



R o s m e r t a D i g i t a l S e r v i c e s L i m i t e d
(Formerly Rosmerta Digital Services Private Limited)

NOTICE OF ANNUAL GENERAL MEETING

Notice for convening the 3rd Annual General Meeting of the Company to be held on June 21, 2024

NOTICE is hereby given that the 3rd Annual General Meeting (“AGM”) of the members of **Rosmerta Digital Services Limited** (“the Company”) is scheduled to be held on Friday, the 21st day of June, 2024, at Shorter Notice at 5:00 PM (IST) at the Registered Office of the Company situated at 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India, to, inter alia, consider and transact the following businesses as under:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended at March 31, 2024 along with the reports of the Auditors’ and the Board of Directors’ thereon.**

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

“**RESOLVED THAT** the Audited Financial Statements including the Balance Sheet of the Company as at March 31, 2024, the Statement of Profit and Loss, and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

2. **To declare final dividend @5% i.e. INR 0.50 per equity share of face value of INR 10/- each for the financial year ended March 31, 2024.**

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

“**RESOLVED THAT** the final dividend @ 5% i.e. INR 0.50 per equity share (face value of INR 10 per equity share), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the reserves of the Company for the financial year ended March 31, 2024.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute



discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise for the purpose of giving effect to this resolution.”

3. **To appoint Director in place of Mr. Mukesh Malhotra (DIN: 01345153), who retires by rotation and being eligible offers himself for re-appointment, as a Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mukesh Malhotra (DIN: 01345153), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. **APPOINTMENT OF MR. AKHIL GUPTA (DIN: 09285050) AS AN EXECUTIVE DIRECTOR IN THE CAPACITY OF WHOLE TIME DIRECTOR & CEO**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules, regulations etc. for the time being in force, in accordance with relevant provisions of Articles of Association of the Company, upon the recommendation of Board of Directors and consent upon receipt of candidature for a member of a Company under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a director of the Company, the consent of members of the Company be and is hereby accorded for appointment of Mr. Akhil Gupta (DIN: 09285050), who was appointed as the Additional Director of the Company w.e.f. May 10, 2024, as the Director of the Company liable to retire by rotation.

RESOLVED THAT pursuant to the provisions of Section 152, 160, 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules, regulations etc. for the time being in force, in accordance with the relevant provisions of Articles of Association of the Company and subject to such approvals, permissions, consents, sanctions as may be required, the consent of the members of the Company be and is hereby accorded to appoint Mr. Akhil Gupta as Whole time Director & CEO of the Company for a term of 3 years with effect from June 21, 2024 to June 20,



2027, liable to retire by rotation, at a remuneration of 10% of the total Cost to Company incurred by its Holding Company i.e. Rosmerta Technologies Limited per year, not exceeding INR 20 Lakhs per annum, which shall be reimbursed to the Holding Company (on a cost to cost basis).

RESOLVED FURTHER THAT Mr. Akhil Gupta (DIN: 09285050) in the capacity of a Whole Time Director & CEO shall perform such acts and functions as may be delegated to him from time to time.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of appointment of Mr Akhil Gupta and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company.”

5. 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 a **Special Resolution**:

"RESOLVED THAT in the supersession to all earlier resolution passed, 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) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (a) give any loan to any person or other body corporate/(s) 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.500 Crores (Rupees Five 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(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of making investment, extending loans and corporate guarantee to person/(s) or body corporate/(s) and purchase of listed and unlisted Equity/Preference shares, debentures, units of mutual fund, the Director/(s) and key managerial persons are either severally / jointly authorised to negotiate, sign, execute necessary applications, papers, forms, documents, etc. for effective implementation of such aforesaid decisions of investments, loans and guarantees, given 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.”

6. CONSIDER AND APPROVAL OF BONUS ISSUE OF EQUITY SHARES

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof, for the time being in force) and pursuant to the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions as may be necessary from appropriate authorities, if any, the consent of the Members of Rosmerta Digital Services Limited (“the Company”) be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the Free Reserves as on 31st March, 2024 and issuance of 70,00,000 (Seventy Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each, aggregating to INR 7,00,00,000/- (Indian Rupees Seven Crore only), via. Bonus Issue to the existing holders of equity shares of the Company as on the date of this meeting in the ratio of 700:1 i.e. 700 (Seven Hundred) new equity shares of INR 10/- (Indian Rupees Ten only) each for every 1 (One) existing equity share of INR 10/- (Indian Rupee Ten only) each held by the Members.

RESOLVED FURTHER THAT the bonus shares so issued upon allotment shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the date of this meeting and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the certified true copy of this resolution be furnished to such persons/entities/ departments/ authorities, etc. under the signature of any Director or Company Secretary of the Company.”



7. TO CONSIDER AND APPROVE SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10/- PER SHARE TO INR 2/- PER SHARE AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of one (1) Equity Share of the Company having a face value of INR 10/- (Indian Rupees Ten only) each fully paid up into Five (5) Equity Shares having a face value of INR 2/- (Indian Rupees Two only) each fully paid up as on the date of this meeting.

RESOLVED FURTHER THAT consequent to the above referred sub-division and pursuant to provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as Clause V:

“The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) consisting of 5,50,00,000 (Five Crores Fifty Lakhs only) Equity Shares of Rs. 2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT pursuant to the subdivision of equity shares of the Company, the Authorised, Issued, Subscribed, and Paid-up Equity Share Capital of Company with 1(One) Equity Share of the face value of INR 10/- (Indian Rupees Ten only) each shall stand sub-divided into Five (5) equity shares having a face value of INR 2/- (Indian Rupees Two only) each, existing, as on the date of this Meeting and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of INR 10/- (Indian Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of 10/- each held, if any, in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the date of this Meeting and the Company may without requiring the surrender of the existing Share Certificate(s), if any, and in case of Equity Shares held in dematerialised form, directly issue, in lieu of such existing physical shares or existing credits representing the Equity Shares of the Company before sub-division lying in the demat form, as the case may be, the number of sub-divided Equity Shares by crediting to the respective beneficiary accounts of the shareholders with the Depository Participants.



RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise for the purpose of giving effect to this resolution.”

Date : 21.06.2024
Place : New Delhi

For and on behalf of the Board
Rosmerta Digital Services Limited



Sanjay Sharma
Sanjay Sharma
Whole-Time Director
(DIN: 08869848)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. DULY STAMPED, SIGNED AND FILLED IN PROXY FORMS (COMPLETED IN ALL ASPECTS) SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE AGM. THE PROXY FORM IS ANNEXED TO THIS NOTICE.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. This meeting is being called at shorter notice and format of shorter notice consent is enclosed herewith. Members are required to kindly provide the same for holding this meeting at shorter notice.
3. An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to the special business to be transacted at the AGM is annexed hereto.
4. All the documents referred to in the accompanying notice and Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 will be available at the registered office of the Company during office hours on all working days up to the date of this Annual General Meeting.
5. The 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, will be available for inspection by the members at the AGM.
6. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
7. Route map for the venue of AGM is annexed to this notice.
8. Shareholders other than Individuals are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM on its behalf and to vote.
9. Pursuant to the changes introduced by the Finance Act, 2020 w.e.f. April 1, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof and update their PAN with the Depository Participant.



10. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.

Date : 21.06.2024
Place : New Delhi

For and on behalf of the Board
Rosmerta Digital Services Limited



Sanjay Sharma
Sanjay Sharma
Whole-Time Director
(DIN: 08869848)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4: APPOINTMENT OF MR. AKHIL GUPTA (DIN: 09285050) AS AN EXECUTIVE DIRECTOR IN THE CAPACITY OF WHOLE TIME DIRECTOR & CEO

Mr. Akhil Gupta (DIN: 09285050), aged 47 years was appointed as the Additional Director of the Company w.e.f. 10th May, 2024. Further w.e.f. June 21, 2024, he was appointed as Whole Time Director & CEO subject to approval of the members of the Company at a remuneration of 10% of the total Cost to Company incurred by its parent company i.e. Rosmerta Technologies Limited per year, not exceeding INR 20 Lakhs per annum.

Mr. Akhil Gupta is a qualified Chartered Accountant also having Master Degree in Finance and has 25 years of vast experience working in the finance, banking and manufacturing sectors with companies like Dhani Group, Indiabulls Housing Finance Ltd, Luminous Power Technology, ICICI Bank Ltd, Ramco Systems Ltd, Moser Baer India Ltd. In his previous employments, he was responsible for Finance, Investors Relations, Due Diligence & Risk Management, Business Modelling & Fund Raising, Designing & Implementing Business Plans etc. of the Company. Mr. Akhil Gupta is also acting as a Whole-Time Director of Rosmerta Technologies Ltd, the holding company.

The Company has received from Mr. Akhil Gupta:

- i. Consent to act as a Director in Form DIR-2 in terms of Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Akhil Gupta is annexed in Annexure I to this Notice.

The Board is of view that appointment of Mr. Akhil Gupta will be beneficial to the Company and recommends the Ordinary Resolution out at item no. 4 of the Notice for approval by the members.

Save and except Mr. Akhil Gupta and his relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 4 of the Notice.

Item No. 5: APPROVAL OF LIMITS UNDER SECTION 186(3) OF THE COMPANIES ACT 2013.

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 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 Rs.500 Crores (Rupees Five 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.

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.

The Board recommends passing of proposed **Special Resolution** at item no 5.

Item No. 6: CONSIDER AND APPROVAL OF BONUS ISSUE OF EQUITY SHARES

Over the years, the Company has performed satisfactorily well both in terms of profit and business. As on March 31, 2024 total Reserves of the Company is INR 12.15 Crores (Indian Rupees Twelve Crores & Fifteen Lacs Only). With a view to capitalize the Reserves/ Securities premium account and to rationalize the capital structure, and in appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on June 21, 2024, subject to the consent of the Members of the Company, approved and recommended for consideration of members, issuance of 70,00,000 (Seventy Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each, aggregating to INR 7,00,00,000/- (Rupees Seven Crore only), via. Bonus Issue to the existing holders of equity shares of the Company as on the date of this meeting, in the ratio of 700:1 i.e. 700 (Seven Hundred) new equity shares of INR 10/- (Indian Rupees Ten only) each for every 1 (One) existing equity shares of INR 10/- (Indian Rupees Ten only) each held by the Members.

Pursuant to the applicable provisions of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires approval of members at a general meeting by way of Ordinary Resolution.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 6 of the Notice.

None of the Directors of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.



Item No. 7: TO CONSIDER AND APPROVE SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10/- PER SHARE TO INR 2/- PER SHARE AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

With a view to enhance the liquidity of the Equity Shares and to rationalize the capital structure, the Board of Directors at its meeting held on June 21, 2024, has considered and recommended the subdivision of 1 (One) Equity Share of the Company of the face value of INR 10/- (Indian Rupees Ten only) each into 5 (Five) Equity Shares of the Company of face value of INR 2/- (Indian Rupees Two only) each fully paid up subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

Presently, the Authorised Equity Share Capital of the Company is INR 11,00,00,000/- (Indian Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each and the paid-up equity share capital of the Company is INR 1,00,000/- (Indian Rupees One Lakhs only) divided into 10,000 Equity Shares of 10/- each fully paid-up. There will not be any change in the amount of authorised and paid-up share capital on account of the sub-division of Equity Shares. However, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

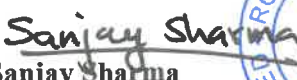
The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 6 of the Notice to reflect the change in face value of each Equity Share of the Company from existing INR 10/- (Indian Rupees Ten only) each to proposed INR 2/- (Indian Rupees Two only) each. As per the provision of Sections 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this Annual General Meeting.

The Board recommends the resolution set forth in Item No. 7 of the notice for the approval of the members as **Ordinary Resolution**.

None of the Directors and Key Managerial Personals of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

For and on behalf of the Board
Rosmerta Digital Services Limited


Sanjay Sharma
Whole-Time Director
(DIN: 08869848)



Date: 21.06.2024
Place: New Delhi

Form No. MGT-11

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 : U74999DL2021PLC386542
Name of the Company : Rosmerta Digital Services Limited
Registered office : 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, New Delhi-110001, India.

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

I/ We being the member(s) of Rosmerta Digital Services Limited holding equity shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: , or failing him

2. Name:
Address:
E-mail Id:
Signature: , or failing him

3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of members of the Company, to be held on Friday, the 21st day of June, 2024, at Shorter Notice at 5.00 P.M. (IST) at the Registered Office of the Company situated at 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolution	No. of Equity Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 along with the reports of the Auditors' and the Board of Directors' thereon.			
2.	To declare final dividend @5% i.e. INR 0.5 per equity share of face value of INR 10/- each for the financial year ended March 31, 2024			
3.	To appoint Director in place of Mr. Mukesh Malhotra (DIN: 01345153), who retires by rotation and being eligible offers himself for re-appointment, as a Director of the Company			
Special Business				
4.	Appointment of Mr. Akhil Gupta (DIN: 09285050) as an Executive Director in the capacity of Whole Time Director & CEO of the Company			
5.	Approval of limits under section 186(3) of the Companies Act 2013			
6.	Consider and approval of Bonus issue of equity shares			
7.	To consider and approve sub-division of equity shares from face value of INR10/- per share to INR 2/- per share and consequent			



	alteration in memorandum of association of the company			
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Signed this day of..... 2024

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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 01 hours before the commencement of the Meeting.



ATTENDANCE SLIP

3rd Annual General Meeting

Day, Date & Time: Friday, June 21, 2024 at 5.00 PM (IST)

Venue of the meeting: 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

I/ We hereby record my/our presence at the 3rd Annual General Meeting of the member of Rosmerta Digital Services Limited ("the Company") held on Friday, the 21st day of June, 2024, at shorter notice at 5.00 PM (IST) at the Registered Office of the Company situated at 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India.

If signed by Proxy, name should be
signature

Member's/Proxy's

Written here in Block Letters

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.



SHORTER NOTICE CONSENT
[pursuant to provisions of Section 101(1) of the Companies Act, 2013]

To,
The Board of Directors,
Rosmerta Digital Services Limited
402, 4th Floor, World Trade Tower, Barakhamba Lane,
Connaught Place, Delhi-110001, India

Subject: Consent to hold 3rd Annual Meeting at Shorter Notice

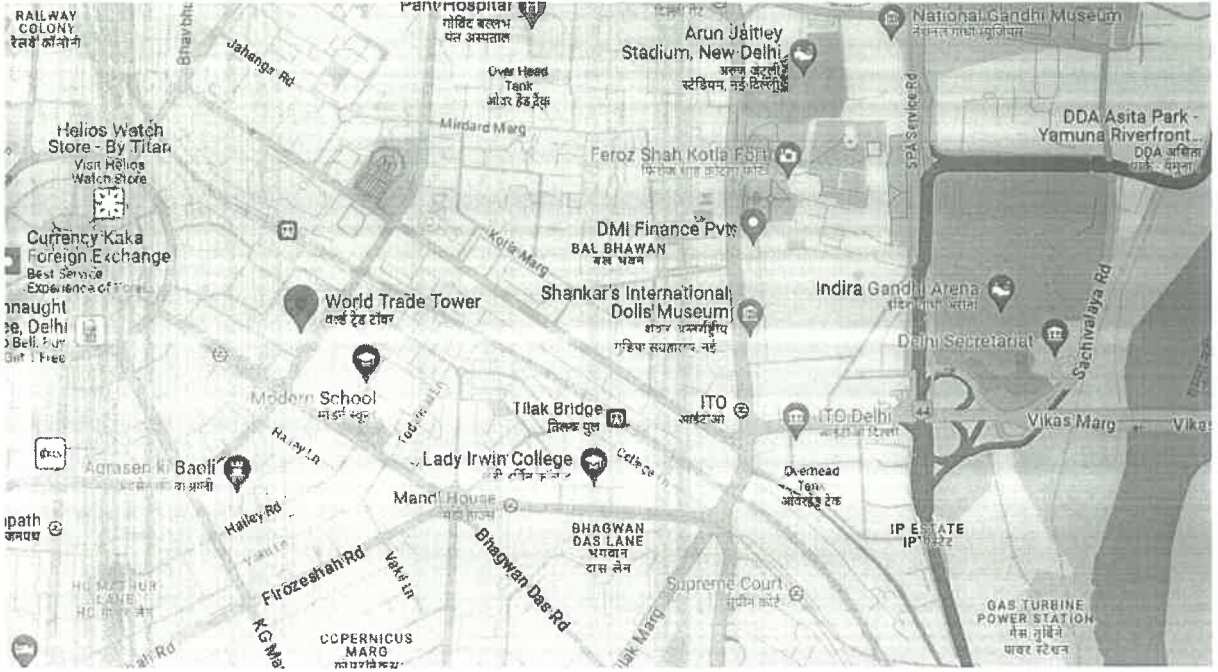
I/ We, shareholder of Rosmerta Digital Services Limited (the Company), holding equity shares of Rs. 10/- each, in my/our name hereby give consent pursuant to the provisions of Section 101(1) of the Companies Act, 2013 for holding the 3rd Annual General Meeting of the Company scheduled to be held on Friday, the 21st day of June, 2024, at shorter notice at 5.00 PM (IST) at the Registered Office of the Company situated at 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India.

Signature

Date: 21.06.2024
Place: New Delhi



Route Map for venue of 3rd Annual General Meeting



Annexure I:

Information of Directors being appointed at this AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name and Directors Identification Number (DIN)	09285050
Date of Birth (Age in years)	14/07/1977 (47 years)
Qualification	Chartered Accountant and has a Master's degree in finance from Birla Institute of Management & technology.
Date of first appointment on the Board	10/05/2024
Experience and expertise in specific functional area	Refer the explanatory statement
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Terms and conditions of appointment or Reappointment along with details of remuneration sought to be paid	Refer the explanatory statement
Remuneration last drawn	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Board Meetings attended during the financial year 2024-25	2
Directorships including Listed Entities	2
Membership / Chairmanship of Committees of other Boards	Nil
Details of listed entities from where director has resigned during last three year	N.A.





Rosmerta Digital Services Limited

(Formerly Rosmerta Digital Services Private Limited)

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 03rd Annual Report of Rosmerta Digital Services Limited together with Annual Audited Accounts for the year ended 31st March, 2024.

1. Financial Highlights:

Particulars	Amount (in 000s) (2023-24)	Amount (in 000s) (2022-23)
Revenue from Operations	8,41,900	2,97,891
Other Income	7	-
Total Income	8,41,907	2,97,891
Expenses	6,88,273	2,67,425
Profit Before Interest Depreciation and Taxes	1,53,634	30,466
Less: Finance Cost/ Interest	10,695	6,549
Less: Depreciation and Amortization Expense	1,765	1,579
Profit Before Taxes	1,41,174	22,338
Less: Income Tax Expenses:		
Current Tax	37,815	7,193
Income Tax of Earlier Year	-	-
Deferred Tax	(2,293)	(1,042)
Profit after Tax	1,05,652	16,187
Add: Balance brought forward from previous years	-	-
Add: Other Comprehensive Income/ (loss)	564	(70)
Balance Carried to Balance Sheet	105,088	16,117
Earnings Per Share (INR)		
Basic	15.07	2.31
Diluted	15.07	2.31

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

To carry on the business of Digital Marketing Services, Artificial intelligence, machine learning, outsourcing services, IT enabled services, deal in all kinds of spare parts of automotive, auto ancillaries, auto accessories, and logistics services of goods, products, materials to various destinations including any kind of last mile logistics services.

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

Your Company's performance during the year under report has significantly improved. The Company's gross turnover increased by 282% to 8,41,900 Thousands during the year compared to 2,97,891 Thousands in previous year. *Net* profit increased to 1,06,216 Thousands compared to 16,117 Thousands in previous year.



3. Change in the Nature of Business

There is no change in the nature of business carried on by the Company. However, the Company vide shareholders approval dated April 30, 2024 has amended its main objects forming part of the Memorandum of Association post-closure of the financial year to expand the activities which can be undertaken. The key changes in the main objects include addition of activities like comprehensive outsourcing services, dealing in automotive spare parts, ancillaries, and accessories, including oil, lubricants, providing logistic services etc.

Further, while the Company was a deemed public company, full status of public company was also obtained vide fresh certificate of incorporation dated 3rd June 2024. As a result of change of status, the name of the Company has also been changed from Rosmerta Digital Services Pvt Ltd to Rosmerta Digital Services Ltd.

4. Dividend

Your Directors are pleased to recommend 5% dividend of INR0.50 per equity share on face value of INR 10 each aggregating to INR 35,05,000 for the financial year ended 31st March 2024.

5. Transfer to Reserves

No profits are proposed to be transferred to reserves

6. Capital Structure

The Company's Equity Share Capital position as on 31st March, 2024 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.

However, after the closure of the Financial Year, the Authorized Share Capital has been increased from Rs.10,00,000/- (Rupees Ten Lacs only) divided into 1,00,000/- (One Lakh) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000/- (One Crore Ten Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each vide shareholders' approval dated April 30, 2024.

Further, the Board has also recommended the following subjects to the approval of shareholders at the ensuing Annual General Meeting:

- i) Issuance of 70,00,000 (Seventy Lakhs) equity shares of INR 10 each (Indian Rupees Ten only) aggregating to INR 700,00,000 (Indian Rupees Seven Crores Only) as bonus equity shares to existing shareholders of company as on date of 3rd Annual General Meeting of the company in the ratio of 700:1.
- ii) Subdivision of 1 (one) Equity Share with a face value of INR 10 (Indian Rupees Ten) each into 5 (five) Equity Shares with a face value of INR 2 (Indian Rupees Two) each.



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

During the Financial Year under review, 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

Except to the extent disclosed in this 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 2024. Further the other details are herein below:

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

Since, the Company does not have any Subsidiary, Associate and Joint Venture Companies, thus there is no requirement to annex Form AOC-1 to this report.

12. Corporate Social Responsibility (CSR)

During the Financial Year under review, your Company was not required to adhere to the provisions of Section 135 of the Companies Act, 2013.

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

During the Financial Year under review, 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, 2024.

14. Directors and Key Managerial Personnel (KMPs):

During the Financial Year under review, there was no change in the structure of Board of Directors of the Company.

The Board of Directors as on 31st March, 2024 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.

Post closure of the financial year, the following changes took place in the Board of Directors and Key Managerial Personnel:

1. Mr. Sanjay Sharma was appointed as Whole-time Director w.e.f. 30.04.2024.
2. Mr. Akhil Gupta was appointed as a Whole-time Director & Chief Executive Officer w.e.f., 21.06.2024.

Further Mr. Mukesh Malhotra (DIN: 01345153), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible offers himself for reappointment. An appropriate resolution for re-appointment is being placed for the approval of the Members of the Company at the ensuing AGM.

During the year, no remuneration has been to any Director.

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

During the Financial Year under review, the Company does not fall under the prescribed class of companies as provided under the provisions of Section 178(1) of Companies Act, 2013.

16. 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 6 (Six) Meetings of the Board of Directors held during the Financial Year 2023-24 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	24 th May, 2023	Present	Present
2	21 st July 2023	Present	Present
3	16 th September 2023	Present	Present
4	31 st October 2023	Present	Present
5	23rd February 2024	Present	Present
6	29 th March 2024	Present	Present

17. 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.



18. Board's Comment on Auditors' Report

The auditor's report and its contents are self-explanatory and does not contain qualification/observations.

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

During the Financial Year under review, the Company has not taken any specific measure towards conservation of energy and technology absorption, therefore, no disclosure is warranted in the manner prescribed under the Companies Act, 2013.

Foreign exchange earnings and outgo during the Financial Year under review were NIL.

20. Web Link of Annual Return. If Any

As required under Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company is available on the Company's website at <https://www.rosmertadigital.com/>

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

During the Financial Year 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.

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

During the Financial Year 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.

23. Secretarial Audit Report

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

24. 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.

25. Maintenance of Cost Records

The Directors state that during the Financial Year under review, 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.



26. 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.

27. 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.

28. 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.

29. 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 Board does not perceive any immediate risk which may threaten the existence of the Company. The Board is in the process of developing and implementing a robust risk management policy.

30. Details of the 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.

31. 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 are adequate internal control systems in the Company.



32. Compliance with Secretarial Standards

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

33. 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, 2024 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) 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.

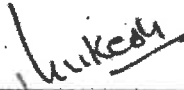
34. Acknowledgements

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 LIMITED (FORMERLY KNOWN AS ROSMERTA DIGITAL SERVICES PVT LTD)


Brijesh Singh
(DIRECTOR)
DIN: 03217960
Place: Gurugram
Date: 21.06.2024




Mukesh Malhotra
(DIRECTOR)
DIN: 01345153
Place: Gurugram
Date: 21.06.2024

FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 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	Purchases of goods/ services	01.04.2023 to 31.03.2025	Mutually negotiated as per market rate having maximum transaction upto INR 50,00,000 (Rupees Fifty Lakhs Only) in one or more tranches	24 th May, 2023	N/A
2	Rosmerta Safety Systems Private Limited	Sale of service	01.04.2023 to 31.03.2025	Mutually negotiated as per market rate having maximum transaction upto INR 200,00,000 (Two Hundred Lakhs Only) in one or more tranches	16 th September 2023	N/A
3.	Rosmerta Road Safety Private Limited	Purchases of goods/ services	01.04.2023 to 31.03.2025	Mutually negotiated as per market rate having maximum transaction upto INR 50,00,000 (Rupees Fifty Lakhs Only) in	24 th May, 2023	3.



				one or more tranches.		
4.	Rosmerta Autotech Private Limited	Sale of goods and services	01.04.2023 to 31.03.2025	Mutually negotiated as per market rate having maximum transaction upto INR 100,00,000 (One Hundred Lakhs Only) in one or more tranches	16 th September 2023	N/A
5.	Rosmerta Auto Recycling Private Limited	Sale of service	01.04.2023 to 31.03.2025	Mutually negotiated as per market rate having maximum transaction upto INR 50,00,000 (Fifty Lakhs Only) in one or more tranches	16 th September 2023	N/A

FOR ROSMERTA DIGITAL SERVICES LIMITED

[Signature]
Brijesh Singh
(DIRECTOR)
DIN: 03217960

Place: Gurugram
Date: 21/06/2024



[Signature]
Mukesh Malhotra
(DIRECTOR)
DIN: 01345153

Place: Gurugram
Date: 21/06/2024



Rosmerta Digital Services Limited

(Formerly Rosmerta Digital Services Private Limited)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

Subject: Notice for convening the 3rd Adjourned Annual General Meeting of the Company to be held on June 25, 2024

NOTICE is hereby given that the 3rd Adjourned Annual General Meeting ("AGM") of the members of Rosmerta Digital Services Limited ("the Company") is scheduled to be held on Tuesday, the 25th day of June, 2024, at 12:00 PM (IST) at the Registered Office of the Company situated at 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India, to, inter alia, consider and transact the following businesses as under:

SPECIAL BUSINESS:

7. **TO CONSIDER AND APPROVE SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10/- PER SHARE TO INR 2/- PER SHARE AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of one (1) Equity Share of the Company having a face value of INR 10/- (Indian Rupees Ten only) each fully paid up into Five (5) Equity Shares having a face value of INR 2/- (Indian Rupees Two only) each fully paid up as on the date of this meeting.

RESOLVED FURTHER THAT consequent to the above referred sub-division and pursuant to provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as Clause V:

"The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) consisting of 5,50,00,000 (Five Crores Fifty Lakhs only) Equity Shares of Rs. 2/- (Rupees Two only) each."



RESOLVED FURTHER THAT pursuant to the subdivision of equity shares of the Company, the Authorised, Issued, Subscribed, and Paid-up Equity Share Capital of Company with 1(One) Equity Share of the face value of INR 10/- (Indian Rupees Ten only) each shall stand sub-divided into Five (5) equity shares having a face value of INR 2/- (Indian Rupees Two only) each, existing, as on the date of this Meeting and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of INR 10/- (Indian Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of 10/- each held, if any, in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the date of this Meeting and the Company may without requiring the surrender of the existing Share Certificate(s), if any, and in case of Equity Shares held in dematerialised form, directly issue, in lieu of such existing physical shares or existing credits representing the Equity Shares of the Company before sub-division lying in the demat form, as the case may be, the number of sub-divided Equity Shares by crediting to the respective beneficiary accounts of the shareholders with the Depository Participants.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise for the purpose of giving effect to this resolution.”

Date : 21.06.2024
Place : New Delhi

For and on behalf of the Board
Rosmerta Digital Services Limited



Sanjay Sharma
Sanjay Sharma
Whole-Time Director
(DIN: 08869848)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ADJOURNED ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. DULY STAMPED, SIGNED AND FILLED IN PROXY FORMS (COMPLETED IN ALL ASPECTS) SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE ADJOURNED AGM. THE PROXY FORM IS ANNEXED TO THIS NOTICE.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
2. An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to the special business to be transacted at the adjourned AGM is annexed hereto.
3. All the documents referred to in the accompanying notice and Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 will be available at the registered office of the Company during office hours on all working days up to the date of this Adjourned Annual General.
4. The 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, will be available for inspection by the members at the AGM.
5. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
6. Route map for the venue of adjourned AGM is annexed to this notice.
7. Shareholders other than Individuals are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the adjourned AGM on its behalf and to vote..
8. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.

Date: 21.06.2024
Place: New Delhi



For and on behalf of the Board
Rosmerta Digital Services Limited

Sanjay Sharma
Sanjay Sharma
Whole-Time Director
(DIN: 08869848)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 7

With a view to enhance the liquidity of the Equity Shares and to rationalize the capital structure, the Board of Directors at its meeting held on June 21, 2024, has considered and recommended the subdivision of 1 (One) Equity Share of the Company of the face value of INR 10/- (Indian Rupees Ten only) each into 5 (Five) Equity Shares of the Company of face value of INR 2/- (Indian Rupees Two only) each fully paid up subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

Presently, the Authorised Equity Share Capital of the Company is INR 11,00,00,000/- (Indian Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each and the paid-up equity share capital of the Company is INR 1,00,000/- (Indian Rupees One Lakhs only) divided into 10,000 Equity Shares of 10/- each fully paid-up. There will not be any change in the amount of authorised and paid-up share capital on account of the sub-division of Equity Shares. However, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 7 of the Notice to reflect the change in face value of each Equity Share of the Company from existing INR 10/- (Indian Rupees Ten only) each to proposed INR 2/- (Indian Rupees Two only) each. As per the provision of Sections 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this Adjourned Annual General Meeting.

The Board recommends the resolution set forth in Item No. 7 of the notice for the approval of the members as **Ordinary Resolution**.

None of the Directors and Key Managerial Personals of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

Date: 21.06.2024
Place: New Delhi

For and on behalf of the Board
Rosmerta Digital Services Limited



Sanjay Sharma
Sanjay Sharma
Whole-Time Director
(DIN: 08869848)

Form No. MGT-11
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 : U74999DL2021PLC386542
Name of the Company : Rosmerta Digital Services Limited
Registered office : 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught
Place, New Delhi-110001, India.

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

I/ We being the member(s) of Rosmerta Digital Services Limited holding equity shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: , or failing him

2. Name:
Address:
E-mail Id:
Signature: , or failing him

3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Adjourned Annual General Meeting of members of the Company, to be held on Tuesday, the 25th day of June, 2024 at 12:00 P.M. (IST) at the Registered Office of the Company situated at 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolution	No. of Equity Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Special Business				
7.	To consider and approve sub-division of equity shares from face value of INR10/- per share to INR 2/- per share and consequent alteration in memorandum of association of the company.			

Signed this day of..... 2024



Signature of Shareholder

Signature of Proxy holder(s)

Note: 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 24 hours before the commencement of the Meeting.



ATTENDANCE SLIP

3rd Adjourned Annual General Meeting

Day, Date & Time: Tuesday, 25th June 2024 at 12: 00 P.M. (IST)

Venue of the meeting: 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India,

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

I/ We hereby record my/our presence at the 3rd Adjourned Annual General Meeting of the member of Rosmerta Digital Services Limited ("the Company") held on Tuesday, 25th June 2024 at 12:00 P.M. (IST) at the Registered Office of the Company situated at 402, 4th Floor, World Trade Tower, Barakhamba Lane, Connaught Place, Delhi-110001, India.

If signed by Proxy, name should be
signature

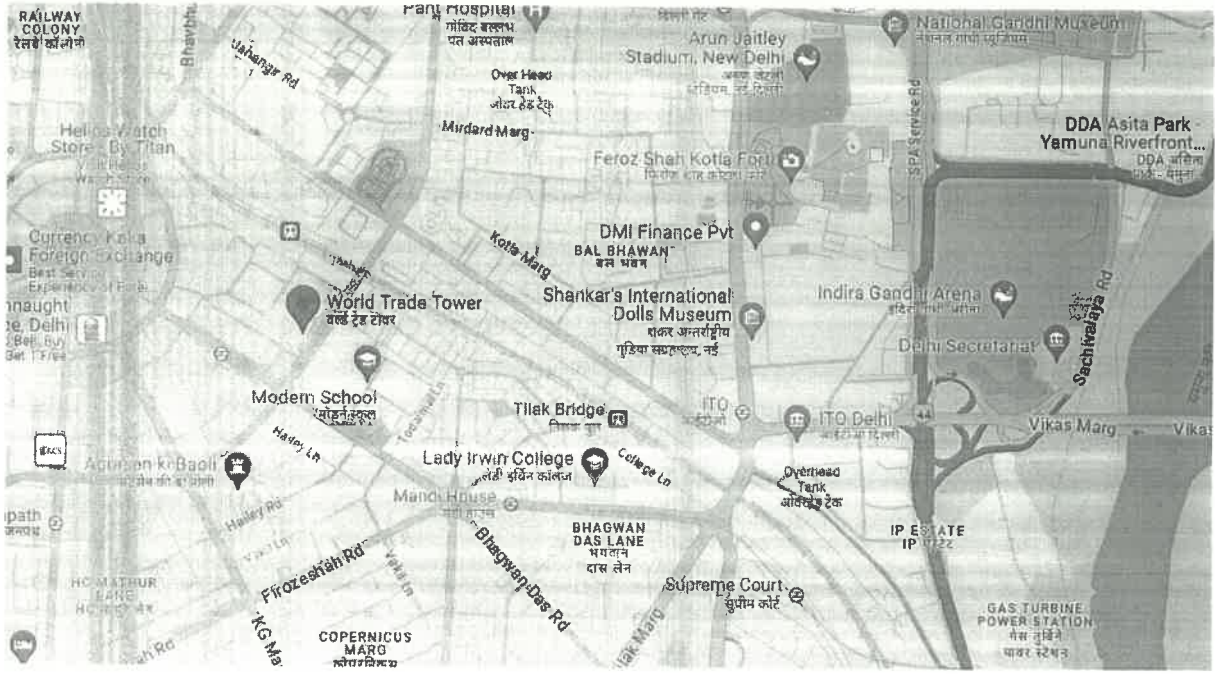
Written here in Block Letters

Member's/Proxy's

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.



Route Map for venue of 3rd Adjourned Annual General Meeting



**Independent Auditors' Report
To the Members of Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)**

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Rosmerta Digital Services Limited (Formerly known as Rosmerta Digital Services Private Limited)** ("the Company"), which comprise the balance sheet as at March 31, 2024 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 material accounting policies and other explanatory information (hereinafter referred to as the "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 ('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 31st March, 2024, and its profit and 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 SAs are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion 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.

The 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 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 for certain matters in respect of audit trail as stated in the paragraph 2(i)(vi) below;
 - 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;



- f) In our opinion and according to the information and explanation given to us, the Company has not paid/provided any managerial remuneration during the year to its directors. Accordingly, the reporting requirement under section 197 of the Act is not applicable.
- g) The modifications relating to the maintenance of accounts and other matters connected therewith in respect of audit trail are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- h) 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 wherein we have expressed an unmodified opinion; and
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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, 2024 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 37, 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 37, 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.



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- v. As stated in note 40 to the accompanying financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2024 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. 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 implemented the audit trail feature in the accounting software.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm's Registration No. 000756N/N500441

Sunil Wahal

(Partner)

Membership No. 087294

Place: New Delhi

Date: June 21, 2024

UDIN: 24087294BKAHLF3770



Annexure A to the Independent Auditor's Report to the Members of Rosmerta Digital Services Limited (Formerly known as Rosmerta Digital Services Private Limited) on the financial statement for the year ended 31 March'24.

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.
- (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 a regular program of physical verification of its property, plant and equipment, and right of use assets under which the assets are physically verified 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 assets. In accordance with this program, certain property, plant and equipment and right of use assets were verified during the year and 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, 2024.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (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 sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, 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 by the Company.

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, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any 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, all transactions entered into by the Company with the related parties are in compliance with section 188 of the Act. The provisions of section 177 of the Act are not applicable to the Company and hence not commented upon. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- 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.



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- 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.
(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining 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 has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year 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. According to information and given to us, the Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rule 2014 and accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of financial statements of the company. Accordingly, no comments have been included in respect of said clause under this report.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 000756N/N500441

Sunil Wahal

(Partner)

Membership Number: 087294

Place : New Delhi

Date: June 21, 2024

UDIN: 24087294BKALHF3770



Annexure B to the Independent Auditor's Report of even date on the financial statements of Rosmerta Digital Services Limited (Formerly known as Rosmerta Digital Services Private Limited) for the year ended 31 March' 24

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(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls with reference to financial statements of **Rosmerta Digital Services Limited (Formerly known as Rosmerta Digital Services Private Limited)** ("the Company") as of March 31, 2024 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 (ICAI)".

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the 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, 2024, 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 & CO. LLP

Chartered Accountants

Firm's Registration No. 000756N/N500441

Sunil Wahal

(Partner)

Membership No. 087294

Place: New Delhi

Date: June 21, 2024

UDIN: 24087294BKAHLF3770



Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)
Balance sheet as at March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non current assets			
Property, plant and equipment	4	2,688	3,964
Right of use	4	717	-
Financial assets			
(i) Other financial assets	5	58	-
Deferred tax assets	14	2,985	882
Total non-current assets (A)		6,448	4,846
Current assets			
Inventories	6	3,518	6,015
Financial assets			
(i) Trade receivables	7	165,765	80,578
(ii) Cash and cash equivalents	8	43,922	16,185
(iii) Bank balance other than above	8.1	106	100
(iv) Other financial Assets	5	119,404	80,592
Other current assets	10	35,290	4,927
Total current assets (B)		368,005	188,397
Total assets (A)+(B)		374,453	193,243
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	100	100
Other equity	12	122,032	15,816
Total equity (A)		122,132	15,916
Liabilities			
Non- current liabilities			
Financial liabilities			
Lease liabilities	36	398	-
Provisions	13	5,614	2,964
Total non- current liabilities (B)		6,012	2,964
Current liabilities			
Financial liabilities			
(i) Borrowings	15	149,901	131,828
(iii) Lease liabilities	36	300	-
(iii) Trade payables	16		
(a) Total outstanding due of micro enterprises and small enterprises		436	200
(b) Total outstanding due of other than micro enterprises and small enterprises		55,977	18,036
(iv) Other financial liabilities	17	13,983	13,886
Provisions	13	9	4
Other current liabilities	18	5,402	7,631
Current tax liabilities - (Net)	9	20,301	2,778
Total current liabilities (C)		246,309	174,363
Total Liabilities (B) +(C)		252,321	177,327
Total equity and liabilities (A)+(B)+(C)		374,453	193,243

Basis of preparation, measurement and material accounting policies 2
The accompanying notes 1 to 42 are an integral part of these financial statements

As per our report of even date attached.

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm's Registration No.000756N/N500441

Sunil Wahal
Partner
M.No. 087294
Place: New Delhi
Date: June 21, 2024



For and on behalf of Board of Directors
Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)

Brijesh Singh
Director
DIN : 03217960

Mukesh Malhotra
Director
DIN : 01345153



Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)

Statement of profit and loss for the year ended March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
INCOME :			
Revenue from operations	19	841,900	297,891
Other income	19.1	7	-
Total income		841,907	297,891
EXPENSES :			
Purchase of traded goods	20	407,992	53,572
Change in inventory in traded goods	20.1	2,497	(5,774)
Employee benefits expense	21	136,522	120,507
Finance costs	22	10,695	6,549
Depreciation and amortization expense	4	1,765	1,579
Other expenses	23	141,262	99,120
Total expenses		700,733	275,553
Profit before tax for the year		141,174	22,338
Tax expense			
(i) Current tax		37,815	7,193
(ii) Deferred tax assets	24	(2,293)	(1,042)
Total tax expense for the year		35,522	6,151
Profit for the year		105,652	16,187
Other comprehensive Income/(loss) for the year			
A. Items that will not be reclassified to profit or loss			
(i) Remeasurement of post employment benefit obligations		754	(94)
(ii) Income tax relating to these items		(190)	24
Other comprehensive income/(loss) for the year		564	(70)
Total comprehensive income for the year		106,216	16,117
Earnings per equity share of Rs. 10/- each			
1) Basic (in ₹)		15.07	2.31
2) Diluted (in ₹)	25	15.07	2.31

Basis of preparation, measurement and material accounting policies

2

The accompanying notes 1 to 42 are an integral part of these financial statements

As per our report of even date attached.

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm's Registration No.000756N/N500441

For and on behalf of Board of Directors
Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)

Sunil Wahal
Partner
M.No. 087294
Place: New Delhi
Date: June 21, 2024



Brijesh Singh
Director
DIN : 03217960



Mukesh Malhotra
Director
DIN : 01345153

Mukesh

Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)

Cash flow statement for the year ended March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	141,174	22,338
Adjustments for:		
Depreciation and amortisation	1,765	1,579
Finance costs	10,695	6,549
Provision for expected credit loss	4,015	-
Interest income	(7)	-
Operating profit before working capital changes	157,642	30,466
Decrease/ (increase) in trade receivables	(89,203)	(61,088)
Decrease/ (increase) in inventories	2,497	(5,774)
Decrease/ (increase) in financial assets	(38,867)	(7,159)
Decrease/ (increase) in other current assets	(30,363)	(47,428)
(Decrease)/increase in trade payables	38,177	3,607
(Decrease)/increase in liabilities provision	3,409	2,496
(Decrease)/increase in other current liabilities	(2,229)	5,270
(Decrease)/increase in other financial current liabilities	97	18,482
Cash inflow/(outflow) from operations before tax	41,161	(61,128)
Income taxes paid	(20,289)	(4,228)
Net cash inflow/(outflow) from operating activities	20,872	(65,355)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property plant and equipment	(399)	(1,062)
Change in fixed deposit	(1)	(100)
Net cash used from investing activities	(400)	(1,162)
C CASH FLOW FORM FINANCING ACTIVITIES		
Proceeds/repayment from borrowing (net)	13,267	82,319
Interest paid on short-term borrowing	(5,889)	-
Repayment of lease liability including interest	(113)	-
Net cash inflow from financing activities	7,265	82,319
Net increase in cash and cash equivalents	27,737	15,802
Opening cash and cash equivalents	16,185	383
Closing cash and cash equivalents	43,922	16,185

Notes:

1) The above cash flow statement has been prepared as per "Indirect Method" Asset out in Indian Accounting Standard -7, "Statement of Cash Flow"

2) Component of cash and cash equivalent:-

	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalent		
- Cash and cash equivalent	43,922	16,185
Total	43,922	16,185

Basis of preparation, measurement and material accounting policies 2
The accompanying notes 1 to 42 are an integral part of these financial statements
As per our report of even date attached.

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm's Registration No.000756N/N500441

Sunil Wahal
Partner
M.No. 087294
Place: New Delhi
Date: June 21, 2024



For and on behalf of Board of Directors
Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)

Brijesh Singh
Director
DIN : 03217960



Ankesh Malhotra
Director
DIN : 01345153

Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)

Notes to the financial statements for the year ended on March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

a) **Equity Share Capital**

Particulars	Note No.	As at March 31, 2024		As at March 31, 2023	
		No of Shares	Amount	No of Shares	Amount
Balance as at the beginning of the year	11	10,000	100	10,000	100
Changes in equity share capital during the year	11	-	-	-	-
Balance at the end of the reporting year	11	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 01, 2022	(301)	-	(301)
Profit for the year	16,187	-	16,187
Remeasurement of defined benefit obligation	(70)	-	(70)
Balance as at March 31, 2023	15,816	-	15,816
Profit for the year	105,652	-	105,652
Remeasurement of defined benefit obligation	564	-	564
Balance as at March 31, 2024	122,032	-	122,032

Basis of preparation, measurement and material accounting policies 2
The accompanying notes 1 to 42 are an integral part of these financial statements

As per our report of even date attached

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm's Registration No.000756N/N500441

For and on behalf of Board of Directors
Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)

Sunil Wahal
Partner
M. No. 087294
Place: New Delhi
Date: June 21, 2024



Brijesh Singh
Director
DIN : 03217960



Mukesh Malhotra
Director
DIN : 03217960

Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)
Notes to the financial statements for the year ended on March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

4. Property, plant and equipment and right of use Asset

Particulars	Computer	Plant and machinery	Furniture and fixtures	Total	Right of use	Grand Total
Gross carrying value						
As at April 01, 2022	4,482	-	18	4,500	-	4,500
Addition	276	502	284	1,062	-	1,062
Disposal/adjustment	-	-	-	-	-	-
As at March 31, 2023	4,758	502	302	5,562	-	5,562
Addition	304	95	-	399	807	1,206
Disposal/adjustment	-	-	-	-	-	-
As at March 31, 2024	5,062	597	302	5,961	807	6,768
				-	-	-
Accumulated depreciation						
As at April 01, 2022	19	-	-	19	-	19
Depreciation charge for the year	1,482	74	23	1,579	-	1,579
Disposals	-	-	-	-	-	-
As at March 31, 2023	1,501	74	23	1,598	-	1,598
Depreciation charge for the year	1,545	101	29	1,675	90	1,765
Disposals	-	-	-	-	-	-
As at March 31, 2024	3,046	175	52	3,273	90	3,363
				-	-	-
Net Block						
As at March 31, 2023	3,257	428	279	3,964	-	3,964
As at March 31, 2024	2,016	422	250	2,688	717	3,405



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5 Other financial assets

Particulars	As at March 31, 2024		As at March 31, 2023	
	Non Current	Current	Non Current	Current
Security deposits	58	7,448	-	7,457
Other recoverable *	-	1,19,956	-	73,135
Total	58	1,19,404	-	80,592

* Other recoverable amounts are related with RTO fees on behalf of customer

6 Inventories

(Valued at lower of cost or net realizable value)

Particulars	As at March 31, 2024	As at March 31, 2023
Consumables & others	531	400
Traded goods	2,987	5,615
Total	3,518	6,015

7 Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Unsecured, considered doubtful	1,69,780	80,578
Less: Allowance for doubtful debts	4,015	-
Total	1,65,765	80,578

Trade Receivable Ageing Schedule-as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	
(i) Undisputed trade receivables-considered good	1,906	1,42,965	17,121	7,788	-	-	1,69,780
(ii) Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
Total	1,906	1,42,965	17,121	7,788	-	-	1,69,780
Less: Credit impaired	-	-	-	-	-	-	4,015
Net	1,906	1,42,966	17,121	7,788	-	-	1,65,765

Trade receivable ageing Schedule- as on march 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	
(i) Undisputed trade receivables-considered good	19,104	55,556	5,918	-	-	-	80,578
(ii) Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables-credit impaired	-	-	-	-	-	-	-
Total	19,104	55,556	5,918	-	-	-	80,578
Less: Credit impaired	-	-	-	-	-	-	-
Net	19,104	55,556	5,918	-	-	-	80,578

8 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with banks		
In current accounts	43,871	15712
Cash on hand	51	473
Total	43,922	16,185



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Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)
Notes to the financial statements for the year ended on March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

8.1 Other bank balance

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits with original maturity of more than three months but less than twelve months	106	100
Total	106	100

9 Current tax assets/(liabilities) (Net)

Particulars	As at March 31, 2024	As at March 31, 2023
Current tax assets (liabilities) (Net of taxes)	(20,301)	(2,778)
Total	(20,301)	(2,778)

10 Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	43	5
Advance to suppliers	3,358	46
Advances to employees	1,991	2,718
Balance with government authorities	29,898	2,158
Total	35,290	4,927

11 Equity share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
1,00,000 equity shares of Rs.10 - each (1,00,000 as on March 31, 2023 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, 2023 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, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Share outstanding at beginning of the year	10,000	100	10,000	100
Shares issued during the year	-	-	-	-
Share outstanding at end of the year	10,000	100	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 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, 2024		As at March 31, 2023	
	No. of shares held	% Holding	No. of shares held	% Holding
Rosmerta Technologies Limited	8,490	84.90%	9,990	99.90%
Shree Bankey Bihari Family Trust	1,500	15.00%	-	-

d) Shareholding of the Company

Shareholders	As at March 31, 2024			As at March 31, 2023		
	Shares held on 31, March 2024	% of total share	% change during the year	Shares held on 31, March 2023	% of total share	% change during the year
Rosmerta Technologies Limited	8,490	84.90%	-15.00%	9,990	99.90%	-
Shree Bankey Bihari Family Trust	1,500	15.00%	15.00%	-	0.00%	-
Pankaj Madan	10	0.10%	-	10	0.10%	-

e) Promoter of the company

Name of promoter	As at March 31, 2024			As at March 31, 2023		
	No. of shares held	% of total share	% change during the year	No. of shares held	% of total share	% change during the year
Rosmerta Technologies Limited	8,490	84.90%	15.00%	9,990	99.90%	99.90%
Shree Bankey Bihari Family Trust	1,500	15.00%	15.00%	-	-	-



Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)

Notes to the financial statements for the year ended on March 31, 2024

(All amounts in ₹ thousand, unless otherwise stated)

12 **Other equity**

Particulars	As at March 31,	
	2024	2023
Surplus in the statement of profit and loss		
Balance at beginning of the year	15,886	(301)
Add: Profit for the year	105,652	16,187
Closing balance	121,538	15,886
Other comprehensive income		
Balance at beginning of the year	(70)	-
Add: Remeasurement of defined benefit plan	564	(70)
Closing balance	494	(70)
Total	122,032	15,816

Note

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

Remeasurements of net defined benefit plans: Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are

13 **Provisions**

Particulars	As at March 31,		As at March 31,	
	2024		2023	
	Non Current	Current	Non Current	Current
Provision for gratuity	5,614	9	2,964	4
Total	5,614	9	2,964	4

14 **Deferred tax (assets)/liability (Net)**

Particulars	As at March 31,	
	2024	2023
Deferred tax liability		
Property, plant and equipment	93	421
Right of use of assets	180	-
Deferred tax assets		
Lease Liability	(176)	-
Provision for doubtful debts	(1,010)	-
Provision for defined benefit obligation	(1,415)	(747)
Other	(658)	(556)
Total	(2,985)	(882)
Reconciliation of deferred tax liability		
Opening deferred tax (asset) / liability (Net)	(882)	183
Deferred tax (credit) charge recorded in statement of profit and loss	(2,293)	(1,042)
Deferred tax (credit) charge recorded in OCI	190	(24)
Closing deferred tax (asset) / liability (Net)	(2,985)	(882)
Deferred Tax recognised in profit and loss		
Deferred tax (credit) charge recorded in statement of profit and loss	(2,293)	(1,042)
Deferred tax (credit) charge recorded in OCI	190	(24)
Total expense recognised in profit and loss	(2,103)	(1,066)

15 **Borrowing**

Particulars	As at March 31,	
	2024	2023
Loan from related party (refer note no.26)		
Rosmerta Technologies Limited*	149,901	131,828
Total	149,901	131,828

* Loan taken from related parties carrying Interest rate of 8% p.a repayable on demand and also include interest accrued on borrowing

Reconciliation of movements of liabilities to cash flows arising from financing activities

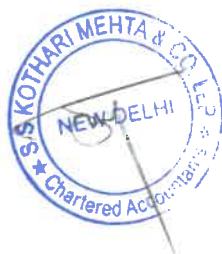
Particulars	As at March 31,	
	2024	2023
Opening balances	131,828	43,955
Proceeds from issuance of debt	181,600	190,638
Business support expenses	33,956	-
Repayment of financing	201,198	108,654
Interest accrued on borrowing	9,604	5,889
Repayment of interest expenses	5,889	-
Closing balance as at reporting date	149,901	131,828

16 **Trade payable**

Particulars	As at March 31,	
	2024	2023
Total outstanding dues of micro enterprise and small enterprises (Refer note no 32)	436	200
Total outstanding dues of other than micro enterprise and small enterprises	55,977	18,036
Total	56,413	18,236

Trade payable ageing schedule- as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Not dues	Less than one year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	436	-	-	-	436
(ii) Others	11,049	44,353	575	-	-	55,977
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
Total	11,049	44,789	575	-	-	56,413



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Trade payable ageing schedule - as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not dues	Less than one year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	200	-	-	-	200
(ii) Others	13,220	4,781	35	-	-	18,036
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
Total	13,220	4,981	35	-	-	18,236

17 Other current financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Employee related payable	13,983	13,886
Total	13,983	13,886

18 Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with government authorities	3,107	7,631
Advance from customer	2,295	-
Total	5,402	7,631

19 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operation includes		
Sale of services	4,16,278	2,39,751
Sale of products	4,25,622	58,140
Total	8,41,900	2,97,891
i) Timing of revenue recognition		
Services transferred at a point in time	4,16,278	2,39,751
Goods transferred at a point in time	4,25,622	58,140
Total revenue from contracts with customers	8,41,900	2,97,891
ii) Revenue by location of customers		
India	8,41,900	2,97,891
Total revenue from contracts with customers	8,41,900	2,97,891
iii) Reconciliation of revenue recognised in Statement of profit and loss with contracted price		
Revenue as per contracted price	8,41,900	2,97,891
Less: Discounts	-	-
Total revenue from contracts with customers	8,41,900	2,97,891

iv) Contract balances

Contract liabilities	As at March 31, 2024	As at March 31, 2023
Contract liabilities	2,295	-
Total	2,295	-

19 Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on		
Fixed deposits	5	-
Security deposit carried at amortised cost	2	-
Total	7	-

20 Purchase of traded goods

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of traded goods	4,07,992	53,572
Total	4,07,992	53,572

20 Change in inventory in traded goods

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock in trade	6,015	241
Closing stock in trade	(3,518)	(6,015)
Total	2,497	(5,774)

21 Employee benefit expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salary, wages & allowance	1,28,212	1,13,893
Contribution to provident and other fund	4,319	3,259
Gratuity expenses	3,409	2,496
Staff welfare expenses	582	859
Total	1,36,522	1,20,507



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Rosmerta Digital Services Limited
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Notes to the financial statements for the year ended on March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

22 Finance cost

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest cost of financial liabilities measured at amortised cost	10,671	6,549
Interest on lease liability	24	-
Total	10,695	6,549

23 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Payment to auditors*	750	250
Power and fuel	3,526	1,313
Repairs and maintenance		
- machinery	-	53
- other	74	139
Rent	29,110	16,440
Travelling and conveyance	6,269	8,961
Provision for expected credit loss	4,015	-
Communication expenses	4,411	4,587
Consultancy expenses	4,376	5,202
Postage and courier charges	674	379
Consumables expenses	380	815
Printing and stationery	1,503	1,550
Fitment expenses	157	664
Wages to contractor	10,937	41,445
RTO services expenses	20,357	5,464
Service expenses	10,529	3,996
Advertisement expenses	7,276	5,446
Business support expenses	35,796	-
Miscellaneous expenses	1,123	2,416
Total	141,262	99,120

*Payment to auditors

Audit fee	700	200
Tax audit fee	50	50
Total	750	250

24 Income tax expenses

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
Income tax expenses recognized in the statement of profit and loss				
Current income tax:				
Current income tax charge		37,815		7,193
Total current tax expense		37,815		7,193
Deferred tax:				
Relating to origination and reversal of temporary differences		(2,293)		(1,042)
Total deferred tax expense recognized		(2,293)		(1,042)
Total Income tax expenses charged in the statement of profit and loss		35,522		6,151
Profit before tax	25.16%	141,174	27.54%	22,338
Applicable tax rate		25.16%		25.16%
Computed tax	25.16%	35,519	25.16%	5,620
Adjusted to taxable profit				
i) Permanent difference	0.05%	66	0.01%	3
ii) Other	-0.04%	(63)	2.36%	528
Tax expenses as reported	25.16%	35,522	27.54%	6,151

25 Earnings per share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit for the year attributable to Equity Shareholders (Rs. in thousands)	105,652	16,187
Number of equity shares of Rs 10 each at the beginning of the year (Number)	10,000	-
a) Add: Issue of shares during the year (Number)	-	10,000
b) Add: Issue of Bonus shares during the year (Number)*	7,000,000	7,000,000
c) Total no. of shares of Rs 10 each outstanding at the end of the year (Number)	7,010,000	7,010,000
Weighted average number of equity share outstanding during the year (Number)		
For Basic EPS	7,010,000	7,010,000
For Diluted EPS	7,010,000	7,010,000
Face value per share (₹)	10	10
Earning per share (EPS) (₹)		
Earning Per Share - Basic (₹)	15.07	2.31
Earning per share - Diluted (₹)	15.07	2.31

*On June 21, 2024, the board proposed the issue of bonus shares of 70,00,000 equity shares of Rs.10 - each in the proportion of 700:1 i.e. 700 (Seven hundred) Bonus Equity Shares of Rs. 10 - each for every 1 (one) fully paid-up Equity Share of Rs. 10 - each held by the existing shareholders of Company



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Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)
Notes to the financial statements for the year ended on March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

26 RELATED PARTY DISCLOSURES

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

List of Related Parties:-

Enterprises which controls the entity (Ultimate Controlling Entity)

I. Motilal Nagpal Family Trust

Enterprises which controls the holding Company (Ultimate Holding Company)

II. KKH Technologies Private Limited

Enterprises which controls the entity (Holding Company)

III. Rosmerta Technologies Limited

IV. Fellow Subsidiaries

- 1 Absolute Infracore Private Limited (up to 30-03-2024)
- 2 Albireo Telematics Private Limited (up to 30-03-2024)
- 3 Auctus support Private Limited (up to 30-03-2024)
- 4 JSK Technologies Solutions Private Limited (up to 30-03-2024)
- 5 Konnet Vian Private Limited
- 6 Rosmerta Auto Inspection Private Limited (up to 30-03-2024)
- 7 Rosmerta Auto Recycling Private Limited
- 8 Rosmerta Autotech Limited (Formerly known as Rosmerta Autotech Private Limited)
- 9 Rosmerta Solutions Private Limited (up to 01-06-2024)
- 10 Rosmerta Engineering Private Limited
- 11 Rosmerta Healthcare Solutions Private Limited (up to 30-03-2024)
- 12 Rosmerta Holdings Private Limited (up to 30-03-2024)
- 13 Rosmerta Inspection Private Limited (up to 30-03-2024)
- 14 Rosmerta Logistics Private Limited
- 15 Rosmerta Mobility Solutions Private Limited
- 16 Rosmerta Recycling Industries Private Limited (up to 30-03-2024)
- 17 Rosmerta Road Safety Private Limited
- 18 Rosmerta Securedot Private Limited (up to 30-03-2024)
- 19 Rosmerta Visionlabs Private Limited (up to 30-03-2024)
- 20 Rosmerta HSRP Ventures Private Limited (up to 30-03-2024)
- 21 Rosmerta Safety Systems Limited (Formerly known as Rosmerta Safety Systems Private Limited)
- 22 Rosmerta Registration Plates Private Limited (Formerly known as Link Utsav Registration Plates Private Limited) (w.e.f. 01-03-2022)
- 23 Rosmerta HSRP Private Limited (Formerly Link utsav HSRP Private Limited (up to 30-03-2024)
- 24 Nano Impex Private Limited (up to 15-05-2023)
- 25 Agomoni Tradecom Private Limited ((upto 22-04-2022)
- 26 Business Asia Consulting Private Limited
- 27 KKH Finvest Private Limited
- 28 Shreyas E-commerce Private Limited (up to 15-05-2023)
- 29 Rosmerta Auto Plates Pvt Ltd (Formerly Link Autotech Private Limited)
- 30 Rosmerta Ventures Private Limited (Formerly Link Utsav Ventures Private Limited) (up to 30-03-2024)
- 31 Rosmerta Auto Systems Pvt Ltd (Formerly Link Utsav Auto Systems Private Limited) (up to 30-03-2024)
- 32 Sensorise Smart Solutions Private Limited (w.e.f. 09-05-2022) (up to 27-03-2024)
- 33 Sensorise Digital Services Private Limited (w.e.f.09-05-2022) (up to 27-03-2024)
- 34 SIM.Things Private Limited (w.e.f. 09-05-2022) (up to 30-03-2024)
- 35 Sensorise Smart Solutions Nepal Private Limited (w.e.f.27-12-2022) (up to 27-03-2024)

V. Key Management Personnel

Mr Brijesh Singh Director
Mr Mukesh Malhotra Director

VI. Trustee of ultimate controlling entity i.e Trust

- a) Mrs. Aarti Nagpal, Trustee (Till 14 June 2024)
- b) Mr. Karn Nagpal, Trustee (w.e.f. 14 June 2024)
- c) Mr. Kartick Nagpal, Trustee (w.e.f. 14 June 2024)

VII Trustees and relatives having significant /control influence on entity with whom transactions has been taken place

- (a) Raasta Autotech Private Limited
- (b) Shree Bankey Bihari Family Trust

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

Nature of Transaction	For the year ended March 31, 2024	For the year ended March 31, 2023
Proceeds from borrowings		
Rosmerta Technologies Limited	181,600	190,638
Interest		
Rosmerta Technologies Limited	10,671	6,544
Re-payment of principal (included Interest)		
Rosmerta Technologies Limited-Principal	201,198	105,055
Rosmerta Technologies Limited-Interest	5,889	-
Rosmerta Safety System Limited- Principal	-	3,599
Rosmerta Safety System Limited- Interest	-	22
Sales		
Rosmerta Safety System Limited	14,226	6,849
Rosmerta Autotech Limited	2,114	379
Rosmerta Technologies Limited	308	-
Rosmerta Auto Recycling Private Limited	1,022	-
Raasta Autotech Private Limited	-	44



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Rosmerta Digital Services Limited
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Notes to the financial statements for the year ended on March 31, 2024
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Purchase		
Rosmerta Road Safety Private Limited	334	-
Rosmerta Safety System Limited	56	-
Raasta Autotech Private Limited	-	1,756
Business support expenses		
Rosmerta Technologies Limited	33,956	-
Other		
Rosmerta Auto Plates Pvt Ltd (Formerly Link Autotech Private Limited)	460	-
Rosmerta Registration Plate Private Limited	467	-
Outstanding Balances		
	As at	As at
	March 31, 2024	March 31, 2023
Borrowings		
Rosmerta Technologies Limited	149,901	131,828
Trade payable		
Rosmerta Autotech Limited	-	12
Rosmerta Auto Plates Pvt Ltd (Formerly Link Autotech Private Limited)	-	446
Rosmerta Registration Plate Private Limited	-	209
Trade receivable		
Rosmerta Safety System Limited	-	4,589
Rosmerta Technologies Limited	69	107
Rosmerta Autotech Limited	-	3
Raasta Autotech Private Limited	-	2,717

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 bank. For the year March 31, 2024, 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 Disclosures on Financial instrument

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2.

Financial instruments – Fair values and risk management

Financial assets and liabilities

- 1) The fair value of trade receivables, cash and cash equivalents, other balances with bank, other financial assets, trade payables, borrowings and other financial liabilities are 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.
- 3) Lease liabilities are discounted using an appropriate discounting rate where the time value of money is material.
- 4) There are no financial instruments which are measured at fair value through statement of profit and loss or fair value through Other Comprehensive Income as at 31 March 2024, and 31 March 2023.

A. Financial instruments by category

Particulars	As at March 31, 2024		
	FVTOCI	FVTPL	Amortised
Financial assets			
(i) Trade receivables	-	-	165,765
(ii) Cash and cash equivalents	-	-	43,922
(iii) Other bank balances	-	-	106
(iv) Other financial assets	-	-	119,462
Total	-	-	329,255
Financial liabilities			
(i) Borrowings	-	-	149,901
(ii) Lease liabilities	-	-	698
(iii) Trade payables	-	-	56,413
(iv) Other financial liabilities	-	-	13,983
Total	-	-	220,995
As at March 31, 2023			
Particulars			
	FVTOCI	FVTPL	Amortised
Financial assets			
(i) Trade receivables	-	-	80,578
(ii) Cash and cash equivalents	-	-	16,185
(iii) Other bank balances	-	-	100
(iv) Other financial assets	-	-	80,592
Total	-	-	177,455
Financial liabilities			
(i) Borrowings	-	-	131,828
(ii) Lease liabilities	-	-	-
(iii) Trade payables	-	-	18,236
(iv) Other financial liabilities	-	-	13,886
Total	-	-	163,950



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Rosmerita Digital Services Limited
(Formerly known as Rosmerita Digital Services Private Limited)
(CIN U74999DL2021PLC386542)

Notes to the financial statements for the year ended on March 31, 2024

(All amounts in ₹ thousand, unless otherwise stated)

Fair value measurement

The Company uses the following hierarchy for fair value measurement of the company's financial assets and liabilities

Level 1: Quoted prices NAV (unadjusted) in active markets for identical assets and liabilities at the measurement date.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The Company does not have any financial assets or financial liabilities which is required to be measured at fair value.

28. Financial risk management

Risk management framework

The Chief Operating Decision Maker (CODM) being the Board of Directors (Board) has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management systems are reviewed regularly to effect changes in market conditions and Company's activities. The Company, through its standards and procedures, aims to maintain discipline and constructive control environment in which all employees understand their roles and obligations. The Company's Chief Operating Decision Maker (CODM) monitors compliance with Company's procedures and reviews the adequacy of the risk management framework in relation to risk faced by the Company.

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 a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk arises from trade receivables, other financial assets and cash and bank balance.

The Company is exposed to credit risk on its financial assets, which comprise cash and cash equivalents, bank deposits, trade receivables and other financial assets. The exposure to credit risks arises from the potential failure of counter parties to meet their obligations. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial instruments.

- i. *Financial assets that are neither past due nor impaired*

The Company has an established process to evaluate the creditworthiness of its customers to minimise potential credit risk. Credit evaluations are performed by the Company before agreements to render services are entered into with prospective customers. Outstanding customer receivables are regularly monitored. One customer of the Company individually accounted for more than 50% of the outstanding trade receivable as at March 31, 2024 : One customer, March 31, 2023).

The Company's credit period generally ranges from 30 - 60 days. The amounts outstanding in the statement of assets and liabilities represent the maximum exposure to credit risk. There is a concentration risk with respect to trade receivables since they are concentrated in one customer individually.

Outstanding customer receivables are regularly monitored. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical data and ageing of accounts receivable. The Company creates allowance for unsecured receivables based on historical credit loss experience, industry practice and business environment in which the entity operates and is adjusted for forward looking information. Subsequently when the Company is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

Refer table below for movement in the provision for expected credit losses:

Expected credit loss allowance	For the year ended March 31, 2024	For the year ended March 31, 2023
Outstanding Balances		
At the beginning of the period / year	-	-
Provision made during the period / year	4,015	-
(Utilised) / (reversed) during the period / year	-	-
At the end of the period / year	4,015	-

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 loss (if any) recognised represent the maximum credit exposure. The maximum exposure to credit risk as at 31 March 2024 & 31 March 2023 were as follows.

Particular	As at March 31, 2024	As at March 31, 2023
Trade receivables	165,765	80,578
Cash and cash equivalents	43,922	16,185
Bank balances other than	106	100
Other financial Assets	119,462	80,592
Total	329,255	177,455



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Rosmerta Digital Services Limited
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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. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirement. The Chief Operating Decision Maker (CODM) being the Board of Directors (Board) Management manages the liquidity risk by monitoring cash flow forecasts on a periodic basis and maturity profiles of financial assets and liabilities.

The Company monitors its risk of shortage of funds on a regular basis. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no significant liquidity risk is perceived.

Maturities of financial liabilities:

The following table shows a maturity analysis of the anticipated cash flows excluding interest obligations for the Company's financial liabilities on an undiscounted basis, which may differ from both carrying value and fair value.

Particulars	Carrying Amount	Contractual cash flows				Total
		< 1 year	1-2 year	2-5 year	More than-5 years	
As at March 31, 2024						
Borrowings	149,901	149,901	-	-	-	149,901
Lease liabilities	698	300	300	175	-	775
Trade payable	56,413	56,413	-	-	-	56,413
Other financial liabilities	13,983	13,983	-	-	-	13,983
	220,995	220,597	300	175	-	221,072
Particulars	Carrying Amount	Contractual cash flows				Total
		< 1 year	1-2 year	2-5 year	More than-5 years	
As at March 31, 2023						
Borrowings	131,828	131,828	-	-	-	131,828
Trade payable	18,236	18,236	-	-	-	18,236
Other financial liabilities	13,886	13,886	940	-	-	13,886
	163,950	163,950	940	-	-	163,950

iii. Market risk

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, 2024 and March 31, 2023 the Company does not have any foreign currency risk.

The Company does not deal in foreign currencies. Hence, the foreign currency risk is not applicable to the Company.

Interest rate risk

Interest rate is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of change in market interest rate. The company's exposure to the risk of change in market interest rate relates primarily to the company's debt obligation with floating interest rate. Thus profits and cash flow from financing activities are dependent on market interest rate.

The exposure of the Company borrowing to interest rate changes as reported at the end of the reporting period are as follows:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Fixed rate borrowings- From Related Party	149,901	131,828
Floating rate borrowings	-	-
Interest Free borrowings- From Related Party	-	-
Interest Free borrowings- From others	-	-
Total borrowings (Fixed, Floating and Interest Free)	149,901	131,828

Interest rate sensitivity

Since the Company is only having fixed rate interest, hence the risk is not applicable.

Price risk

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



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Rosmerta Digital Services Limited
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Notes to the financial statements for the year ended on March 31, 2024
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29 **Operating Segment**

The Company has engaged in the business of providing "Digitally Enabled Service and automotive components/accessories" and has only reportable segment in accordance with IND AS-108 'Operating Segment'. The information relating to this operating segment is reviewed regularly by the Board of Directors to make decisions about resources to be allocated and to assess its performance. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in the segment, and are as set out in the material accounting policies.

Other information

Total revenue from three customer constitute of 82% of the total revenue of the company (31 March 2023: 56%).

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.

The objective of the Group's capital management structure is to ensure that there remains sufficient liquidity within the Group to carry out committed work programme requirements. The Group monitors the long term and short term cash flow requirements of the business in order to assess the requirement for changes to the capital structure to meet that objective and to maintain flexibility.

The Group manages its capital structure and makes adjustments to it, in light of changes to economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital, issue new shares for cash, repay debt, put in place new debt facilities or undertake other such restructuring activities as appropriate. No changes were made in the objectives, policies or processes during the period/years.

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings	1,49,901	1,31,828
Lease liabilities	698	-
Total Debt	1,50,599	1,31,828
Less : Cash and cash equivalent	43,922	16,185
Net debts	1,06,677	1,15,643
Total Equity	1,22,132	15,916
Total Debt and Equity	2,28,809	1,31,559
Gearing ratio (%)	46.62%	87.90%

Dividend

The Company has not paid any dividend to its shareholders for financial year ended March 31, 2024, March 31, 2023

31 As per the information available with the management, there is no outstanding of capital and other commitment as at March 31, 2024.

32 **MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006**

Particulars	As at March 31, 2024	As at March 31, 2023
Principal amount and Interest due thereon remaining unpaid to any		
- Principal	436	200
- 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.	-	-
	436	200



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Rosmerta Digital Services Limited
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Notes to the financial statements for the year ended on March 31, 2024

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33 Financial ratios

S.No	Ratio	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	Variance	Reason if any
1	Current ratio	Current assets	Current liabilities	1.49	1.08	38.28%	Due to increase in working capital.
2	Debt - equity ratio	Total debt	Share holders' Equity	1.23	8.28	-85.18%	Due to positive increase in net worth of the Company
3	Debt service coverage ratio	Earning available for debt service	Debt service	10.92	3.71	194.01%	Due to increase in profitability during the year
4	Return on equity (ROE)	Net profit after taxes	Average shareholders' equity	1.53	2.06	-25.70%	Due to increase net worth of the company
5	Inventory turnover ratio	Cost of goods sold	Average closing inventory	86.12	15.28	463.61%	Due to increase in COGS during the year in increase in channel sales
6	Trade receivables turnover ratio	Net sales	Average accounts receivables	6.84	5.95	14.88%	-
7	Trade payables turnover ratio	Net purchases	Average trade payables	10.93	5.37	103.65%	Due in increase in turnover .
8	Net capital turnover ratio	Net Sales	Average working capital	12.41	63.19	-80.37%	Due to increase in working capital during the year
9	Net profit ratio	Net profit	Net sales	0.13	0.05	150.98%	Due to increase in profitability during the year
10	Return on capital employed (ROCE)	Earning before interest and taxes	Capital employed	1.24	1.82	-31.49%	Due to increase in working capital during the year

Notes:

The Company does not have interest 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, 2024, and as at March 31, 2023

35 **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, 2024	As at March 31, 2023
Company's contribution to Provident Fund	2,344	1,273
Company's contribution to Employee State Insurance Scheme	1,975	1,984
Total	4,319	3,257

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	2,968	378
Acquisition adjustment	-	-
Interest Cost	218	27
Service Cost	3,190	2,469
Past Service Cost including curtailment Gains/Losses	-	-
Benefits Paid	-	-
Total Actuarial (Gain)/Loss on Obligation	(754)	94
Present value of obligation as at the End of the period	5,622	2,968
Remeasurement gains / (losses)	-	-
Actuarial (gain) loss arising from	-	-
-Changes in financial assumptions	104	(71)
-Changes in demographic assumptions	-	-
-Changes in experience adjustments	(858)	165
	(754)	94

c) **Fair value of plan assets**

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

d) **Amount Recognised in balance sheet**

Defined benefit obligation at the end of the year	5,623	2,968
Fair value of plan assets at the end of the year	-	-
Recognised in the balance sheet	5,623	2,968
Current portion of above	9	4
Non Current portion of above	5,614	2,964

e) **Expense recognised in the Statement of profit & loss**

Total Service Cost	3,190	2,469
Net Interest Cost	219	27
Expense recognized in the Income Statement	3,409	2,496

f) **The significant actuarial assumptions used for the purposes of the actuarial valuation were as follows:**

Discounting rate	7.25	7.36
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	(533)	(287)
Changes in liability for 0.5% decrease in discount rate	607	327
Changes in liability for 0.5% increase in salary growth rate	594	320
Changes in liability for 0.5% decrease in salary growth rate	(528)	(284)



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Notes to the financial statements for the year ended on March 31, 2024

(All amounts in ₹ thousand, unless otherwise stated)

h) **Maturity Profile of Defined Benefit Obligation**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
0 to 1 Year	9	4
1 to 2 Year	12	3
2 to 3 Year	83	8
3 to 4 Year	466	57
4 to 5 Year	111	308
5 to 6 Year	104	56
6 Year onwards	4,837	2,532
Total expected payments	5,623	2,968

36 **Leases**

(i) The Company's lease asset primarily consist of leases of buildings for offices and plant and machinery having the various lease terms. The Company also has most of the leases of with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

(ii) The carrying value of right to use assets and movement thereof are disclosed in note 4.

(iii) The following is the carrying value lease liability and movement thereof:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Balance as at 1st April, 2022		-
Addition during the year		-
Finance cost accrued during the year		-
Payment of lease liabilities including interest		-
Balance as at 31st March, 2023		-
Addition during the year		787
Finance cost accrued during the year		24
Payment of lease liabilities including interest		113
Balance as at 31st March, 2024		698

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Current maturity of lease liability	300	-
Non Current lease liability	398	-

iv) **Amounts recognised in the statement of profit and loss during the year**

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Depreciation charge of right-of-use assets - leasehold assets	90	-
Finance cost accrued during the year (included in finance cost)	24	-
	114	-

v) The Company has applied a single discount rate to a portfolio of leases of a similar assets in similar economic environment with similar end date.

37 **Other Statutory Information**

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

(xii) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

(xiii) The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year



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Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)
(CIN U74999DL2021PLC386542)
Notes to the financial statements for the year ended on March 31, 2024
(All amounts in ₹ thousand, unless otherwise stated)

- 38 The Company has increased its Authorised Capital from Rupees Ten Lakhs to Rupees Eleven Crores after the approval sought in shareholders' meeting held on 30th April 2024.
- 39 Previous year figures have been reclassified/regrouped wherever necessary
- 40 Dividend
Board of directors of the company in their meeting held on June, 21,2024 proposed dividend of Rs 0.50 (5% of face value of share) per equity share in respect of the year ended marh 31, 2024, subject to approvable of the shareholders at the annual general meeting.
- 41 Subsequent to the period ended March 31,2024 status of the Company was changed from private to public company. Cosequently the name of Rosmerta Digital Services Private Limited was changed to Rosmerta Digital Services Limited and a fresh certificate of incorporation pursuant to change of name was issued by Registrar of company (ROC) on June 3,2024.
- 42 Subsequent to year ended March '24 the board of director proposed on board meeting held on June 21, 2024, the issue of bonus shares of 70,00,000 equity shares of Rs.10/- each in the proportion of 700:1 , i.e. 700 (Seven Hundred) Bonus Equity Shares of Rs. 10/- each for every 1 (one) fully paid-up Equity Share of Rs. 10/- each held by the existing shareholders of Company.

As per our report of even date attached.

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm's Registration No.000756N/N500441

Sunil Wahal
Partner
M.No. 087294
Place: New Delhi
Date: June 21, 2024



For and on behalf of Board of Directors
Rosmerta Digital Services Limited
(Formerly known as Rosmerta Digital Services Private Limited)

Brijesh Singh
Director
DIN : 03217960

Mukesh Malhotra
Director
DIN : 01345153



Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

1. Corporate Information

The attached financial statement are of Rosmerta Digital Services Limited (formerly know as 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 Plot no. 402, 4th floor world trade tower, Barakhamba lane, Connaught place New Delhi- 110001.

To carry on the business of Digital Marketing Services, Artificial intelligence, machine learning, outsourcing services, IT enabled services, deal in all kinds of spare parts of automotive, auto ancillaries, auto accessories, and logistics services of goods, products, materials to various destinations including any kind of last mile logistics services.

2. Basis of preparation, measurement and material accounting policies:

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 April 1, 2022

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. 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 recognized prospectively.

C. 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.



Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

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:

- I. Expected to be realised or intended to be sold or consumed in normal operating cycle;
- II. Held for primary purpose of trading;
- III. Expected to be realised within twelve months after reporting period; or
- IV. 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:

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

D. 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 customer are as per business practice and the financing component, if significant, is separated from the transaction price and



Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

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 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.

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.

E. Other income

Other income is comprised primarily of interest income and lease, Interest income is recognized using the effective interest method.

F. Financial instruments

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

i. 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.



Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

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.

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



Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

Outstanding customer receivables are regularly monitored. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical data and ageing of accounts receivable. The Company creates allowance for unsecured receivables based on historical credit loss experience, industry practice and business environment in which the entity operates and is adjusted for forward looking information. Subsequently when the Company is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

For Trade Receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables.

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.

ii. 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.

iii. 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.



Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

iv. 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.

G. Income taxes

Tax expenses comprise of current and deferred tax.

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.

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.

H. 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 consist 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.



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Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

I. 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.

J. 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.

K. Segment reporting

The Company has engaged in the business of providing "Digitally Enabled Service and automotive components/accessories" and has only reportable segment in accordance with IND AS-108 'Operating Segment'. The information relating to this operating segment is reviewed regularly by the Board of Directors to make decisions about resources to be allocated and to assess its performance. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in the segment, and are as set out in the material accounting policies.

L. 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.



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Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

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.

M. 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 pro rata basis on straight line method based on estimated useful life of assets given below:

Category of assets	Estimated useful life
Computers	3 years
Plant & Machineries	5 Years
Furniture & Fixtures	10 Years

N. Retirement and other employee benefits

i. 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

ii. 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 recognized 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.



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Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

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 recognized 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

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.

O. Assumptions and estimation uncertainties

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment recognized 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,

P. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost

Q. Lease Liabilities

The Company's lease asset classes primarily consist of leases for Land & Buildings,. The Company assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:



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Rosmerta Digital Services Limited
(formerly known as Rosmerta Digital Services Private Limited)
Notes to the financial statement for the year ended March 31, 2024

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

The right-of-use asset is a lessee's right to use an asset over the life of a lease. At the date of commencement of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short-term leases and leases of low value assets. For these, the Company recognises the lease payments as an operating expense.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease Liability has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

R. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average cost basis. Cost of raw materials includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. The aforesaid items are valued at net realisable value if the traded goods in which they are to be incorporated are expected to be sold at a loss.

S. Recent accounting pronouncements and changes in accounting standards

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.



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