivables	5.95	1.04	472.48%	Due to increase in revenue from operation.
7	Trade payables turnover ratio	Net Purchases	Average Trade payables	15.18	8.91	70.35%	Due to increase in purchase amount.
8	Net Capital turnover ratio	Net Sales	Average Working Capital	38.83	0.00	100.00%	Due to profitability during the year
9	Net Profit ratio	Net Profit	Net Sales	0.05	0.00	100.00%	Due to profitability during the year
10	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	3.77	0.01	100.00%	Due to profitability during the year

Notes:

(1) The Company does not have interest finance income, accordingly return on investment ratio are not presented.



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34 The company does not have any contingent liability as at March 31, 2023, and as at March 31, 2022

35 **Other Statutory Information**

(i) The Company do not have any Immovable property which is not held in the name of Company.

(ii) The Company has not provided any Loan or Advances to specified persons

(iii) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(iv) The Company has not availed any facilities from banks on the basis of security of current assets.

(v) The Company is not declared Wilful Defaulter by any Bank or any Financial Institution.

(vi) The Company do not have any transactions with struck-off companies.

(vii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(viii) The Company have not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(ix) The Company have not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(x) The Company does not have any transaction which is not recorded in the books of accounts 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).

(xi) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

36 **Employees Benefits Expenses**

a) **Defined Contribution Plans:**

Company makes contribution in the form of provident funds as considered defined contribution plans and contribution to Employees Provident Fund Organisation. The Company has no further payment obligations once the contributions have been paid. Following are the schemes covered under defined contributions plans of the Company:

Provident Fund Plan & Employee Pension Scheme: The Company makes monthly contributions at prescribed rates towards Employee Provident Fund and Employee Pension Scheme fund administered and managed by Ministry of Labour & Employment, Government of India.

Employee State Insurance: The Company makes prescribed monthly contributions towards Employees State Insurance Scheme and payment made to Employee State Insurance Corporation, Ministry of Labour & Employment, Government of India.

The Company has charged the following costs in contribution to Provident and Other Funds in the Statement of Profit and Loss:

Particulars	As at March 31, 2023	As at March 31, 2022
Company's contribution to Provident Fund	2,157	348
Company's contribution to Employee State Insurance Scheme	1,984	295
Total	4,141	643

b) **Defined Benefit Plan**

(i) The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all company employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement termination of employment or death of an employee, based on the respective employees' salary and years of employment with the Company.

(ii) **Changes in defined benefit obligation**

Present value of obligation as at the beginning of the period	378	-
Acquisition adjustment	-	-
Interest Cost	27	-
Service Cost	2,469	378
Past Service Cost including curtailment Gains/Losses	-	-
Benefits Paid	-	-
Total Actuarial (Gain)/Loss on Obligation	94	-
Present value of obligation as at the End of the period	2,968	378
Remeasurement gains / (losses)	-	-
Actuarial (gain)/ loss arising from	-	-
-Changes in financial assumptions	(71)	-
-Changes in demographic assumptions	-	-
-Changes in experience adjustments	165	-
	94	-

c) **Fair value of plan assets**

Fair value of plan assets at the beginning of the period	-	-
Actual return on plan assets	-	-
Employer	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the period	-	-



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Notes to the financial statements for the period / year ended on March 31, 2023

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d)	Amount Recognised in balance sheet		
	Defined benefit obligation at the end of the year	2,968	378
	Fair value of plan assets at the end of the year	-	-
	Recognised in the balance sheet	2,968	378
	Current portion of above	4	-
	Non Current portion of above	2,964	378
e)	Expense recognised in the Statement of profit & loss		
	Total Service Cost	2,469	378
	Net Interest Cost	27	-
	Expense recognized in the Income Statement	2,496	378
f)	The significant actuarial assumptions used for the purposes of the actuarial valuation were as follows:		
	Discounting rate	7.36	7.18
	Future salary growth rate	9	9
	Life expectancy/ Mortality rate*	100% of IALM	100% of IALM
	Withdrawal rate	(2012-14)	(2012-14)
	Method used	Projected Unit Credit	Projected Unit Credit
	* Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics (i.e. IALM 2012-14 ultimate/PY-IALM 2012-14 ultimate). These assumptions translate into an average life expectancy in years at retirement age.		
g)	Sensitivity Analysis		
	Changes in liability for 0.5% increase in discount rate	(287)	(47)
	Changes in liability for 0.5% decrease in discount rate	327	47
	Changes in liability for 0.5% increase in salary growth rate	320	46
	Changes in liability for 0.5% decrease in salary growth rate	(284)	(40)

Significant accounting policies

The accompanying notes are an integral part of these financial statements

As per our report attached

For S S Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N



Sunil Wahal
(Membership No. 087294)
Partner
Date - September 16, 2023
Place :New Delhi

For and on behalf of

Rosmerta Digital Services Private Limited



Brijesh Singh
Director
DIN: 03217960

Mukesh Malhotra
Director
DIN : 01345153