



ARTH & ASSOCIATES

Chartered Accountants

Office No 102/103, Beena Apartments, Behind Chrysalis Institute, S. B. Road, Pune – 411016

PAN NO. AAIFR3176Q

GSTN. 27AAIFR3176Q1ZF

Independent Auditor's Report

To the Members of Teamlease Regtech Private Limited
(Formerly known as “Avantis Regtech Private Limited”)

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying Financial Statements of Teamlease Regtech Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss Account (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flows for the year ended on that date and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.
2. 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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and total comprehensive income (comprising loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAS) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India 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.

Other Information

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

Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available 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 Directors report, if we conclude that there is a material misstatement there in, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

INDEPENDENT AUDITOR'S REPORT

To the Members of Teamlease Regtech Private Limited (Formerly known as "Avantis Regtech Private Limited")
Report on audit of the Financial Statements

Responsibilities of management and those charged with governance for the financial statements

5. 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 Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets 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.
6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

7. 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 SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
8. As part of an audit in accordance with SAS, we exercise professional judgment and maintain professional scepticism throughout the audit. We also;
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements 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.

INDEPENDENT AUDITOR'S REPORT

To the Members of Teamlease Regtech Private Limited (Formerly known as "Avantis Regtech Private Limited")

Report on audit of the Financial Statements

- 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.
9. 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.
 10. 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

11. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. 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 the matters stated in the paragraph g(vii) below on reporting under Rule 11(g).
 - (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 Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 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) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2024.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024.
 - (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign

INDEPENDENT AUDITOR'S REPORT

To the Members of Teamlease Regtech Private Limited (Formerly known as "Avantis Regtech Private Limited")
Report on audit of the Financial Statements

entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons 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.

(iv) (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("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; and


(iv) (c) Based on such audit procedures that we 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 (a) and (b) contain any material misstatement.

(v) The Company has not declared or paid any dividend during the year.

(vi) The Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(vii) As described in detail in note 40 to the financial statements, the Company has migrated to new accounting software called SAGE from Tally during the financial year and thus two software's were used for maintenance of books of accounts during the year. Based on our examination of the records and information and explanations provided by the management, the edit log feature was not enabled in Tally Software. Further, considering the migration to new accounting software, Company is still in the process of establishing necessary controls and documentation regarding audit trail in SAGE software.

For ARTH and Associates
Chartered Accountants
Firm Registration Number 100868W

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Date: 2024.05.15 23:20:47
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Arti Telang

Partner

Membership Number : 113368

UDIN: 24113368BKBIV7245

Date: May 15, 2024

Place: Pune

Annexure A to Independent Auditors' Report

Referred to in paragraph [12(f)] of the Independent Auditors' Report of even date to the Members of Teamlease Regtech Private Limited (formerly known as "Avantis Regtech Private Limited") on the financial statements for the year ended March 31, 2024.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Teamlease Regtech Private Limited (formerly known as "Avantis Regtech 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

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. 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 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 ICAI. 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.
4. 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.
5. 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 to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls 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 controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and

Annexure A to Independent Auditors' Report

Referred to in paragraph [12(f)] of the Independent Auditors' Report of even date to the Members of Teamlease Regtech Private Limited (formerly known as "Avantis Regtech Private Limited") on the financial statements for the year ended March 31, 2024.

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ARTH and Associates
Chartered Accountants
Firm Registration Number 100868W

ARTI SAMIR Digitally signed by
ARTI SAMIR TELANG
TELANG Date: 2024.05.15
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Arti Telang
Partner
Membership Number :113368
UDIN: 24113368BKBIVV7245

Date: May 15, 2024
Place: Pune

Annexure B to Independent Auditors' Report

Referred to in paragraph [11] Of the Independent Auditors' Report of even date to the Members of Teamlease Regtech Private Limited (Formerly known as "Avantis Regtech Private Limited") on the financial statements as of and for the year ended March 31,2024.

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

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

(b) The Property, Plant and Equipment of the Company have been physically verified by the Management at the year end and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) According to the information and explanations given to us and the records of the Company examined by us, the Company does not own any immovable properties. Therefore, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.

(d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and intangible assets. Therefore, the provisions of clause 3(i)(d) of the Order are not applicable to the Company.

(e) Based on the information no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, Therefore, the provisions of clause 3(i)(e) of the Order are not applicable to the Company.

ii.(a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.

ii (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable to the Company..

iii.(a) There were no loans /advances in nature of loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.

(b) The Company has not made any investments, granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b),(iii)(c), (iii)(d), (iii)(e) and of the Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under subsection (1) of Section 148 of the Act for any of the products of the Company.

vii.(a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is not regular in depositing the undisputed statutory dues, including, provident fund, employees' state insurance, income tax (TDS), goods and service tax (GST). The Company has been regular in depositing profession tax and with the applicable authorities. The extent of the arrears

Annexure B to Independent Auditors' Report

Referred to in paragraph [11] Of the Independent Auditors' Report of even date to the Members of Teamlease Regtech Private Limited (Formerly known as "Avantis Regtech Private Limited") on the financial statements as of and for the year ended March 31,2024.

of statutory dues outstanding as at March 31, 2024, for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of dues	Amount (₹ Lakhs)	Period to which the amount relates	Due date	Date of Payment	Remarks, if any
Provident Fund Act, 1952	Provident Fund	0.07	May 2021	15/06/2021	Not paid	

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.

viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix.(a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not raised funds on short term basis.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, no reporting under clause ix(g) is required to be made.

(x)(a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(x)(b). The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under 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, and according to the information and

Annexure B to Independent Auditors' Report

Referred to in paragraph [11] Of the Independent Auditors' Report of even date to the Members of Teamlease Regtech Private Limited (Formerly known as "Avantis Regtech Private Limited") on the financial statements as of and for the year ended March 31,2024.

explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(xi)(b) 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, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(xi)(c) 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, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

(xiv) The Company is not mandated to have an internal audit system during the year.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

(xvi)(a) The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(xvi) (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

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

(xvi)(d) Based on the information and explanations provided by the Management of the Company, the Group does not have any CIC's, which are part of the group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause (xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year under reporting and in the preceding previous year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 39 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge

Annexure B to Independent Auditors' Report

Referred to in paragraph [11] Of the Independent Auditors' Report of even date to the Members of Teamlease Regtech Private Limited (Formerly known as "Avantis Regtech Private Limited") on the financial statements as of and for the year ended March 31,2024.

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) (a) The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. 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 Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For ARTH & Associates
Chartered Accountants
Firm Registration Number: 100868W

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ARTI SAMIR TELANG
TELANG Date: 2024.05.15
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Arti Telang
Partner
Membership Number :113368
UDIN: 24113368BKBIYV7245

Date: May 15, 2024

Place: Pune

Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

Balance Sheet as at March 31, 2024

(All amounts in ₹ In Lakhs, unless otherwise stated)

	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, Plant and Equipment	4	23.32	14.73
Intangible assets	5(a)	137.54	230.64
Intangible assets under development	5(b)	136.99	55.08
Financial assets			
Other financial assets	6	0.50	0.60
Deferred tax assets (net)	7	301.28	261.80
Other non-current tax asset (net)	8	141.86	138.22
Total non-current assets		741.49	701.07
Current assets			
Financial assets			
(i) Trade receivables	9	220.45	229.75
(ii) Cash and cash equivalents	10	155.80	134.76
(iii) Bank balances other than cash and cash equivalents	11	146.04	81.51
(v) Other financial assets	6	30.13	4.13
Contract Asset	12	33.45	6.31
Other current assets	13	21.27	7.22
Total current assets		607.13	463.68
Total assets		1,348.62	1,164.75
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	14	2.08	2.08
Other equity	15	626.71	720.91
Total equity		628.79	722.99
LIABILITIES			
Non-current liabilities:			
Financial liabilities			
(i) Employee defined benefit liabilities	16	150.04	60.80
Total non-current liabilities		150.04	60.80
Current liabilities:			
Financial liabilities			
(i) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	17	41.86	1.17
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17	61.90	61.50
(ii) Other financial liabilities	18	137.01	108.92
Employee defined benefit liabilities	16	30.72	6.70
Contract liabilities	19	156.02	118.20
Other current liabilities	20	142.29	84.46
Total current liabilities		569.79	380.95
Total equity and liabilities		1,348.62	1,164.75

Summary of significant accounting policies 1-3

The accompanying notes are an integral part of the financial statements.
This is the balance sheet referred to in our report of even date.

For ARTH & Associates
Chartered Accountants
Firm Registration Number: 100868W

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Date: 2024.05.15
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Arti Telang
Partner
Membership No. 113368

Place: Pune
Date: May 15, 2024



For and on behalf of the Board of Directors
Teamlease Regtech Private Limited

SANDEEP
PRADEEP
AGRAWAL
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SANDEEP PRADEEP
AGRAWAL
Date: 2024.05.15
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Sandeep Agrawal
Director
DIN No : 05015428

Place: Pune
Date: May 15, 2024

RISHI
AGRAWAL
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RISHI AGRAWAL
Date: 2024.05.15
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Rishi Agrawal
Director
DIN No : 06614269

Place: Pune
Date: May 15, 2024



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

Statement of Profit and Loss for the year ended March 31, 2024

(All amounts in ₹ In Lakhs, unless otherwise stated)

	Notes	March 31, 2024	March 31, 2023
Income			
Revenue from operations	21	1,806.66	1,301.33
Other income	22	10.26	8.65
Total income		1,816.92	1,309.98
Expenses			
Employee benefit expenses	23	1,414.55	998.23
Depreciation and amortization expenses	24	104.33	110.15
Other expenses	25	394.34	262.20
Total expenses		1,913.22	1,370.58
Profit before tax		(96.30)	(60.60)
Tax expense:			
- Current tax		-	-
- Deferred tax charge/ (credit)	7	(29.68)	10.05
- Tax adjustment for earlier years		-	-
Total tax expense		(29.68)	10.05
Profit for the year		(66.63)	(70.63)
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss:			
Remeasurement gains/(losses) of defined benefits obligation		(38.95)	13.79
Income tax relating to items that will not be reclassified to profit or loss		9.80	(3.47)
Other comprehensive income for the year, net of tax		(29.15)	10.32
Total comprehensive income for the year, net of tax		(95.78)	(60.31)
Loss per equity share:			
Basic and diluted (₹)	26	(32.04)	(33.96)

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.
This is the statement of profit and loss referred to in our report of even date.

For ARTH & Associates
Chartered Accountants
Firm Registration Number: 100868W

ARTI SAMIR TELANG
Digitally signed by ARTI SAMIR TELANG
Date: 2024.05.15 23:10:03 +05'30'

Arti Telang
Partner
Membership No. 113368

Place: Pune
Date: May 15, 2024



For and on behalf of the Board of Directors
Teamlease Regtech Private Limited

SANDEEP PRADEEP AGRAWAL
Digitally signed by SANDEEP PRADEEP AGRAWAL
Date: 2024.05.15 20:48:37 +05'30'

Sandeep Agrawal
Director
DIN No : 05015428

Place: Pune
Date: May 15, 2024

RISHI AGRAWAL
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Date: 2024.05.15 20:44:27 +05'30'

Rishi Agrawal
Director
DIN No : 06614269

Place: Pune
Date: May 15, 2024



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

Statement of Cash Flow for the year ended March 31, 2024
(All amounts in ₹ In Lakhs, unless otherwise stated)

	March 31, 2024	March 31, 2023
A: Cash Flow from Operating Activities :		
(Loss) before Taxation	(96.30)	(60.60)
Add: Adjustments for		
Depreciation of property, plant and equipment and Right of Use Assets	11.24	7.34
Amortisation of intangible assets	93.09	102.81
Employee ESOP Compensation Account	1.57	-
Provision for RDD	7.80	17.06
Interest on bank deposit	(5.50)	(3.71)
Interest on income tax refund	(4.74)	-
CWIP Write off	38.27	-
Loss on Sale of Asset/Write off	0.81	-
Sundry balances written back	(0.02)	-
Operating cash flows before working capital changes	46.22	62.91
Changes in Working Capital		
Decrease/(Increase) in trade receivables	1.50	(97.86)
Decrease/(Increase) in financial assets	(25.99)	(2.09)
Decrease/(Increase) in other financial assets	0.10	(0.60)
(Increase)/Decrease in contract assets	(27.14)	7.35
(Increase) in other current assets	(14.05)	(1.55)
Increase in trade payables	41.10	17.31
Increase in other financial liabilities	28.09	20.13
Increase in contract liabilities	37.82	55.37
Increase in other current liabilities	57.83	46.32
Increase in employee defined benefit obligations	74.30	23.14
Cash generated/(utilised)/from Operations	219.78	130.41
Income tax paid (including TDS) (net of refunds and interest thereon)	1.11	(35.32)
Net Cash (utilised) Operating activities (A)	220.89	95.10
B: Cash Flow from Investing Activities		
Purchase of property, plant and equipment	(20.64)	(10.52)
Purchase of Intangible Assets & Cost incurred on internally generated softwares (including CWIP)	(120.18)	(25.95)
Proceeds from disposal of property, plant and equipment	-	-
Amounts invested in fixed deposits with banks (net of redemption)	(64.53)	-
Interest income on bank deposits	5.50	3.71
Net Cash used in Investing Activities (B)	(199.85)	(32.76)
C Net Increase/(Decrease) in Cash and Cash Equivalents (A+B)	21.04	62.35
Opening Balance of Cash & Cash Equivalents	134.76	72.40
Cash and cash equivalents comprise		
Balance with banks		
On Current Accounts	155.80	134.15
Cash on hand	0.00	0.61
Closing Balance of Cash & Cash Equivalents	155.80	134.76

Summary of significant accounting policies (Refer Note 1 to 3)

The accompanying notes are an integral part of the financial statements.
This is the statement of cash flow referred to in our report of even date.

For ARTH & Associates
Chartered Accountants
Firm Registration Number: 100868W

ARTI SAMIR
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TELANG
TELANG
Date: 2024.05.15
23:10:50 +05'30'

Arti Telang
Partner
Membership No. 113368

Place: Pune
Date: May 15, 2024



For and on behalf of the Board of Directors
Teamlease Regtech Private Limited

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Sandeep Agrawal
Director
DIN No : 05015428

Place: Pune
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Date: 2024.05.15
20:45:05 +05'30'

Rishi Agrawal
Director
DIN No : 06614269

Place: Pune
Date: May 15, 2024



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

Statement of Changes in Equity for the year ended March 31, 2024

(All amounts in ₹ In Lakhs, unless otherwise stated)

Issued, subscribed and fully paid share capital

a. Equity share capital:

Equity shares of ₹ 1 each:

Balance at the beginning of the year

Changes in Equity Share capital due to prior period errors

Restated balance at the beginning of the year

Additions during the year (Right Issue)

Additions during the year (early conversion of CCPS)

Balance at the end of the year

March 31, 2024		March 31, 2023	
Numbers	Amount	Numbers	Amount
2,07,992	2.08	2,07,992	2.08
-	-	-	-
2,07,992	2.08	2,07,992	2.08
-	-	-	-
-	-	-	-
2,07,992	2.08	2,07,992	2.08

b. Other equity

Particulars	Equity Component of financial instruments	Share Based Payment Reserve Account	Share Application	Attributable to equity holders of the Company		Total other equity
				Securities Premium	Retained earnings	Total
Balance as at March 31, 2022	(0.00)	-	-	1,628.40	(847.16)	781.24
Amount received on issue of equity shares	-	-	-	-	-	-
Profit/(loss) for the year	-	-	-	-	(70.64)	(70.64)
Reversal of wrong accounting of Deferred tax on Equity component	-	-	-	-	-	-
Conversion of CCPS shares to Equity Share Capital	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	10.32	10.32
Balance as at March 31, 2023	(0.00)	-	-	1,628.40	(907.48)	720.92
Amount received on issue of equity shares	-	-	-	-	-	-
Profit/(loss) for the year	-	-	-	-	(66.63)	(66.63)
Employee ESOP Compensation Expense	-	1.57	-	-	-	1.57
Reversal of wrong accounting of Deferred tax on Equity component	-	-	-	-	-	-
Conversion of CCPS shares to Equity Share Capital	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	(29.15)	(29.15)
Balance as at March 31, 2024	(0.00)	1.57	-	1,628.40	(1,003.26)	626.71

The above consolidated statement of change in equity be read in conjunction with the accompanying notes.

This is the statement of changes in equity referred to in our report of even date.

For ARTH & Associates

Chartered Accountants

Firm Registration Number: 100868W

ARTI
SAMIR
TELANG
Digitally signed by ARTI SAMIR
Date: 2024.05.15
23:11:32 +05'30'

Arti Telang

Partner

Membership No. 113368

Place: Pune

Date: May 15, 2024



For and on behalf of the Board of Directors

Teamlease Regtech Private Limited

SANDEEP
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Digitally signed by SANDEEP PRADEEP AGRAWAL
Date: 2024.05.15
20:47:59 +05'30'

Sandeep Agrawal

Director

DIN No : 05015428

Place: Pune

Date: May 15, 2024

RISHI
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Date: 2024.05.15
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Rishi Agrawal

Director

DIN No : 06614269

Place: Pune

Date: May 15, 2024



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

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

1 Corporate Information

Teamlease Regtech Private Limited (formerly known as "Avantis Regtech Private Limited") (the "Company") is a Regulatory Technology Company incorporated on October 12, 2018. The Company currently provides Legal Compliance Management Product, Secretarial Compliance Module, Labour Compliance Module, Contract Management Product & Audit Management Product and allied services. The Company also provides services relating to compliance support and review services.

This note provides a list of the significant accounting policies adopted in the preparation of these Ind AS financial statements. Accounting policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires a change in the accounting policy hitherto in use.

2 Significant Accounting Policies

(i) Compliance with Ind AS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) and the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2021.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis and on accrual basis, except for the following:

- a) Certain financial assets and liabilities measured at fair value as explained in the accounting policies below ; and
- b) Defined benefit plan assets measured at fair value;

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

3 Summary of significant accounting policies

3.1 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

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

3.2 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates i.e. the "functional currency". The financial statements are presented in Indian rupee (₹), which is functional and presentation currency of the Company.

(ii) Transactions and balances

Foreign currency transactions are initially recorded by the company at their respective functional currency spot rate at the date the transaction first qualifies for recognition.

- 1) Monetary assets and liabilities denominated in foreign currencies and measured at historical cost are translated at the functional currency spot rates of exchange at the reporting date.
- 2) Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are translated using the exchange rates at the date of the initial transactions. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when fair value was determined.
- 3) Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the year in which they arise.



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

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

3.3 Revenue Recognition

(i) Sale of Services/Software

(i) Revenue is recognized upon completion of promised services to customers on activation of license subscription at an amount that reflects the consideration which the company expects to receive in exchange of those services. Revenue is measured based on the transaction price and excludes taxes collected from customers.

(ii) Revenue related to fixed price maintenance and licence fees under subscription model, where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight-lined over the period of performance.

(iii) Revenue from sale of internally generated software (Perpetual License) is recognised based on the point completion of milestones as per contract .

(iv) Revenue in case of professional fees/service fees is recognised when the service is provided at the amount agreed with the customer.

(iv) Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is an unconditional right to receive cash, and only passage of time is required, as per contractual terms.

(v) Unearned and deferred revenue (“contract liability”) is recognised when there are billings in excess of revenues.

(ii) Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the Effective Interest Rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit or loss.

3.4 Taxes

(i) Income Tax

Income tax expense comprises current tax expense and deferred tax asset or liability during the year. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to the items not routed through the statement of profit and loss is recognised in other comprehensive income. Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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.

(ii) Deferred tax

Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except, when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

In case of Deferred tax asset on carry forward tax losses, deferred tax asset is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and for losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.



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

3.5 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right of use Assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset gets transferred to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

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

3.6 Property, Plant & Equipment

Property, Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, non creditable duties and other expense incurred for bringing the asset to its present location and condition. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

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

Depreciation methods, estimated useful lives

Depreciation is calculated using the Straight Line Method (SLM) over their estimated useful lives of the Property, Plant & Equipment as prescribed under Part C of Sch II of the act, except in respect of the following categories of assets, in whose case the assets are depreciated/amortized as under:

- Leasehold Improvements are amortized over the estimated useful economic life i.e. the duration of lease
- Furniture & fixtures are depreciated on a straight line basis over the estimated useful economic life of 5 years.

Asset	Life in Years
Computers	3
Computers (Second hand laptops)	2*
Furniture and fixtures	5
Office equipments	5

* During the year, the Company has re-estimated and revised the useful life of second hand laptops to 2 years based after taking in considering the past trend of usability. The consequent impact in depreciation due to this change in life is considered prospectively over balance life of respective asset.

3.7 (i) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any cost includes expenditure that is directly attributable to the acquisition of the asset.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life on straight line method and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets acquired in a business combination viz. Goodwill do not have definite useful life and thus, are not amortised. However, these assets are tested for impairment on an annual basis. These are further tested for impairment upon any indication of impairment subsequent to annual testing.

(ii) Customer Relationships

Customer relationships acquired in business combination are recognised at fair value at the acquisition date. They have finite useful life and are subsequently carried at cost less accumulated amortisation and impairment loss.

(iii) Internally Generated Softwares

Internally generated intangibles and the related expenditure are reflected in profit or loss in the year in which the expenditure is incurred except for software development cost eligible for capitalisation.

- Internally generated software is recognised as an asset in the books only and only when the company develops an identifiable intangible asset and the following criteria are satisfied:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during the development can be reliably measured.

Directly attributable costs that are capitalised as a part of the software include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

(iv) Goodwill

Goodwill acquired through business combinations is initially recognised at fair value.

Goodwill with indefinite life is tested for impairment each year. The value of Goodwill has been allocated to the one Cash Generating Units (CGUs), i.e Product licenses and related activities (Products) which is also one of the operating and reportable segments, for impairment testing.

(v) Amortisation of Intangibles

Intangible assets including computer software and other software are amortised over a period of 5 years on straightline basis



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

3.8 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that any Property, Plant & Equipment and Intangible assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

3.9 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. Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective Interest Method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(i) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets 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 at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business 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.

Financial assets at fair value through profit and loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

Impairment of financial assets

The company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets mentioned below:

- Financial assets that are debt instrument and are measured at amortised cost
- Financial assets that are debt instruments and are measured as at FVOCI
- Trade receivables under Ind AS 18

The impairment methodology applied depends on whether there has been a significant increase in credit risk. Details of how the company determines whether there has been a significant increase in credit risk is explained in the respective notes.

For impairment of trade receivables, the company chooses to apply practical expedient of providing expected credit loss based on provision matrix and does not require the Company to track changes in credit risk. Percentage of ECL under provision matrix is determined based on historical data as well as futuristic information.

Equity instruments

The company subsequently measures all equity investments at fair value. Where the Company elected to the present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

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

Derecognition of financial assets

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(ii) Financial Liabilities

Financial liabilities at amortised cost

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest 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 term maturity of these instruments.

Financial liabilities at FVTPL

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/loss are not subsequently transferred to the statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other change in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(iv) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

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

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



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

3.10 Cash and cash equivalents

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

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.11 Employee benefits

Post-employment obligations

The company operates the following post-employment schemes:

- (a) defined benefit plans - gratuity, and
- (b) defined contribution plans such as provident fund.

Defined benefit plan

Gratuity obligations

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur in other comprehensive income and is transferred to retained earnings in the statement of changes in equity in the balance sheet. Such accumulated re-measurements are not reclassified to the statement of profit and loss in subsequent periods.

In addition to the above, the Company recognises its liability in respect of gratuity for associate employees and its right of reimbursement as an asset in accordance with Ind AS 19.

Past service costs are recognised in profit or loss on the earlier of :

- a) The date of the plan amendment or curtailment, and
- b) The date that the company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- ▶ Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- ▶ Net interest expense or income

Defined contribution plan

Contribution to Government Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per applicable regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Compensated absences

The employees of the Company are entitled to be compensated for unavailed leave as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation (using the projected unit credit method) at the end of each year. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits and those expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The company's liability is actuarially determined (using Projected Unit Credit Method) at the end of each year. Actuarial gains/ losses are recognised in the Statement of Profit and Loss in the year in which they arise.

3.12 Employee Stock Exchange Plan

The Company recognizes compensation expense relating to share-based payments in net profit based on estimated fair Values of the awards on the grant date. The estimated fair value of awards is recognized as an expense in the statement of profit and loss on a straight line basis over the requisite service period.

3.13 Provisions and contingent liability

Provision

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. When the Company expects some or all of provisions to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.



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

Contingent liability

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond 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 the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

3.14 Cash dividend distribution to equity holders

The Company recognizes a liability to make cash distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

3.15 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit/loss for the year attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to equity holders of the parent (after adjusting for convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

3.16 Significant accounting judgments, estimates and assumptions

Preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(i) Use of Significant judgements in revenue recognition

1) The Company's contracts with customers could include promises to transfer multiple services to a customer. The company assesses the services promised in a contract and identifies distinct performance obligations involves the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

2) Judgement is also required to determine the transaction price for the contracts. The company uses judgement to allocate the transaction price to each performance obligation on the basis of the relative selling price of each distinct service promised in the contract.

3) The company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The company considers indicators such as how customers consumes benefits as services are rendered or who controls the asset as it is being created or existence of the enforceable right to payment for performance to date and alternate use of such service, transfer of significant risks and rewards to customers etc.

4) Revenue from fixed price contract relating to implementation of services is recognised using percentage of completion method. The Company uses judgement to estimate the percentage of completion.

(ii) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(iii) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or a cash generating unit exceeds its recoverable amount which is higher of fair value less costs of disposal and the value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow (DCF) Model and cash flows are derived from the budget for the next five years. The recoverable amount is sensitive to the discount rate used for the Discounted Cash Flow (DCF) Model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

(iv) Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rate of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates. Further details about the gratuity obligations are given in Note No. 28.



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

(v) Useful life of assets considered for depreciation of Property, Plant and Equipment and amortisation of Intangible assets

The charge in respect of periodic depreciation/amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at each financial year end. The lives are based on technical advice, prior asset usage experience and the risk of technological obsolescence.

(vi) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing's and the level of future taxable profits together with future tax planning strategies.

(vii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(viii) Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

(ix) Other estimates:

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

3.17 Operating segment

Identification of segments:

The Company identifies primary format of segment reporting based on risks and rewards affected predominantly by the services rendered. Accordingly, primary format for reporting segment information is business segment with secondary segment information reported geographically.



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

Note 4 : Property, plant and equipment

	<u>Lease Hold Improvements</u>	<u>Furnitures & Fixtures</u>	<u>Computers</u>	<u>Office Equipments</u>	<u>Total</u>
Gross Carrying Amount					
As at March 31, 2022	-	-	34.28	2.16	36.44
Additions/Adjustments	-	0.52	10.00	-	10.52
Deductions/Adjustments	-	-	-	-	-
As at March 31, 2023	-	0.52	44.28	2.16	46.96
Additions/Adjustments	-	-	20.60	0.04	20.64
Deductions/Adjustments	-	-	9.63	-	9.63
As at March 31, 2024	-	0.52	55.26	2.20	57.98
Depreciation & Impairment					
As at March 31, 2022	-	-	23.65	1.24	24.89
Charge for the year	-	0.05	6.86	0.43	7.34
Deductions/Adjustments	-	-	-	-	-
As at March 31, 2023	-	0.05	30.51	1.67	32.23
Additions/Adjustments	-	0.10	10.73	0.41	11.24
Deductions/Adjustments	-	-	8.82	-	8.82
As at March 31, 2024	-	0.15	32.42	2.09	34.66
Net Carrying Amount					
As at March 31, 2022	-	-	10.63	0.92	11.55
As at March 31, 2023	-	0.47	13.77	0.49	14.73
As at March 31, 2024	-	0.37	22.84	0.11	23.32



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Notes to the financial statements for the year ended March 31, 2024
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Note 5(a): Intangible assets

	Aquired Software	Goodwill	Customer Relationships	Trademark	Internally Generated Softwares	SAGE 300 ERP	Total
Gross Carrying Amount							
As at March 31, 2022	0.79	7.10	24.19	-	462.82	-	494.91
Additions	-	-	-	-	34.13	3.00	37.13
Deductions	-	-	-	-	-	-	-
As at March 31, 2023	0.79	7.10	24.19	-	496.95	3.00	532.04
Additions	-	-	-	-	-	-	-
Deductions	-	-	-	-	-	-	-
As at March 31, 2024	0.79	7.10	24.19	-	496.95	3.00	532.04
Amortization & Impairment							
As at March 31, 2022	0.42	-	15.71	-	182.45	-	198.58
Charges for the year	-	-	5.35	-	97.46	-	102.81
As at March 31, 2023	0.42	-	21.06	-	279.91	-	301.39
Adjustment	0.18	-	-	-	(0.16)	-	0.02
Charges for the year	0.14	-	3.13	-	89.23	0.59	93.09
As at March 31, 2024	0.74	-	24.19	-	368.98	0.59	394.50
Net Carrying Amount							
As at March 31, 2023	0.37	7.10	3.13	-	217.04	3.00	230.64
As at March 31, 2024	0.05	7.10	-0.00	-	127.97	2.41	137.54



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Note 5(b): Intangible assets under development

	<u>Vendor Audit Product</u>	<u>NAAC Portal</u>	<u>Tax Litigation</u>	<u>Litigation Plus</u>	<u>SAGE 300 ERP</u>	<u>SEBI</u>	<u>Total</u>
Gross Carrying Amount							
As at March 31, 2022	26.85	11.44	12.29	14.48	1.20	-	66.26
Additions/Adjustments	2.00	14.78	4.77	2.59	1.80		25.95
Capitalisation/adjustments	-	-	17.06	17.07	3.00		37.13
As at March 31, 2023	28.85	26.22	-	-	-	-	55.08
Additions/Adjustments	6.82	12.05				101.32	120.18
Capitalisation/write offs (note 1)		38.27					38.27
As at March 31, 2024	35.67	-	-	-	-	101.32	136.99

Intangible Assets under Development - Ageing

	March 31, 2024					March 31, 2023				
	Less than 1 year	1 year<2 years	2years <3 years	More than 3 years	Total	Less than 1 year	1 year<2 years	2years <3 years	More than 3 years	Total
Projects in Progress	108.14	2.00	16.61	10.26	136.99	14.78	11.44	-	-	26.22
Project temporary suspended (note 2)	0.00	0.00	-	-	-	2.00	16.61	10.26	-	28.87
Total	108.14	2.00	16.61	10.26	136.99	16.78	28.05	10.26	-	55.09

Notes:

1. During the year, the Company has stopped the development of NAAC product after re-considering the economic feasibility of this project considering communications with prospective customers. Hence the amount is written off to Profit & Loss Account during the year 2023-24.

2. Post COVID, Company's management had put on hold on new product development / enhancement for Vendor Audit Management as the Company was not able to deploy any Sales Team for the said Product. The management has now decided to integrate the same with the Compliance Module (AVACOM) from July 2023, The project is expected to complete this project by December 2024 and is hence reclassified from project temporary suspended to projects in progress.



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

(All amounts in ₹ In Lakhs, unless otherwise stated)

Note 6 : Other financial assets

Non-current

(Unsecured, considered good)

Security Deposits

	Mar 31, 2024	March 31, 2023
	0.50	0.60
	0.50	0.60

Current

(Unsecured, considered good)

Security Deposits

Interest accrued on fixed deposits

Receivable from Teamlease Services Limited towards transfer of gratuity liability (Refer note 28)

	-	1.10
	3.28	3.03
	26.85	-
	30.13	4.13

Note 7: Deferred tax assets/(liabilities)

Deferred tax assets - Net

	Mar 31, 2024	Mar 31, 2023
	301.28	261.80
	301.28	261.80

Particulars	CCPS	Provision for bad and doubtful debts	Depreciation on fixed assets	Provision for leave encashment, Bonus and gratuity	Unabsorbed losses and depreciation	IndAS 116 Adjustment	Total
Balance as on April 1, 2022	-	0.56	(26.36)	22.35	278.77	-	275.32
Recognised on issue of CCPS (CFI)	-	-	-	-	-	-	-
Charge/(Credit):							
Reversal of opening CCPS	-	-	-	-	-	-	-
Profit and loss	-	4.28	(11.83)	(3.58)	1.08	-	(10.05)
Other comprehensive income	-	-	-	(3.47)	-	-	(3.47)
Closing balance as of March 31, 2023	-	4.84	(38.19)	15.30	279.85	-	261.80
Recognised on issue of CCPS (CFI)	-	-	-	-	-	-	-
Charge/(Credit):							
Reversal of opening CCPS	-	-	-	-	-	-	-
Profit and loss	-	1.68	25.74	15.34	(13.07)	-	29.68
Other comprehensive income	-	-	-	9.80	-	-	9.80
Closing balance as of March 31, 2024	-	6.51	(12.45)	40.45	266.78	-	301.28

Significant Estimates:

As at the reporting date, the management of the Company is reasonably certain that sufficient future taxable income will be available against which the deferred tax asset will be realised on the unabsorbed business losses and unabsorbed depreciation.

The reconciliation between the amount computed by applying the statutory income tax rate to the (loss) before tax and tax (income) / expenses charge is summarised below:

	Mar 31, 2024	March 31, 2023
(Loss)before tax	(96.30)	(60.60)
Tax using the Company's domestic tax rate @ 25.167%	(24.24)	(15.25)
Tax effect of:		
DTA on losses	(15.25)	5.19
Income tax expense/(income)	(39.49)	(10.06)

Note 8 : Non Current Tax Assets

Advance Income Tax including TDS Receivables (Net of provision for Taxation)

	Mar 31, 2024	March 31, 2023
	141.86	138.22
	141.86	138.22

Note 9: Trade receivables

(Unsecured considered good unless other wise stated)

Trade receivables from related parties (Refer Note no. 34)

	Mar 31, 2024	March 31, 2023
	1.43	9.67
	1.43	9.67

Trade receivables- considered good

Trade Receivables – credit impaired

	219.02	220.08
	25.87	19.21
	244.89	239.29

Less:

Loss allowance

	(25.87)	(19.21)
	220.45	229.75



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Notes to the financial statements for the year ended March 31, 2024
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Particulars	Outstanding for following periods from due date of payment as at March 31, 2024					Total
	< 6months	6 months<1 year	1 year<2 years	2 years<3 years	More than 3 years	
Trade Receivable						
(i) Undisputed trade receivable- considered good	220.45	-	-	-	-	220.45
(ii) Undisputed trade receivable which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivable- credit impaired	3.22	22.65	-	-	-	25.87
(iv) Disputed trade receivable- considered good	-	-	-	-	-	-
(v) Disputed trade receivable which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivable- credit impaired	-	-	-	-	-	-
Total	223.67	22.65	-	-	-	246.32

Particulars	Outstanding for following periods from due date of payment as at March 31, 2023					Total
	< 6months	6 months<1 year	1 year<2 years	2 years<3 years	More than 3 years	
Trade Receivable						
(i) Undisputed trade receivable- considered good	229.75	-	-	-	-	229.75
(ii) Undisputed trade receivable which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivable- credit impaired	-	11.96	3.74	-	-	15.70
(iv) Disputed trade receivable- considered good	-	-	-	-	-	-
(v) Disputed trade receivable which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivable- credit impaired	1.89	1.62	-	-	-	3.51
Total	231.64	13.58	3.74	-	-	248.96

Note 10: Cash and cash equivalents

	Mar 31, 2024	March 31, 2023
Cash on hand	0.00	0.61
Balances with banks in Current Accounts	155.80	134.15
	155.80	134.76

Note 11: Bank balances other than cash and cash equivalents

	Mar 31, 2024	March 31, 2023
Deposits with remaining maturity of less than 12 months	146.04	81.51
	146.04	81.51

Note 12: Contract asset

	Mar 31, 2024	March 31, 2023
Opening Unbilled Revenue	6.31	13.66
Additions during the year	33.45	6.31
Billed in the current year	6.31	13.66
Closing Unbilled Revenue	33.45	6.31
Aging		
< 6 months	33.45	6.31

Note 13: Other current assets

	Mar 31, 2024	March 31, 2023
(Unsecured considered good unless other wise stated)		
Prepaid expenses	12.04	3.22
Advance to Staff	5.04	3.83
Advance to supplier	1.62	-
Other assets	2.56	0.17
	21.27	7.22



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

(All amounts in ₹ In Lakhs, unless otherwise stated)

Note 14: Equity Share capital

Share capital	March 31, 2024	March 31, 2023
(i) Authorised share capital		
500,000 Equity Shares (Face Value of ₹1 each with voting rights)	5.00	5.00
500,000 0.1% Compulsory Convertible Cumulative Preference Shares	5.00	5.00
	10.00	10.00
(ii) Issued, subscribed and fully paid-up shares		
207,992 Equity Shares of ₹1 each (Previous year 207,992 Equity Shares of ₹1 each)	2.08	2.08
Total issued, subscribed and fully paid-up shares	2.08	2.08

(iii) Terms/ rights attached to equity shares

The company has one class of equity shares having a par value of ₹1 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iv) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholders	As At March 31, 2024		As At March 31, 2023	
	Numbers	% holding in the class	Numbers	% holding in the class
a) Equity shares of ₹ 1 each fully paid				
Sandeep Agrawal	46,074	22%	46,074	22%
Rishi Agrawal	34,000	16%	34,000	16%
TeamLease Services Limited	1,27,914	62%	1,27,914	62%
	2,07,988	100%	2,07,988	100%

c) Shareholding of the Promotors

Shares held by promotors at the end of the year				
Promotors Name	March 31, 2024		March 31, 2023	
	No of Shares	% of the total shares	No of Shares	% of the total shares
Sandeep Agrawal	46,074	22%	46,074	22%
Rishi Agrawal	34,000	16%	34,000	16%
Teamlease Services Limited	1,27,914	62%	1,27,914	62%
Total	2,07,988		2,07,988	

Note 15: Other equity

Particulars	March 31, 2024	March 31, 2023
Securities Premium	1,628.40	1,628.40
Retained earnings	(1,003.26)	(907.48)
	625.14	720.91

Share Based Payment Reserve Account

Particulars	March 31, 2024	March 31, 2023
Opening	-	-
Add: Provision for the year 2023-24	1.57	-
Less:	-	-
Closing	1.57	-

The share based payment reserve account is used to record the fair value of equity-settled, share-based payment transactions with employees (ESOPs). The amounts recorded in share options outstanding account are transferred to securities premium, upon exercise of stock options, and transferred to general reserve on account of stock options not exercised by employees



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

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	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Surplus in the statement of profit and loss		
Opening balance	(907.48)	(847.16)
Net (Loss) for the year	(66.63)	(70.63)
Other comprehensive income recognised directly in retained earnings (Remeasurment of post employment benefit obligation, net of tax)	(29.15)	10.32
Less : Appropriation during the year	-	-
Closing balance	<u>(1,003.26)</u>	<u>(907.48)</u>
Securities Premium		
Opening balance	<u>1,628.40</u>	<u>1,628.40</u>
Add: Securities premium on allotment of shares under rights issue	-	-
Add: Securities premium on conversion of CCPS into Equity Shares	-	-
Closing balance	<u>1,628.40</u>	<u>1,628.40</u>

* For the movement of other equity, also refer Statement of Changes in Equity

Nature and purpose of other reserves

(i) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

-- On July 13, 2021 the company has issued 10,400 Equity Shares at a permium of ₹1922.16

-- On November 01, 2021 the company has issued 10,400 Equity Shares at a permium of ₹1922.16

-- On February 7, 2022, owing to revised investor agreement entered into on July 6, 2021, the Company converted CCPS to 56000 equity shares and the amount lying in unsecured borrowings and other equity was transferred to Equity shares and share premium account.



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Note 16: Employee defined benefit liabilities

Non-current

Employee benefits - Gratuity (Refer Note No.: 31)

Employee benefits - Compensated Absences (Refer Note No.: 31)

Current

Employee benefits - Gratuity (Refer Note No.: 31)

Employee benefits - Compensated Absences (Refer Note No.: 31)

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
	118.18	43.22
	31.86	17.58
	<u>150.04</u>	<u>60.80</u>
	16.36	0.85
	14.36	5.85
	<u>30.72</u>	<u>6.70</u>
	<u>March 31, 2024</u>	<u>March 31, 2023</u>

Note 17: Trade payables

Current

Total outstanding dues of micro enterprises and small enterprises (Note No.27)

Total outstanding dues of creditors other than micro enterprises and small enterprises

	41.86	1.17
	61.90	61.50
	<u>103.76</u>	<u>62.67</u>

Trade Payables ageing schedule

Particulars	Outstanding for following periods from due date of payment as at Mrch 31, 2024				March 31, 2024
	Less than 1 year	1 year<2 years	2 years<3 years	More than 3 years	Total
(i) MSME	41.00	-	-	-	41.00
(ii) Others	61.90	-	-	-	61.90
(iii) Disputed Dues - MSME	0.86	-	-	-	0.86
(iv) Disputed Dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as at March 31, 2023				Mar 31, 2023
	Less than 1 year	1 year<2 years	2 years<3 years	More than 3 years	Total
(i) MSME	1.17	-	-	-	1.17
(ii) Others	59.82	0.62	-	-	60.44
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	1.06	-	1.06

Note 18: Other financial liabilities

Current

Salaries and Bonus Payable

	<u>Mar 31, 2024</u>	<u>March 31, 2023</u>
	137.01	108.92
	<u>137.01</u>	<u>108.92</u>

Note 19: Contract liabilities

Opening Deferred Revenue

Additions

Deletions

Closing Deferred Revenue

	<u>Mar 31, 2024</u>	<u>March 31, 2023</u>
	118.20	62.83
	156.02	118.20
	118.20	62.83
	<u>156.02</u>	<u>118.20</u>

Note 20: Other current liabilities

Statutory dues payable

Advance received from customer

	<u>Mar 31, 2024</u>	<u>March 31, 2023</u>
	138.91	64.46
	3.37	20.00
	<u>142.29</u>	<u>84.46</u>



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

(All amounts in ₹ In Lakhs, unless otherwise stated)

Note 21: Revenue from operations

(Net of taxes)

Sale of Services

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Income from Product Subscription and Annual Maintenance Services	1,178.73	838.48
Sale of Product Licenses	35.97	48.01
Income from Product Implementation	296.29	309.70
Income from Professional Services - Compliance support & Review Services	295.67	105.14
Total Revenue	<u>1,806.66</u>	<u>1,301.33</u>

Other disclosures

Contract balances

2

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Contract assets - Trade receivables	220.45	229.75
Contract assets - Unbilled revenue	33.45	6.31
Contract liabilities - Advance from customers	3.37	20.00
Contract liabilities - Unearned revenue	156.02	118.20
	<u>413.29</u>	<u>374.26</u>

Set out below is the amount of revenue recognised from:

Amounts included in contract liabilities at the beginning of the year

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
	118.20	62.83
	<u>118.20</u>	<u>62.83</u>

Note 22: Other income

Interest income on:

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Deposits with banks	5.50	3.71
Income Tax Refund	4.74	4.93
Sundry Balances Write Back	0.02	0.01
Total other income	<u>10.26</u>	<u>8.65</u>

Note 23: Employee benefit expense

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Salaries, wages and bonus	1,438.95	955.34
Contribution to provident fund and other funds	44.23	31.74
Gratuity	24.67	23.62
Compensated Absences	24.69	9.36
Staff welfare expenses	0.61	0.32
Employee ESOP Compensation Expense	1.57	-
Less: Capitalised	(120.17)	(22.15)
Net Total employee benefit expense	<u>1,414.55</u>	<u>998.23</u>

Note 24: Depreciation and amortization

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Depreciation of property, plant & equipment	11.24	7.34
Amortization of other intangible assets	93.09	102.81
	<u>104.33</u>	<u>110.15</u>



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Note 25: Other expenses

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Rent	6.77	4.09
Rates & taxes	4.21	0.08
Interest & Penalties on Statutory Dues	8.06	9.58
Electricity	0.15	0.04
Traveling and conveyance	24.80	5.96
Repairs and maintenance	1.91	3.68
Printing and stationery	0.41	0.14
Communication costs	157.65	125.50
Legal and professional charges	106.22	73.89
Auditors' remuneration (Refer note below)	6.13	4.62
Advertisement and business promotion	23.00	13.07
Bad Debts written off	1.14	2.20
Less: Utilized from provision for bad and doubtful debts	1.14	<u>2.20</u>
Provision for bad and doubtful debts	7.80	19.26
Loss on Sale of Assets	-	-
Loss on Written off Assets	0.81	-
Write off of Capital work in progress expenses (Refer Note 1 to Schedule 5(b))	38.27	-
Interest on MSME Creditors	4.24	0.18
Other miscellaneous expenses	3.91	2.11
	<u>394.34</u>	<u>262.20</u>

Note: Payment to auditors

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
As auditor (Net of GST)		
Limited Review Fees	1.35	0.75
Statutory Audit Fees	1.20	1.45
Tax Audit Fees	0.60	0.50
GST and Other Services	2.98	1.92
	<u>6.13</u>	<u>4.62</u>

Note 26: Earnings per share

The following reflects the income and share data used in the basic and diluted EPS computations:

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
(Loss) attributable to equity shareholders	(66.63)	(70.63)
Nominal value of each equity share	1.00	1.00
Weighted average number of equity shares outstanding during the year	2,07,992	2,07,992
EPS - basic and diluted (Rs.)*	(32.04)	(33.96)

* The effect of potential equity shares i.e. ESOPs issued by the Company has anti-dilutive effect as there is loss. Thus, the diluted EPS is same as basic EPS.

Computation of Weighted Average Number of Equity Shares

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Number of Equity Shares outstanding at beginning of the year	2,07,992	2,07,992
Add: Weighted Average number of equity shares issued during the ye	-	-
Weighted average number of equity shares outstanding at the end of the year for computing basic and diluted earnings	2,07,992	2,07,992



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

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Note 27: Disclosure of Micro, Small and Medium Enterprises Development Act, 2006

(a) The disclosure of total outstanding balance due to such creditors under Micro and small enterprises in Note 17 of the financial statements is considered for the transactions occurred after the date of registration of suppliers under MSMED Act, 2006 and outstanding as on March 31, 2024

Further, interest accrued/ due on late payment/amount outstanding to micro and small enterprises is also calculated on transactions after the date of registration of suppliers under MSMED Act, 2006 and are outstanding for/late payments by more than 45 days from appointed date.

(b) Disclosure with regards to Micro, Small and Medium Enterprises Development Act, 2006

Particulars	March 31, 2024	March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year.		
- Principal amount due to micro and small enterprises	41.86	1.17
- Interest due on above	1.75	0.18
	<u>43.61</u>	<u>1.34</u>
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year		
- Payments made to suppliers beyond the appointed date	180.59	2.81
- Interest paid on above	-	-
The amount of 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 the MSMED Act 2006	3.28	-
The amount of interest accrued and remaining unpaid at the end of each accounting year		
Financial Year 2020-21	0.15	0.15
Financial Year 2021-22	0.46	0.46
Financial Year 2022-23	0.18	0.18
Financial Year 2023-24	4.24	-
The amount of further interest remaining due and payable even in the 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 for Income Tax purposes under section 23 of the MSMED Act 2006		-



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Note 28: Employee benefit obligations

i) Leave Obligation

The leave obligation cover the Company's liability for earned leave which are classified as current and non-current benefits. The bifurcation of the current and non-current is based on the past experience of employee's retirement, resignations or on his death on the basis of the salary he would be drawing at the time of his separation from the Company.

Particulars	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Leave Obligations not expected to be settled within the next 12 months	31.86	17.58

ii) Defined Contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of the salary as per the regulations. The contribution are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expenses recognised during the year towards defined contribution plan are debited profit and loss account.

<u>March 31, 2024</u>	<u>March 31, 2023</u>
44.23	31.74

(iii) Gratuity

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, every employee who has completed 4 years and 240 days of service are eligible for gratuity on departure at 15 days salary (last drawn) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement.

These plans typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Demographic Risk	This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effects of these decrement on the DBO depends upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.
Salary risk	Higher than expected increases in salary will increase the defined benefit obligation.

The following table summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Defined benefit obligation at beginning of the year	44.07	36.89
Current service cost	21.29	21.02
Past service cost	-	-
Transfer In/(Out) (Refer note below)	26.85	-
Interest cost on defined benefit obligation	3.38	2.60
Benefits paid	-	(2.65)
Re-measurements	-	-
Actuarial (gain) / loss arising from changes in demographic assumptions	-	-
Actuarial (gain) / loss arising from changes in financial assumptions	-	-
Actuarial (gain) / loss arising from changes in experience adjustments	38.95	(13.79)
Defined benefit obligation at end of the year	<u>134.54</u>	<u>44.07</u>

Note: As infomed by the company, 124 employees were transferred in from TeamLease Services Limited and this liability has been provided by the company from parent company's actuarial report.



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	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Current	16.36	0.85
Non-current	118.18	43.22

Net defined benefit liability/ (assets)

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Present value of non-funded obligation	134.54	44.07
Fair value of plan assets	-	-
Net liability	<u>134.54</u>	<u>44.07</u>

Net benefit cost recognised in statement of profit and loss

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Current service cost	21.29	21.02
Past service cost	-	-
Interest cost on defined benefit obligation	3.38	2.60
Net benefit expense	<u>24.67</u>	<u>23.62</u>

Remeasurement loss/(gains) in other comprehensive income

Particulars	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Due to change in demographic assumptions	(4.52)	(9.72)
Due to change in financial assumptions	20.79	-
Due to change in experience adjustments	22.68	(4.07)
Actuarial loss/(gain) recognised in OCI	<u>38.95</u>	<u>(13.79)</u>

The principal assumptions used in determining gratuity benefit obligation are shown below:

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Discount rate	7.20%	7.30%
Salary escalation rate	17.00%	10.00%
Expected remaining working lives of employees (years)	3.31	4.94
Attrition rate	30%	20%
Retirement age	60	58
Mortality tables	Indian Assured Lives Mortality (2012-14) Ult Table	Indian Assured Lives Mortality (2012-14) Ult Table



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Note:

1) The estimates of future salary increase, considered in actuarial valuation, take into account inflation, seniority, parameter and other relevant factors such as supply and demand factors in employment matter.

Sensitivity analysis

A quantitative sensitivity analysis for significant assumptions on defined benefit obligation as at March 31, 2023 given as shown

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Discount Rate		
1% increase	129.62	41.99
1% decrease	139.83	46.36
Salary Escalation Rate		
1% increase	138	45.81
1% decrease	131	42.43
Attrition Rate		
1% increase	133.13	43.83
1% decrease	136.05	44.35

The sensitivity analyses above have been determined based on a method that extrapolates the impact of defined benefit obligation as a result of reasonable changes in key assumptions used at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Year 1	16.36	0.85
Year 2	21.91	4.49
Year 3	21.8	7.26
Year 4	24.61	8.28
Year 5	29.97	10.17
Next 5 years	145.99	71.95

The weighted average duration of defined benefit obligation at the end of the reporting period is 5.77 years.



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Note 29: Impairment Testing on Goodwill

Impairment Testing on Goodwill

Goodwill acquired through business combinations of INR 7.10 lakhs and with indefinite life has been allocated to the following cash generating unit (CGU) below, which is also operating and reportable segments, for impairment testing:

1. Product licenses and related activities (Products)

Teamlease Regtech Private Limited performed its annual impairment test for year ended March 31, 2024 on respective balance sheet date. The recoverable amount of above CGUs exceeded their carrying amounts.

Sale of Software Products CGU

The recoverable amount of the Products CGU as at March 31, 2024 based on a value in use calculation using projections covering a five year period. The growth rate used to extrapolate the cash flows of the unit beyond the five year period is 3%. This growth rate is in line with the industry average growth rate. The pre-tax discount rate applied to the cash flow projections for impairment testing during the current year is 15.50%

Key assumptions used for value in use calculations:

The calculation of value in use for Products CGU is most sensitive to the following assumptions:

- Operating margins
- Discount rates
- Growth rates used to extrapolate cash flows beyond the forecast period.

Operating Margin

As the Company is a start up, the Operating margins are expected to improve in the coming years as compared to average values achieved in the current financial year due to lower cost required to sell the software and provide support services.

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flows estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital (WACC). Segment - specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Growth rate estimates- Rates are in line with the industry average growth rate.

Note 30: Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

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

1.75

Risk Management Framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management

a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risks include trade receivable and trade payable

(i) Foreign Currency Risk

Foreign currency risks is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates. The Company does not have any foreign currency exposure and hence is not exposed to any significant foreign currency risks.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company does not have any debt obligation with floating interest rates, hence is not exposed to any significant interest rate risks.



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b) Credit Risk:

Credit risk is the risk that counterparty will not meet its contractual obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivable

With respect to trade receivables/unbilled revenue, the Company has framed the policies to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company follows 'simplified approach' for recognition of provision for ECL on trade receivables. All trade receivables which are outstanding for more than 6 months since their due date is 100% provided for.

Management does not expect any significant loss from non-performance by counterparties on credit granted during the financial year that has not been provided for.

The following table summarises the changes in the loss allowance measured using ECL:

	March 31, 2024	March 31, 2023
Opening Balance	19.21	2.15
Amount provided	7.80	19.26
Bad debts written off out of reserve for doubtful debts	(1.14)	(2.20)
Closing provision	25.87	19.21

Financial Instruments:

Credit risk from balances with the banks are managed by the Company's management team based on the Company's policy. Investment of surplus fund is made only with approved counterparties and banks.

Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company monitors its risk of a shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank funds and receipt of debtors.

	Maturity Period	March 31, 2024	Maturity Period
Financial liabilities - Current			
- Borrowings	Within 1 year	-	Within 1 year
- Trade payables	Within 1 year	103.76	Within 1 year
- Other Financial liabilities	Within 1 year	137.01	Within 1 year
- Other Current liabilities	Within 1 year	329.02	Within 1 year
		569.79	
Financial liabilities - Non current			
- Lease liabilities	1 - 5 years	-	1 - 5 years
- Other Financial liabilities	1 - 5 years	-	1 - 5 years
		-	



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Note 31: Capital management

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future development of its business. The Company focused on keeping strong capital base to ensure independence, to ensure sustained growth in business.

	<u>31-Mar-24</u>
Current borrowings	-
Less: Cash and cash equivalents	(155.80)
Net debt (A)	(155.80)
Equity share capital	2.08
Other equity	626.71
Equity (B)	628.79
Equity plus net debt (C=A+B)	472.98
Gearing ratio (D=A/C)	-32.94%

In order to achieve the overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements. Any significant breach in meeting the financial covenants would allow the bank to call borrowings. There have been no breaches in the financial covenants of above-mentioned interest-bearing borrowings.



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Note 32: Segment Reporting

Business segments are identified as a distinguishable component of an enterprise that is engaged in providing a group of related products and services and that is subject to differing risks and return about which separate financial information is available. This information is reviewed and evaluated regularly by the management in deciding how to allocate resources and in assessing the performance.

The Company is organized by business segment and geographically. For management purposes the Business segment is primary Segement. The business segment's are identified based on which the Company and its management reviews the operational information and the risks and return associated with them. The Company has identified only two business segments -

- Software products
- Income from compliance support and review services

Segment Revenue and Expenses:

- Revenue for Software products is generated through licensing of software products, maintenance fees as well as by out right sale of software to the customers.
- Revenue from compliance support and review services is generated mainly through services like reviews of legal compliances and also providing labour compliance services.
- The income and expenses which are not directly attributable to a business segment are classified as unallocable income's and expenses.

Segment Assets and Liabilities

Segment assets include all operating assets used by a segment and consist principally of trade receivables net of allowances, unbilled revenue, deposits for premises and property, plant and equipment. Segment liabilities primarily includes trade payables, deferred revenue, advance from customer, employee benefit obligations and other liabilities. The Assets and liabilities used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments. The Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

Business Segments

Particulars	Software products and related services		Compliance support and review services		Un-allocated		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Revenue from operations	1.75 1,498.60	1,196.19	308.07	105.14	-	-	1,806.66	1,301.33
Identifiable operating expenses	-	-	-	-	-	-	-	-
Allocated expenses	1,504.72	1,133.72	214.46	52.75	-	-	1,719.18	1,186.47
Segment operating income	(6.12)	62.47	93.61	52.39	-	-	87.49	114.86
Unallocated expenses	-	-	-	-	89.73	73.96	89.73	73.96
Other income	-	-	-	-	10.26	8.65	10.26	8.65
Depreciation and amortisation expenses	99.15	104.64	2.04	2.20	3.14	3.30	104.32	110.15
Profit before tax	(105.27)	(42.17)	91.57	50.19	(82.60)	(68.61)	(96.30)	(60.60)
Income tax expense	-	-	-	-	-	-	-	-
Net profit	(105.27)	(42.17)	91.57	50.19	(82.60)	(68.61)	(96.30)	(60.60)

Geographical segments :

Regions	March 31, 2024		March 31, 2023	
	Amount	%	Amount	%
India	1,806.66	100%	1,301.33	100%
Outside	-	0%	-	0%
Total	1,806.66		1,301.33	

The following table shows the consolidated non-current assets by geographical market:

Regions	March 31, 2024		March 31, 2023	
	Amount	%	Amount	%
India	741.49	100%	701.07	100%
Outside	-	0.0%	-	0.0%
Total	741.49		701.07	



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

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

(All amounts in ₹ In Lakhs, unless otherwise stated)

33. Employee stock exchange plan (ESOP)

A) Brief description of the plan and the terms and conditions

On August 18, 2023, post approval from members of the Company in its Extra-Ordinary General Meeting, the Company has created a Employee Stock Option Plan shall be called TL RegTech Employee Stock Option Plan 2023 (“ESOP 2023” / “Plan”) effective 18-08-2023. The maximum number of ESOPs that can be granted under this scheme is 1247.

The Objectives of the ESOP 2023 are to create a variable pay structure for the employees, incentivize them in line with Company’s performance, and to retain and motivate senior and critical human resources and to promote loyalty to the Company

This ESOP scheme will be settled in equity.

Following are the main vesting terms and conditions as per the plan;

- i) ESOP will vest at the end of 3 years from the Grant date provided the employee is in continuous employment with the Company during this period.
- ii) the Employee has certain performance goals to be achieved . Cumulative weighted avg rating of performance for three years will decide the number of ESOP that can be vested on the employee.

ii) Also, the Company has to achieve 60% of PBT targets cumulatively over FY 2023-24 to FY 2025-26.

IF any of the conditions above are not fulfilled, then no ESOP will vest on the employee.

B) Weighted Avg exercise price of options: INR 1 per ESOP.

C) ESOPs exercised during the year: Not applicable (none vested)

D) Reconciliation of ESOP	
Particulars	Nos.
Opening balance	0
ESOP granted during the year	690
ESOP exercised during the year	0
ESOP lapsed during the year	0
Closing balance	690

₹ (in lakhs)

E) Total expense recognised during the period 1.57

F) Liabilities relating to share based payments;

- Total carrying amount at the end of the period 1.57

- the total intrinsic value at the end of the period of liabilities for which the counterparty’s right to cash or other assets had vested by the end of the period Nil

F) Fair value of Options granted on the Grant date: i.e (18th Aug,2023)

The fair value of each equity-settled award is estimated on the date of grant using the following assumptions :

Particulars	March 31, 2024	Parameters of grant
Market Price (₹)	1923.16	As provided by the company-based on last increase in share capital before ESOP.
Expected Life (In Years)	4.04	Simplified Method
Volatility (%)	41.05	Over Expected life - NSE - 253 Days
Riskfree Rate (%)	7.05	India
Exercise Price (₹)	1	As provided by the company
Dividend yield (%)	0	Last declared dividend before date of grant / Market Price on date of grant
Fair Value per vest (INR.)	1922.41	
Vest Percent (%)	100	
Options Fair Value (INR.)	1922.41	



Teamlease Regtech Private Limited
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Notes to the financial statements for the year ended March 31, 2024

(All amounts in ₹ In Lakhs, unless otherwise stated)

Note 34: Disclosure of related party transactions

(i) List of related parties and relationship:

Description of relationship	Names of the related parties
a) Key management personnel (Directors)	Rishi Agrawal Sandeep Agrawal
b) Holding Company	Teamlease Services Limited

(ii) Other Related parties with whom transactions have been taken during the period

Description of relationship	1.75	Names of the related parties
Fellow subsidiary		Teamlease Edtech Limited Teamlease Digital Private Limited

(iii) Transaction with related parties:

Description		March 31, 2024	March 31, 2023
<u>Sale of Services (Net of GST)</u>			
- Teamlease Services Limited	Income from Product Subscription	186.44	210.23
	Income from Professional Services	137.15	-
- Teamlease Edtech Limited	Salary Cost Share	-	4.74
	Income from Professional Services	16.95	-
<u>Purchase of Services/Expenses incurred on behalf of the Company</u>			
- Teamlease Services Limited	Towards Business promotion	8.99	31.97
	Towards telephone and internet	0.14	-
	Towards Rent	4.92	-
	Towards professional fees	0.24	-
- Teamlease Digital Private Limited	Towards Business promotion	0.42	-
Other transactions			
- Teamlease Services Limited	Receivable towards gratuity liability of employees transferred from teamlease services limited to company	26.85	-
<u>Managerial Remuneration (including Bonus)</u>			
- Rishi Agrawal		72.00	57.28
- Sandeep Agrawal		72.00	57.28

*Managerial Remuneration does not include cost of employee benefits such as gratuity and compensated absences since, provision for these are based on actuarial valuation carried out for the Company as a whole.

Other expenses (reimbursement paid)

Key management personnel	March 31, 2024	March 31, 2023
- Rishi Agrawal	1.72	6.70
- Sandeep Agrawal	4.96	18.35



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

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

(All amounts in ₹ In Lakhs, unless otherwise stated)

(iii) Outstanding balances as at year ended

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

Name of the related parties	Description of account balances	March 31, 2024	March 31, 2023
- Rishi Agrawal	Trade Payables	0.78	0.99
- Sandeep Agrawal	Trade Payables	3.10	1.62
- Rishi Agrawal	Salary Payable (Net)	3.73	2.55
- Rishi Agrawal	Bonus	3.50	2.50
- Sandeep Agrawal	Salary Payable (Net)	3.73	4.35
- Sandeep Agrawal	Bonus	3.50	2.50
- Teamlease Services Limited	Trade Receivables	1.43	8.00
- Teamlease Services Limited	Trade Receivables (Unbilled revenue)	7.18	-
- Teamlease Services Limited	Trade Payables	6.37	13.16
- Teamlease Services Limited	Trade Payables (Provision)	1.05	-
- Teamlease Digital Private Limited	Trade Payables	-	-
- Teamlease Edtech Limited	Trade Receivables	-	1.67
- Teamlease Edtech Limited	Advance against services received	-	20.00
- Teamlease Services Limited	Other current receivables	26.85	-

*As the liability for gratuity and leave encashment is provided on actuarial valuation basis for the company as a whole, the amount pertaining to directors are not included.

Terms and Condition's:

As per Agreements, all intercompany receivables and payable balances are due within 30 days of invoice date.

Note 35: Contingent Liabilities

There are no reportable contingent liability.

Note 36: Commitments

(a) Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as at 31 March 2024 NIL (31 March 2023 : NIL)

Note 37: Transactions with Strike off Companies

There are no transactions, investment, receivables, payables outstanding from/to struck off companies during the year (March 31, 2023: Nil)

Note 38: Other Statutory Information

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

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

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

(iv) The Company has not made any such 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).

(v) The Company has not been declared as a wilful defaulter by any bank or financial institution or any other lender.

(vi) The Company has not complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the transactions and the transactions are not violative of the prevention of Money Laundering Act 2002 (15 of 2003)

(vi)(A) 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.

(vi)(B) The Company have not received any fund from any persons or entities, 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.



Teamlease Regtech Private Limited
(Formerly known as Avantis Regtech Private Limited)

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

Note 39: Key Ratios

Particulars	Formula	March 31, 2024	March 31, 2023	Variation	Variation%	Remarks
Current ratio	Current assets/Current liabilities	1.07	1.22	(0.15)	-12%	The decrease is due to increase in liabilities like deferred income, stat dues payable and salary payable.
Debt equity ratio	Total debt/Shareholders' Equity				0%	No debt as on March 31, 2024/March 31, 2023
Debt service coverage ratio	Earnings available for debt service/debt service	-	-	-	0%	No debt as on March 31, 2024/March 31, 2023. Hence ratio not disclosed
Return on equity ratio	(Net profit after taxes-Preference Dividend)/Average Shareholders' Equity	(0.14)	(0.08)	(0.06)	77%	The ratio is reduced. The loss for the year has increased as compared to previous year as the company has written off an asset under development. Further, there is an increase in cloud charges and professional fees and remeasurement loss under OCI.
Inventory turnover ratio	Cost of goods sold or sale/Avg Inventory	N/A	N/A	NA	NA	No inventory maintained and hence no reporting
Trade receivable turnover ratio	Net Credit sales/Avg. Accounts receivable	8.03	6.87	1.15	17%	The turnover has improved considering the management efforts to improve the recovery.
Trade payable turnover ratio	Net Credit purchases/Avg. Accounts payable	4.12	4.46	(0.34)	-8%	No major variation
Net capital turnover ratio	Net sales/Working capital	48.39	15.73	32.66	208%	The ratio is increased due to increase in liabilities related to stat dues, salary payable for march 24, deferred liabilities.
Net profit ratio	Net profit/Net sales	(0.04)	(0.05)	0.02	-32%	The loss of the Company is reducing and the company is slowly approaching breakeven with improved sales. Hence, the variation
Return on capital employed	Earnings before interest and tax/Capital employed	1.75	(0.08)	1.83	-2188%	The improvement in the negative ratio is due to better sales and less loss over previous year.
Return on investment	Interest (finance income) + net fair value gains on current investments + net gain on sale of current investment/Investment = Non current investment + current investment + loans	N/A	N/A	NA	NA	The Company only has investment in fixed deposit, which is not considered in calculating the ROI, hence the same is not disclosed here.

Note 40: Audit Trail

During the current financial year, the Company has migrated to new accounting software called SAGE from Tally and thus two software's were used for maintenance of books of accounts during the year. The Company did not enable the edit log feature in Tally Software. Further, in SAGE software, the audit trail feature is enabled for very limited purpose i.e audit log is generated only with respect to user access, passwords, vendor and customer masters and chart of accounts. There is currently an option to disable the audit trail feature but a log is generated if it is disabled. The Company is still in the process of establishing necessary controls and documentation for transactions, direct changes to data using privileged/ administrative access rights, master data changes and also configuration changes relating to disabling the audit trail feature.

Note 41:

Expenditure in foreign currency
Income in foreign currency

	March 31, 2024	March 31, 2023
Expenditure in foreign currency	6.56	-
Income in foreign currency	-	-

Note 42: Previous Year Figures

The figures of the previous periods have been regrouped/reclassified, where necessary, to conform with the current year's classification.

For ARTH & Associates
Chartered Accountants
Firm Registration Number: 100868W

ARTI SAMIR
SAMIIR TELANG
Date: 2024.05.15
23:17:17 +05'30'

Arti Telang
Partner
Membership No. 113368

Place: Pune
Date: May 15, 2024



For and on behalf of the Board of Directors
Teamlease Regtech Private Limited

SANDEEP
PRADEEP
AGRAWAL
Date: 2024.05.15
20:47:10 +05'30'

Sandeep Agrawal
Director
DIN No : 05015428

Place: Pune
Date: May 15, 2024

RISHI
AGRAWAL
Date: 2024.05.15
20:46:27 +05'30'

Rishi Agrawal
Director
DIN No : 06614269

Place: Pune
Date: May 15, 2024

